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Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

J. RENNY &amp; MARGARET M. L. CATTON TRUST

Number and street (or P O box number if mail is not delivered to street address)

P.O. BOX 3170, DEPT. 715

A Employer identification number

99-6002220

B Telephone number

(808) 694-4543

City or town, state, and ZIP code

HONOLULU, HI 96802-3170

G Check all that apply:

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeC If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization:  Section 501(c)(3) exempt private foundation X Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)

► \$ 903,080.

(Part I, column (d) must be on cash basis)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
3		6.	6.		STATEMENT 1
4	Dividends and interest from securities	24,315.	24,315.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	26,463.			
b	Gross sales price for all assets on line 6a	407,267.			
7	Capital gain net income (from Part IV, line 2)		26,463.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	50,784.	50,784.		
13	Compensation of officers, directors, trustees, etc	2,601.	1,951.		650.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 3	1,400.	420.	980.
c	Other professional fees				
17	Interest	RECEIVED			
18	Taxes	STMT 4	659.	0.	0.
19	Depreciation and depletion				
20	Occupancy	IRS-OSMT			
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	4,660.	2,371.		1,630.
25	Contributions, gifts, grants paid	42,294.			42,294.
26	Total expenses and disbursements. Add lines 24 and 25	46,954.	2,371.		43,924.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	3,830.			
b	Net investment income (if negative, enter -0-)		48,413.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	1 Cash - non-interest-bearing		- 75,000.		
2	2 Savings and temporary cash investments		18,012.	18,411.	18,411.
3	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
4	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
5	5 Grants receivable				
6	6 Receivables due from officers, directors, trustees, and other disqualified persons				
7	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	8 Inventories for sale or use				
9	9 Prepaid expenses and deferred charges				
10a	10a Investments - U.S. and state government obligations				
b	Investments - corporate stock				
c	Investments - corporate bonds				
11	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	12 Investments - mortgage loans				
13	13 Investments - other	STMT 5	861,084.	789,515.	884,669.
14	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
15	15 Other assets (describe ►)				
16	16 Total assets (to be completed by all filers)		804,096.	807,926.	903,080.
Liabilities	17 Accounts payable and accrued expenses				
18	18 Grants payable				
19	19 Deferred revenue				
20	20 Loans from officers, directors, trustees, and other disqualified persons				
21	21 Mortgages and other notes payable				
22	22 Other liabilities (describe ►)				
23	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31				
24	24 Unrestricted				
25	25 Temporarily restricted				
26	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	27 Capital stock, trust principal, or current funds		804,096.	807,926.	
28	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	30 Total net assets or fund balances		804,096.	807,926.	
31	31 Total liabilities and net assets/fund balances		804,096.	807,926.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	804,096.
2	Enter amount from Part I, line 27a	2	3,830.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	807,926.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	807,926.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>			P	VARIOUS	
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)	
a 407,267.		380,804.		26,463.	
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a				26,463.	
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	26,463.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	39,072.	867,015.	.045065
2010	39,660.	819,184.	.048414
2009	45,040.	777,798.	.057907
2008	55,106.	916,242.	.060143
2007			
2 Total of line 1, column (d)		2	.211529
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	.052882
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	900,227.
5 Multiply line 4 by line 3		5	47,606.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	484.
7 Add lines 5 and 6		7	48,090.
8 Enter qualifying distributions from Part XII, line 4		8	43,924.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	968.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2		2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	968.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		4	299.
6	<b>Credits/Payments:</b>		5	669.
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		880.
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		880.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10		211.
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> ►	11	Refunded	0.

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	X	
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
8b	b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

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**Part VII-A Statements Regarding Activities (continued)**

11		
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>BANK OF HAWAII</u>	Telephone no. ► <u>(808) 694-4543</u>
	Located at ► <u>130 MERCHANT ST., HONOLULU, HI</u>	ZIP+4 ► <u>96813</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► <u>15</u> N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	Yes No <u>X</u> <u></u>

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	<u>1b</u>	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	<u>1c</u>	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<u>2b</u>	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	<u>3b</u>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<u>4a</u>	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	<u>4b</u>	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

► 

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

X

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF HAWAII 130 MERCHANT STREET HONOLULU, HI 968023170	TRUSTEE			
	1.00	2,601.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

►

0

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**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<b>NONE</b>		

**Total number of others receiving over \$50,000 for professional services****0****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

**Expenses**

1	<b>N/A</b>	
2		
3		
4		

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

**Amount**

1	<b>N/A</b>	
2		
3		
<b>Total. Add lines 1 through 3</b>		<b>0.</b>

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	896,403.
b Average of monthly cash balances	1b	17,533.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	913,936.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	913,936.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,709.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	900,227.
6 Minimum investment return Enter 5% of line 5	6	45,011.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	45,011.
2a Tax on investment income for 2012 from Part VI, line 5	2a	669.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	299.
c Add lines 2a and 2b	2c	968.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	44,043.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	44,043.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	44,043.

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	43,924.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	43,924.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	43,924.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				44,043.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	6,173.			
c From 2009	6,540.			
d From 2010				
e From 2011				
f Total of lines 3a through e	12,713.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 43,924.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				43,924.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	119.			119.
6 Enter the net total of each column as indicated below:	12,594.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	12,594.			
10 Analysis of line 9:				
a Excess from 2008	6,054.			
b Excess from 2009	6,540.			
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

**Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

► 4942(V2) 25 4942(V5)

■ Check box to indicate whether the foundation is a private operating foundation described in section 501(c)(4) of the Internal Revenue Code.

**Part XV** **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

## 1. Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

**NONE**

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**NONE**

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a. The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

b. The form in which applications should be submitted and information and materials they should include

**c. Any submission deadlines:**

4. Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
EPISCOPAL CHURCH OF HONOLULU 229 QUEEN EMMA ST. HONOLULU, HI 96813			TO PROVIDE SUPPORT FOR NEEDY RETIRED/DISABLED CLERGY OR CHURCH WORKERS AND THEIR DEPENDENTS.	28,146.
NATIONAL BURNS MEMORIAL & COTTAGE HOMES 36 N. HANOVER ST. GLASGOW SCOTLAND			UNRESTRICTED	100.
POHAI NANI FOUNDATION 45-090 NAMOKU ST. KANEOHE, HI 96744			TO ASSIST THE NEEDY MEMBER RESIDENTS	14,048.
<b>Total</b>				► 3a 42,294.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	6.	
5 Net rental income or (loss) from real estate:			14	24,315.	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	26,463.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		50,784.	0.
13 Total Add line 12, columns (b), (d), and (e)	13				50,784.

(See worksheet in line 13 instructions to verify calculations.)

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

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12-05-12



## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF HAWAII #210027603	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII #210027603	24,315.	0.	24,315.
TOTAL TO FM 990-PF, PART I, LN 4	24,315.	0.	24,315.

## FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,400.	420.		980.
TO FORM 990-PF, PG 1, LN 16B	1,400.	420.		980.

## FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2012 FEDERAL ESTIMATED TAX PAYMENTS	659.	0.		0.
TO FORM 990-PF, PG 1, LN 18	659.	0.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT INV-1	COST	789,515.	884,669.
TOTAL TO FORM 990-PF, PART II, LINE 13		789,515.	884,669.

**J. RENNY AND MARGARET M. CATTON TRUST**  
**EIN # 99-6002220**  
**OTHER INVESTMENTS**  
**TAX YEAR 2012**

<b>Description</b>	<b>Units</b>	<b>Book Value</b>	<b>Market Value</b>
AOL INC	90,000	2,788.20	2,665.00
AT&T INC	260,000	9,340.60	8,765.00
ABBOTT LABORATORIES	200,000	11,774.40	13,100.00
AETNA INC NEW	40,000	1,475.60	1,852.00
AMEREN CORPORATION	300,000	9,906.69	9,216.00
AMGEN INC	80,000	5,791.00	6,896.00
APPLE INC	51,000	17,342.36	27,141.00
ARCHER-DANIELS MIDLAND CO	150,000	4,694.78	4,109.00
AUTOMATIC DATA PROCESSING INC	30,000	1,620.60	1,708.00
BB&T CORPORATION	290,000	8,789.90	8,442.00
AID-TUNISIA UNSECURED 1.686% 07/16/2019	5,000,000	5,092.35	4,975.00
BERKSHIRE HATHAWAY INC CL B	40,000	3,172.80	3,588.00
CBS CORPORATION CL B	360,000	9,835.58	13,698.00
CF INDUSTRIES HOLDINGS	40,000	6,235.20	8,126.00
CADENCE DESIGN SYSTEMS INC	560,000	6,059.31	7,566.00
CARNIVAL CORP	250,000	9,133.35	9,193.00
CELGENE CORP	20,000	1,575.20	1,569.00
CHEVRON CORP	168,000	14,558.01	18,168.00
CISCO SYSTEMS	590,000	10,626.81	11,593.00
COMCAST CORP CL A	100,000	3,639.80	3,736.00
CONOCOPHILLIPS	100,000	5,236.50	5,799.00
CON EDISON	130,000	8,068.49	7,220.00
COSTCO WHOLESALE CORP	60,000	5,056.80	5,924.00
CUMMINS ENGINE INC	50,000	4,673.20	5,418.00
DEAN FOODS CO	280,000	4,479.92	4,623.00
DELTA AIR LINES INC	450,000	4,632.15	5,342.00
DIAMOND OFFSHORE DRILLING	50,000	3,178.10	3,398.00
DISCOVER FINANCIAL SERVICES	280,000	8,313.20	10,794.00
DR PEPPER SNAPPLE GROUP	200,000	8,873.00	8,836.00
EOG RESOURCES INC	20,000	2,323.40	2,416.00
EXPEDIA INC	140,000	7,256.90	8,602.00
EXPRESS SCRIPTS HOLDING CO	50,000	3,253.50	2,700.00
EXXON MOBIL CORP	180,000	11,633.60	15,579.00
FEDERAL FARM CREDIT BANK BONDS 5.125% 08/25/2016	25,000,000	26,260.43	29,141.00
FEDERAL NATIONAL MTGE ASSOC NOTES 4% 04/22/2019-2010	5,000,000	5,000.00	5,804.00
FEDERAL NATIONAL MTGE ASSN NOTES 2.875% 12/11/2013	80,000,000	81,512.80	82,050.00
FEDERAL NATIONAL MTGE ASSN NOTES 2.75% 03/13/2014	15,000,000	15,818.70	15,456.00
GENERAL ELECTRIC CO	610,000	11,835.14	12,804.00
GENUINE PARTS CO	10,000	615.30	636.00
GOLDMAN SACHS GROUP INC	20,000	1,877.60	2,551.00
GOOGLE INC CL A	10,000	5,802.78	7,074.00
HARLEY-DAVIDSON	90,000	4,252.20	4,395.00
HONEYWELL INTERNATIONAL INC	80,000	4,615.70	5,078.00
HONOLULU HAWAII CITY & CNTY BUILD AMERICA BONDS 6.25% 09/01	5,000,000	5,000.00	5,694.00
HORMEL FOODS CORP	160,000	4,125.59	4,994.00
HUMANA INC	100,000	6,065.55	6,863.00
INTEL CORP	200,000	4,749.53	4,124.00

**J. RENNY AND MARGARET M. CATTON TRUST**  
**EIN # 99-6002220**  
**OTHER INVESTMENTS**  
**TAX YEAR 2012**

<b>Description</b>	<b>Units</b>	<b>Book Value</b>	<b>Market Value</b>
INT'L BUSINESS MACHINES	85.000	10,403.66	16,282.00
JP MORGAN CHASE & CO	315.000	12,187.22	13,850.00
JOHNSON & JOHNSON	234.000	15,060.18	16,403.00
KLA-TENCOR CORP	50.000	2,311.80	2,388.00
KROGER CO	320.000	7,353.11	8,326.00
LSI CORP	460.000	3,836.40	3,252.00
ESTEE LAUDER COMPANIES INC CL A	120.000	5,112.90	7,183.00
LILLY ELI & CO	60.000	2,895.57	2,959.00
MBIA INC	260.000	2,732.60	2,041.00
MAXIM INTEGRATED	110.000	3,019.50	3,234.00
MCKESSON CORP	70.000	5,782.40	6,787.00
MICROSOFT CORP	440.000	12,466.11	11,752.00
MOLSON COORS BREWING CO B	120.000	5,248.58	5,135.00
NATIONAL OILWELL VARCO INC	100.000	6,566.50	6,835.00
NISOURCE INC	240.000	6,074.60	5,974.00
NORTHROP GRUMMAN CORP	150.000	9,077.32	10,137.00
NUCOR CORP	150.000	6,593.50	6,474.00
PFIZER INC	580.000	10,279.29	14,546.00
PHILIP MORRIS INTERNATIONAL	130.000	8,363.46	10,873.00
PHILLIPS 66	40.000	1,478.40	2,124.00
PLAINS EXPLORATION & PRODUCT CO	100.000	3,555.00	4,694.00
PROTECTIVE LIFE CORP	220.000	5,977.40	6,288.00
PULTE HOMES INC	310.000	5,139.40	5,630.00
REGIONS FINANCIAL CORP	260.000	1,915.68	1,854.00
SLM CORP	350.000	4,780.24	5,996.00
SCRIPPS NETWORKS INTERACTIVE CL A	60.000	3,755.40	3,475.00
SHERWIN-WILLIAMS CO	50.000	6,465.00	7,691.00
SIMON PROPERTY GROUP INC COM	60.000	9,558.00	9,485.00
SOLARWINDS INC	60.000	3,359.40	3,147.00
TJX COMPANIES INC	200.000	4,661.92	8,490.00
TRAVELERS COS INC	60.000	3,775.20	4,309.00
US BANCORP	240.000	7,372.80	7,666.00
UNION PACIFIC CORP	70.000	8,139.60	8,800.00
US TREASURY BONDS 6.25% 08/15/2023	5,000.000	5,733.59	7,169.00
US TREASURY BONDS 5.25% 11/15/2028	20,000.000	21,306.25	27,631.00
US TREASURY BONDS 3.5% 02/15/2039	3,000.000	3,600.00	3,391.00
US TREASURY 4.25% 08/15/2015	4,000.000	4,453.91	4,407.00
US TREASURY 4.625% 11/15/2016	73,000.000	75,828.75	84,475.00
US TREASURY 3.625% 02/15/2020	10,000.000	10,227.73	11,684.00
UNITED TECHNOLOGIES CORP	40.000	2,931.99	3,280.00
V F CORP	20.000	3,217.75	3,019.00
VALERO ENERGY CORP	190.000	4,534.40	6,483.00
VERISIGN INC	70.000	3,453.77	2,717.00
VERIZON COMMUNICATIONS	232.000	7,081.50	10,039.00
VISA INC CL A SHARES	90.000	9,929.80	13,642.00
WAL-MART STORES INC	120.000	8,934.00	8,188.00
WELLS FARGO COMPANY	200.000	6,778.00	6,836.00

**J. RENNY AND MARGARET M. CATTON TRUST**  
**EIN # 99-6002220**  
**OTHER INVESTMENTS**  
**TAX YEAR 2012**

<b>Description</b>	<b>Units</b>	<b>Book Value</b>	<b>Market Value</b>
EVEREST RE GROUP LTD	60.000	6,506.40	6,597.00
HERBALIFE LTD	130.000	4,463.05	4,282.00
INGERSOLL-RAND PLC	100.000	4,482.00	4,796.00
AVAGO TECHNOLOGIES LTD	80.000	2,791.20	2,532.00
<b>TOTAL OTHER INVESTMENTS</b>	<b>789,514.85</b>	<b>884,669.00</b>	