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Form **990-PF**Department of the Treasury
Internal Revenue Service**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.

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation HAROLD K.L. CASTLE FOUNDATION		A Employer identification number 99-6005445
Number and street (or P.O. box number if mail is not delivered to street address) 1197 AULOA ROAD		B Telephone number (808) 263-7073
City or town, state, and ZIP code KAILUA, HI 96734		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 165,470,137. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____		

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 ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,386.	2,016.		
4 Dividends and interest from securities		1,716,372.	1,716,372.		
5a Gross rents		7,056,229.	7,320,703.		STATEMENT 2
b Net rental income or (loss) 5,093,859.					STATEMENT 3
6a Net gain or (loss) from sale of assets not on line 10		597,481.			STATEMENT 1
b Gross sales price for all assets on line 6a 13,463,181.					
7 Capital gain net income (from Part IV, line 2)			721,446.		
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		238,762.	238,258.		STATEMENT 4
12 Total. Add lines 1 through 11		9,611,230.	9,998,795.		
13 Compensation of officers, directors, trustees, etc.		313,705.	65,492.		248,213.
14 Other employee salaries and wages		350,199.	173,481.		176,718.
15 Pension plans, employee benefits		124,071.	39,867.		84,204.
16a Legal fees		42,907.	15,444.		27,463.
b Accounting fees		33,164.	11,937.		21,227.
c Other professional fees		1,607,067.	268,861.		1,334,904.
17 Interest					
18 Taxes		571,364.	367,459.		29,407.
19 Depreciation and depletion		832,951.	784,879.		
20 Occupancy		13,468.	0.		13,468.
21 Travel, conferences, and meetings		31,194.	11,228.		19,966.
22 Printing and publications					
23 Other expenses STMT 9		2,112,381.	1,983,308.		128,718.
24 Total operating and administrative expenses. Add lines 13 through 23		6,032,471.	3,721,956.		2,084,288.
25 Contributions, gifts, grants paid		5,948,273.			5,948,273.
26 Total expenses and disbursements. Add lines 24 and 25		11,980,744.	3,721,956.		8,032,561.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<2,369,514.>			
b Net investment income (if negative enter -0-)			6,276,839.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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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		
Assets	1 Cash - non-interest-bearing			1,153,294.	703,162.	703,162.
	2 Savings and temporary cash investments			5,664,138.	2,691,808.	2,691,808.
	3 Accounts receivable ▶	181,676.				
	Less: allowance for doubtful accounts ▶			175,397.	181,676.	181,676.
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges			364,716.	559,200.	559,200.
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock	STMT 10		60,193,174.	62,413,691.	68,469,964.
	c Investments - corporate bonds	STMT 11		71,000.	0.	0.
Liabilities	11 Investments - land, buildings, and equipment basis ▶	5,108,277.				
	Less: accumulated depreciation ▶	STMT 18		5,108,277.	5,108,277.	45,573,500.
	12 Investments - mortgage loans					
	13 Investments - other	STMT 12		11,611,283.	11,518,386.	12,342,517.
	14 Land, buildings, and equipment: basis ▶	33,367,700.		STMT 18		
	Less: accumulated depreciation ▶	9,645,095.		24,538,133.	23,722,605.	34,947,459.
	15 Other assets (describe ▶)	STATEMENT 13)		6,599.	851.	851.
	16 Total assets (to be completed by all filers)			108,886,011.	106,899,656.	165,470,137.
	17 Accounts payable and accrued expenses			91,621.	49,741.	
	18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue			291,380.	555,854.	
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)	STATEMENT 14)		888,709.	1,016,321.	
	23 Total liabilities (add lines 17 through 22)			1,271,710.	1,621,916.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
27 Capital stock, trust principal, or current funds			107,614,301.	105,277,740.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds			0.	0.		
30 Total net assets or fund balances			107,614,301.	105,277,740.		
31 Total liabilities and net assets/fund balances			108,886,011.	106,899,656.		

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	107,614,301.
2 Enter amount from Part I, line 27a	2	<2,369,514.>
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED GAIN/LOSS	3	9,579,570.
4 Add lines 1, 2, and 3	4	114,824,357.
5 Decreases not included in line 2 (itemize) ▶ CHANGE IN FMV ADJUSTMENT	5	9,546,617.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	105,277,740.

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.)
1a			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 13,463,181.		12,741,735.	721,446.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			721,446.

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	721,446.
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	7,216,103.	158,719,024.	.045465
2010	6,129,544.	155,196,519.	.039495
2009	9,597,681.	148,483,737.	.064638
2008	8,335,686.	160,921,002.	.051800
2007	7,570,711.	174,146,760.	.043473

2 Total of line 1, column (d)	2	.244871
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	.048974
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	159,812,704.
5 Multiply line 4 by line 3	5	7,826,667.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	62,768.
7 Add lines 5 and 6	7	7,889,435.
8 Enter qualifying distributions from Part XII, line 4	8	8,032,561.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	62,768.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	62,768.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	62,768.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	66,015.	
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	66,015.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	16.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,231.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 3,231. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c 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? If "Yes," attach a detailed description of the activities		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? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ HI		
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? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.CASTLEFOUNDATION.ORG	13	X	
14	The books are in care of CARLTON K.C. AU Telephone no. 808-263-8900 Located at 1197 AULOA ROAD, KAILUA, HI ZIP+4 96734			
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	15	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	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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		
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?		
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	☐ Yes ☒ 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)	N/A	
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?	☒ Yes ☐ 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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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?

☒ 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?

6b

X

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

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
SEE STATEMENT 15		313,705.	52,148.	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
DENNIS ERIC CO 1197 AULOA ROAD, KAILUA, HI 96734	PROGRAM OFFICER	92,000.	18,065.	0.
ANN MATSUKADO 1197 AULOA ROAD, KAILUA, HI 96734	ACCOUNTING MANAGER	81,387.	17,067.	0.
DONA ELIZABETH MURPH 1197 AULOA ROAD, KAILUA, HI 96734	GRANTS/OFFICE MANAGER	64,372.	18,669.	0.
MILES NISHIJIMA 1197 AULOA ROAD, KAILUA, HI 96734	PROPERTY MANAGER	50,358.	8,118.	0.

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

4

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
TARGETED LEADERSHIP CONSULTING INC - 11022 WINNERS CIRCLE SUITE 200, LOS ALAMITOS, CA	CONSULTING	1,170,037.
HAWAII SURFACE & MAINTENANCE SYSTEMS, INC P.O. BOX 6600, KANE OHE, HI 96744-9178	CONSTRUCTION/BUILDING MAINTENANCE	168,480.
PHILIP WHITE ARCHITECTS - 2051 YOUNG STREET, SUITE 200, HONOLULU, HI 96826	ARCHITECT	167,055.
SECURITAS SECURITY 888 N. NIMITZ HIGHWAY, HONOLULU, HI 96817	SECURITY	149,947.
J.P. MORGAN CHASE BANK, N.A. - 2029 CENTURY PARK EAST, 39TH FLOOR, LOS ANGELES, CA 90067	INVESTMENT MANAGER	136,954.
Total number of others receiving over \$50,000 for professional services		5

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 NOT APPLICABLE	
	0.
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 NOT APPLICABLE	
	0.
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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	76,359,165.
b	Average of monthly cash balances	1b	6,723,767.
c	Fair market value of all other assets	1c	79,163,468.
d	Total (add lines 1a, b, and c)	1d	162,246,400.
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	162,246,400.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,433,696.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	159,812,704.
6	Minimum investment return. Enter 5% of line 5	6	7,990,635.

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	7,990,635.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	62,768.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	62,768.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,927,867.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,927,867.
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	7,927,867.

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	8,032,561.
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	8,032,561.
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	62,768.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,969,793.

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				7,927,867.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			7,608,223.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 8,032,561.				
a Applied to 2011, but not more than line 2a			7,608,223.	
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				424,338.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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				7,503,529.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient Name and address (home or business)	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
a Paid during the year				
SEE STATEMENT 17				5,948,273.
Total			3a	5,948,273.
b Approved for future payment				
SEE STATEMENT 17				2,836,408.
Total			3b	2,836,408.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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				14	2,386.	
4 Dividends and interest from securities				14	1,716,372.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property				16	5,093,859.	
6 Net rental income or (loss) from personal property						
7 Other investment income		523000		01	238,762.	
8 Gain or (loss) from sales of assets other than inventory		523000		18	597,481.	
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.		7,648,860.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 7,648,860.	

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| | a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| | c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| | d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here   

Signature of officer or trustee _____ Date _____ Title _____

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	DEANNA C. AWA		10/3/13		P00647777
	Firm's name ▶ KMH LLP			Firm's EIN ▶ 42-1539623	
	Firm's address ▶ 1003 BISHOP STREET, SUITE 2400 HONOLULU, HI 96813			Phone no. 808-526-2255	

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.)
1a J.P. MORGAN A17106005 - STMT D-1			VARIOUS	VARIOUS
b J.P. MORGAN A17106005 - STMT D-1			VARIOUS	VARIOUS
c J.P. MORGAN A17106005 - STMT D-1			VARIOUS	VARIOUS
d J.P. MORGAN A17109009 - STMT D-2			VARIOUS	VARIOUS
e J.P. MORGAN A17109009 - STMT D-2			VARIOUS	VARIOUS
f J.P. MORGAN A17109009 - STMT D-2			VARIOUS	VARIOUS
g J.P. MORGAN A17109009 - STMT D-2			VARIOUS	VARIOUS
h J.P. MORGAN A17113001 - STMT D-3			VARIOUS	VARIOUS
i J.P. MORGAN A17113001 - STMT D-3			VARIOUS	VARIOUS
j J.P. MORGAN A17113001 - STMT D-3			VARIOUS	VARIOUS
k J.P. MORGAN A17121004 - STMT D-4			06/15/10	07/10/12
l J.P. MORGAN A17125005 - STMT D-5			04/20/10	07/10/12
m J.P. MORGAN A17131003 - STMT D-6			11/02/09	11/05/12
n J.P. MORGAN A19426005 - STMT D-7			VARIOUS	VARIOUS
o J.P. MORGAN A31866006 - STMT D-8			VARIOUS	VARIOUS

(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 59,115.		58,796.	319.
b 42,525.		40,019.	2,506.
c 275,925.		217,880.	58,045.
d 1,356,169.		1,268,874.	87,295.
e 11,571.		10,945.	626.
f 842,139.		697,836.	144,303.
g 3,353,548.		2,393,075.	960,473.
h 201,858.		181,494.	20,364.
i 88,865.		70,042.	18,823.
j 329,530.		280,619.	48,911.
k 900,000.		803,353.	96,647.
l 2,129,013.		2,800,000.	<670,987.>
m 850,000.		831,239.	18,761.
n 1,251,923.		1,303,695.	<51,772.>
o 850,000.		851,522.	<1,522.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			319.
b			2,506.
c			58,045.
d			87,295.
e			626.
f			144,303.
g			960,473.
h			20,364.
i			18,823.
j			48,911.
k			96,647.
l			<670,987.>
m			18,761.
n			<51,772.>
o			<1,522.>

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

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

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.)
1a	J.P. MORGAN A31874000 - STMT D-9		VARIOUS	VARIOUS
b	J.P. MORGAN Q84817008 - STMT D-10		03/15/01	03/15/12
c	SHARE OF LOSSES IN LIMITED PARTNERSHIPS		VARIOUS	VARIOUS
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 850,000.		861,346.	<11,346.>
b 71,000.		71,000.	0.
c			0.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<11,346.>
b			0.
c			0.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	721,446.
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



HAROLD K L CASTLE FNDTN-ADVISORY SM

Account Number A 17106-00-5

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CAPITALSOURCE INC	CSE		Various	740 000	5,235 23	5,028 37		206 86
	14055X102		08/14/12					
CAPITALSOURCE INC	CSE		Various	810 000	5,573 40	5,256 05		317 35
	14055X102		08/21/12					
CHICOS FAS INC	CHS		01/31/12	210 000	3,936 95	2,408 38		1,528 57
	168615102		08/30/12					
CHICOS FAS INC	CHS		01/31/12	130 000	2,427 68	1,490 91		936 77
	168615102		11/09/12					
COMMONWEALTH REIT	CWH		02/21/12	180 000	2,659 69	3,689 49		-1,029 80
	203233101		09/10/12					
COMMONWEALTH REIT	CWH		02/21/12	60 000	916 21	1,229 83		-313 62
	203233101		09/12/12					
COMMONWEALTH REIT	CWH		Various	280 000	4,303 39	5,179 01		-875 62
	203233101		09/13/12					
COMMONWEALTH REIT	CWH		05/16/12	50 000	773 66	912 69		-139 03
	203233101		09/13/12					
DENBURY RES INC	DNR		09/29/11	20 000	311 27	239 43		71 84
	247916208		05/21/12					
DENBURY RES INC	DNR		09/29/11	340 000	5,163 39	4,070 27		1,093 12
	247916208		05/24/12					

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HAROLD K L CASTLE FNDTN-ADVISORY SM
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Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
MATSON INC	MATX 57686G105		Various 07/23/12	200 000	4,743 43	4,875 11		-131 68
MATSON INC	MATX 57686G105		Various 08/06/12	200 000	5,209 22	4,725 37		483 85
STANCORP FINANCIAL GROUP INC	SFG 852891100		Various 07/31/12	240 000	7,119 13	8,091 57		-972 44
STANCORP FINANCIAL GROUP INC	SFG 852891100		11/21/11 08/02/12	4 000	116 15	133 89		-17 74
STANCORP FINANCIAL GROUP INC	SFG 852891100		11/21/11 08/02/12	17 000	493 56	569 02		-75 46
STANCORP FINANCIAL GROUP INC	SFG 852891100		Various 08/09/12	139 000	4,374 01	4,628 12		-254 11
STANCORP FINANCIAL GROUP INC	SFG 852891100		11/28/11 08/16/12	190 000	5,759 17	6,268 75		-509 58
Total Short-Term Covered					59,115.54	58,796.26		319.28

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HAROLD K L CASTLE FNDTN-ADVISORY SM

Account Number A 17106-00-5

STATEMENT D-1

Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol	Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CAPITALSOURCE INC	CSE	14055X102		Various 09/05/12	786 000	5,455 18	4,917 47		537 71
FOOT LOCKER INC	FL	344849104		02/23/11 04/12/12	120 000	3,655 77	2,279 35		1,376 42
FOOT LOCKER INC	FL	344849104		02/23/11 06/18/12	43 000	1,268 75	816 77		451 98
FOOT LOCKER INC	FL	344849104		02/23/11 06/19/12	87 000	2,585 97	1,652 53		933 44
INTERNATIONAL SPEEDWAY CORP CL A	ISCA	460335201		03/01/11 04/13/12	50 000	1,338 36	1,375 29		-36 93
INTERNATIONAL SPEEDWAY CORP CL A	ISCA	460335201		03/01/11 04/19/12	120 000	3,180 12	3,300 69		-120 57
SPIRIT AEROSYSTEMS HOLD-CL A	SPR	848574109		08/31/11 10/25/12	350 000	5,409 89	5,929 35		-519 46
SPIRIT AEROSYSTEMS HOLD-CL A	SPR	848574109		Various 11/19/12	240 000	3,495 21	4,001 74		-506 53
SPIRIT AEROSYSTEMS HOLD-CL A	SPR	848574109		Various 11/28/12	390 000	5,919 28	6,359 86		-440 58
SPIRIT AEROSYSTEMS HOLD-CL A	SPR	848574109		Various 12/03/12	376 000	5,815 53	5,808 36		7 17

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HAROLD K L CASTLE FNDTN-ADVISORY SM

Account Number A 17106-00-5

STATEMENT D-1

Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol Cusip	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
STAGE STORES INC	SSI 85254C305		Various 06/19/12	165 000	2,944 22	2,648 03		296 19
STAGE STORES INC	SSI 85254C305		01/07/11 11/07/12	58 000	1,456 53	929 23		527 30
Total Long-Term Covered					42,524.81	40,018.67		2,506.14

JP Morgan



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HAROLD K L CASTLE FNDTN-ADVISORY SM

Account Number A 17106-00-5

STATEMENT D-1-1

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
ANALOGIC CORP	ALOG		02/05/10	12 000	824 95	453 00		371 95
	032657207		12/07/12					
ANALOGIC CORP	ALOG		02/05/10	48 000	3,352 67	1,812 00		1,540 67
	032657207		12/11/12					
AVNET INC	AVT		02/05/10	120 000	3,694 31	3,174 48		519 83
	053807103		12/11/12					
CABOT OIL & GAS CORP CL A	COG 127097103		02/05/10 01/17/12	20 000	1,314 06	750 55		563 51
CABOT OIL & GAS CORP CL A	COG 127097103		02/05/10 01/19/12	70 000	4,514 02	2,626 94		1,887 08
CABOT OIL & GAS CORP CL A	COG 127097103		02/05/10 01/23/12	47 000	3,073 79	1,562 23		1,511 56
CABOT OIL & GAS CORP CL A	COG 127097103		Various 01/23/12	193 000	12,602 15	6,253 50		6,348 65
CABOT OIL & GAS CORP CL A	COG 127097103		05/10/10 01/24/12	50 000	3,198 96	1,537 63		1,661 33
CABOT OIL & GAS CORP CL A	COG 127097103		05/10/10 01/27/12	70 000	2,290 11	2,152 69		137 42
CARRIZO OIL & GAS INC	CRZO 144577103		06/10/10 01/20/12	270 000	6,262 14	5,235 62		1,026 52

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HAROLD K L CASTLE FNDTN-ADVISORY SM
Account Number A 17106-00-5

STATEMENT D-1

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CASEYS GENERAL STORES INC	CASY 147528103		02/05/10 01/31/12	30 000	1,525 74	877 82		647 92
CASEYS GENERAL STORES INC	CASY 147528103		02/05/10 04/20/12	100 000	5,617 68	2,926 08		2,691 60
CHICOS FAS INC	CHS 168615102		11/01/10 11/09/12	200 000	3,734.90	1,942 54		1,792 36
CHICOS FAS INC	CHS 168615102		11/01/10 11/14/12	300.000	5,409 59	2,913 81		2,495 78
CHICOS FAS INC	CHS 168615102		11/01/10 11/19/12	280 000	5,067 49	2,719 55		2,347 94
DENBURY RES INC	DNR 247916208		02/05/10 05/16/12	330 000	5,242 10	4,455 10		787 00
DENBURY RES INC	DNR 247916208		02/05/10 05/16/12	344 000	5,464 48	4,644 10		820 38
DENBURY RES INC	DNR 247916208		02/05/10 05/16/12	46 000	743 57	621 01		122 56
DENBURY RES INC	DNR 247916208		02/05/10 05/21/12	300 000	4,669 06	4,050 10		618 96
ENSTAR GROUP LIMITED	ESGR G3075P101		06/09/10 10/31/12	30 000	2,939 40	1,950 74		988 66

J.P.Morgan



HAROLD K L CASTLE FNDTN-ADVISORY SM

Account Number A 17106-00-5

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
EV ENERGY PARTNER LP	EVEP 26926V107		03/30/11 05/25/12	100 000	5,192 54	5,256 87		-64 33
EV ENERGY PARTNER LP	EVEP 26926V107		03/30/11 06/08/12	18 000	932 10	946 23		-14 13
EV ENERGY PARTNER LP	EVEP 26926V107		Various 06/08/12	47 000	2,371 53	2,405 13		-33 60
EV ENERGY PARTNER LP	EVEP 26926V107		03/28/11 06/12/12	25 000	1,257 00	1,277 77		-20 77
EV ENERGY PARTNER LP	EVEP 26926V107		03/28/11 12/31/12	90 000	5,076 15	4,599 98		476 17
GATX CORP	GMT 361448103		02/05/10 05/01/12	210 000	9,049 13	5,476 80		3,572 33
GATX CORP	GMT 361448103		02/05/10 06/19/12	17 000	659 59	443 36		216 23
GATX CORP	GMT 361448103		02/05/10 06/19/12	16 000	614 78	417 28		197 50
GATX CORP	GMT 361448103		02/05/10 06/20/12	120 000	4,605 38	3,129 60		1,475 78
HEALTHCARE SERVICES GROUP INC	HCSE 421906108		02/05/10 12/06/12	18 000	424 56	248 73		175 83

J.P.Morgan



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HAROLD K L CASTLE FNDTN-ADVISORY SM
Account Number A 17106-00-5

STATEMENT D-1

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
HEALTHCARE SERVICES GROUP INC	HCSE 421906108		02/05/10 12/06/12	30 000	710 23	414 55		295 68
HEALTHCARE SERVICES GROUP INC	HCSE 421906108		02/05/10 12/21/12	250 000	5,776 47	3,454 57		2,321 90
INTERNATIONAL SPEEDWAY CORP CL A	ISCA 460335201		12/14/10 04/19/12	60 000	1,590 06	1,533 70		56 36
INTERNATIONAL SPEEDWAY CORP CL A	ISCA 460335201		12/14/10 07/30/12	2 000	51 89	51 12		77
INTERNATIONAL SPEEDWAY CORP CL A	ISCA 460335201		12/14/10 07/30/12	28 000	727 14	715 73		11 41
INTERNATIONAL SPEEDWAY CORP CL A	ISCA 460335201		12/14/10 08/03/12	19 000	489 30	485 67		3 63
INTERNATIONAL SPEEDWAY CORP CL A	ISCA 460335201		12/14/10 08/20/12	33 000	858 17	843 54		14 63
INTERNATIONAL SPEEDWAY CORP CL A	ISCA 460335201		12/14/10 08/20/12	248 000	6,409 16	6,339 30		69 86
INTERNATIONAL SPEEDWAY CORP CL A	ISCA 460335201		12/14/10 08/24/12	70 000	1,780 96	1,789 32		-8 36
INTERNATIONAL SPEEDWAY CORP CL A	ISCA 460335201		12/14/10 08/27/12	210 000	5,443 07	5,367 96		75 11

J.P.Morgan



HAROLD K L CASTLE FNDTN-ADVISORY SM

Account Number A 17106-00-5

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
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F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
KAISER ALUMINUM CORP (NEW)	KALU 483007704		07/08/10 02/01/12	40 000	2,044 73	1,475 66		569 07
KAISER ALUMINUM CORP (NEW)	KALU 483007704		Various 02/09/12	90 000	4,545 88	3,226 07		1,319 81
KAISER ALUMINUM CORP (NEW)	KALU 483007704		02/05/10 06/04/12	100 000	4,661 84	3,453 72		1,208 12
KAISER ALUMINUM CORP (NEW)	KALU 483007704		02/05/10 06/11/12	80 000	3,785 02	2,762 98		1,022 04
LEUCADIA NATIONAL CORP	LUK 527288104		02/05/10 10/19/12	370 000	8,438 84	7,934 46		504 38
LEUCADIA NATIONAL CORP	LUK 527288104		02/05/10 11/01/12	140 000	3,204 97	3,002 23		202 74
MENS WEARHOUSE INC	MW 587118100		02/05/10 05/01/12	50 000	1,868 80	1,000 68		868 12
MENS WEARHOUSE INC	MW 587118100		02/05/10 11/09/12	20 000	647 97	400 27		247 70
OLYMPIC STEEL INC	ZEUS 68162K106		02/05/10 05/25/12	40 000	669 82	1,091 82		-422 00
OLYMPIC STEEL INC	ZEUS 68162K106		02/05/10 07/10/12	10 000	165 78	272 95		-107 17

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
OLYMPIC STEEL INC	ZEUS		02/05/10	20 000	329 09	545 91		-216 82
	68162K106		07/10/12					
OLYMPIC STEEL INC	ZEUS		02/05/10	45 000	736 86	1,228 30		-491 44
	68162K106		08/09/12					
OLYMPIC STEEL INC	ZEUS		02/05/10	47 000	778 77	1,282 89		-504 12
	68162K106		08/09/12					
OLYMPIC STEEL INC	ZEUS		02/05/10	478 000	8,000 44	13,047 25		-5,046 81
	68162K106		08/10/12					
ONEBEACON INSURANCE GROUP LTD	OB		02/05/10	250 000	3,762 58	3,365 38		397 20
	G67742109		03/07/12					
ORIENTAL FINANCIAL GROUP INC	OFG		04/09/10	380 000	4,382 57	5,469 42		-1,086 85
	68618W100		02/27/12					
ORIENTAL FINANCIAL GROUP INC	OFG		04/09/10	480 000	5,430 73	6,908 74		-1,478 01
	68618W100		04/18/12					
ORIENTAL FINANCIAL GROUP INC	OFG		Various	27 000	308 33	371 58		-63 25
	68618W100		05/11/12					
ORIENTAL FINANCIAL GROUP INC	OFG		05/07/10	20 000	228 61	267 83		-39 22
	68618W100		05/11/12					
ORIENTAL FINANCIAL GROUP INC	OFG		05/07/10	43 000	475 99	575 83		-99 84
	68618W100		05/17/12					

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HAROLD K L CASTLE FNDTN-ADVISORY SM
Account Number A 17106-00-5

STATEMENT D-1

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
ORIENTAL FINANCIAL GROUP INC	OFG		05/07/10	43 000	470 76	575 83		-105 07
	68618W100		05/17/12					
ORIENTAL FINANCIAL GROUP INC	OFG		05/07/10	83 000	887 92	1,111 49		-223 57
	68618W100		05/18/12					
ORIENTAL FINANCIAL GROUP INC	OFG		05/07/10	24 000	256 81	321 39		-64 58
	68618W100		05/18/12					
ORIENTAL FINANCIAL GROUP INC	OFG		05/07/10	230 000	2,297 59	3,080 02		-782 43
	68618W100		06/06/12					
RESOLUTE ENERGY CORP COM	REN		02/05/10	390 000	3,346 16	4,180 60		-834 44
	76116A108		05/30/12					
RESOLUTE ENERGY CORP COM	REN		02/05/10	72 000	626 73	771 80		-145 07
	76116A108		06/08/12					
RESOLUTE ENERGY CORP COM	REN		02/05/10	35 000	305 96	375 18		-69 22
	76116A108		06/08/12					
RESOLUTE ENERGY CORP COM	REN		02/05/10	280 000	2,493 06	3,001 46		-508 40
	76116A108		06/22/12					
S L GREEN REALTY CORP	SLG		02/05/10	30 000	2,384 02	1,326 90		1,057 12
	78440X101		07/13/12					
S L GREEN REALTY CORP	SLG		02/05/10	100 000	7,941 80	4,423 00		3,518 80
	78440X101		07/16/12					

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HAROLD K L CASTLE FNDTN-ADVISORY SM

Account Number A 17106-00-5

STATEMENT D-1

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusp	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
S L GREEN REALTY CORP	SLG 78440X101		02/05/10 07/19/12	70 000	5,488 47	3,096 10		2,392 37
S L GREEN REALTY CORP	SLG 78440X101		02/05/10 10/19/12	40 000	3,157 19	1,769 20		1,387 99
S L GREEN REALTY CORP	SLG 78440X101		02/05/10 10/22/12	80 000	6,231 27	3,538 40		2,692 87
S L GREEN REALTY CORP	SLG 78440X101		02/05/10 10/24/12	80 000	6,192 46	3,538 40		2,654 06
S L GREEN REALTY CORP	SLG 78440X101		02/05/10 10/31/12	70 000	5,240 70	3,096 10		2,144 60
STAGE STORES INC	SSI 85254C305		12/06/10 06/19/12	85 000	1,516 72	1,365 88		150 84
STAGE STORES INC	SSI 85254C305		11/04/10 11/07/12	32 000	803 60	452 32		351 28
STAGE STORES INC	SSI 85254C305		Various 12/10/12	240 000	6,004 35	3,346 90		2,657 45
TECH DATA CORP	TECD 878237106		07/20/10 05/14/12	79 000	4,072 75	2,987 79		1,084 96
TECH DATA CORP	TECD 878237106		07/20/10 05/14/12	11 000	564 72	416 02		148 70

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HAROLD K L CASTLE FNDTN-ADVISORY SM
Account Number A 17106-00-5

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
TECH DATA CORP	TECD 878237106	07/20/10 05/15/12	110 000	5,670 00	4,160 21		1,509 79
TECH DATA CORP	TECD 878237106	Various 05/18/12	121 000	5,761 81	4,484 09		1,277 72
TECH DATA CORP	TECD 878237106	07/07/10 05/18/12	30 000	1,429 46	1,095 67		333 79
TECH DATA CORP	TECD 878237106	07/07/10 05/21/12	59 000	2,849 08	2,154 81		694 27
TECH DATA CORP	TECD 878237106	07/07/10 05/30/12	110 000	5,267 96	4,017 44		1,250 52
TECH DATA CORP	TECD 878237106	07/07/10 06/04/12	100 000	4,635 33	3,652 21		983 12
Total Long-Term Non Covered				275,924.68	217,879.88		58,044.80

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN
Account Number A 17109-00-9

* Code W Indicates Wash Sale

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F Indicates Foreign Exchange gain or loss on Capital transactions

STATEMENT D-2



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05440700400010063019

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income
ACCENTURE PLC-CL A	ACN G1151C101		Various 11/02/12	415 000	28,485 75	22,569 80		5,915 95
ACE LTD NEW	ACE H0023R105		Various 11/02/12	125 000	9,737 95	9,436 64		301 31
AFLAC INC	AFL 001055102		Various 11/02/12	400 000	20,319 54	16,136 67		4,182 87
AIR PRODUCTS & CHEMICALS INC	APD 009158106		10/19/12 11/02/12	75 000	5,881 58	6,164 37		-282 79
ALLEGHENY TECHNOLOGIES INC	ATI 01741R102		10/05/11 05/24/12	50 000	1,728 54	1,767 34		-38 80
AON PLC	AON G0408V102		04/02/12 11/02/12	325,000	17,939 59	15,944 50		1,995 09
BB & T CORP	BBT 054937107		10/24/12 11/02/12	620,000	18,246 31	17,903 64		342 67
BLACKROCK INC	BLK 09247X101		Various 11/02/12	210 000	39,867 50	38,211 88		1,655 62
BRISTOL MYERS SQUIBB CO	BMJ 110122108		Various 11/02/12	1,750 000	58,763 67	57,745 63		1,018 04
CAE INC	CAE 124765108		Various 11/02/12	1,900 000	20,474 51	20,749 51		-275 00

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN

Account Number A 17109-00-9

STATEMENT D-2

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CARNIVAL CORPORATION	CCL 143658300		04/26/12 11/02/12	800.000	31,333.94	26,085.28		5,248.66
CATERPILLAR INC	CAT 149123101		Various 11/02/12	250.000	21,588.44	20,987.61		600.83
CENTENE CORP	CNC 15135B101		Various 11/02/12	775.000	30,410.08	31,210.51		-800.43
CME GROUP INC	CME 12572Q105		Various 11/02/12	1,160.000	65,239.48	66,302.17		-1,062.69
COACH INC	COH 189754104		10/19/12 11/02/12	100.000	5,784.12	5,604.05		160.07
COBALT INTERNATIONAL ENERGY INC	CIE 19075F106		Various 11/02/12	700.000	14,448.65	21,221.96		-6,773.31
DARDEN RESTAURANTS INC	DRI 237194105		Various 11/02/12	825.000	43,896.77	41,228.89		2,667.88
DIAGEO P L C	DEO 25243Q205		01/12/12 11/02/12	75.000	8,676.55	6,470.70		2,205.85
DOW CHEMICAL CO	DOW 260543103		Various 11/02/12	475.000	14,282.92	14,167.74		115.18
EATON CORP	ETN 278058102		Various 11/02/12	1,550.000	76,620.67	76,255.24		365.43

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN

Account Number A 17109-00-9

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STATEMENT D-2

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income *
ENCANA CORP	ECA 292505104		Various 11/02/12	1,650,000	36,726.69	33,560.03		3,166.66
ENSCO PLC	ESV G3157S106		Various 11/02/12	725,000	43,476.55	40,814.81		2,661.74
EXPRESS SCRIPTS HOLDING COMPANY	ESRX 30219G108		Various 11/02/12	1,075,000	67,374.76	48,684.72		18,690.04
FACEBOOK INC-A	FB 30303M102		Various 08/25/12	775,000	25,028.21	24,931.37		96.84
FIRST SOLAR INC	FSLR 336433107		09/27/11 04/09/12	200,000	4,048.94	14,466.20		-10,417.26
FIRST SOLAR INC	FSLR 336433107		Various 04/10/12	110,000	2,258.01	7,776.35		-5,518.34
GENPACT LTD	G G3922B107		Various 11/02/12	650,000	10,744.52	10,150.09		594.43
GILEAD SCIENCES INC	GILD 375558103		Various 11/02/12	1,680,000	112,541.17	81,650.61		30,890.56
HALLIBURTON CO	HAL 406216101		Various 11/02/12	725,000	23,467.72	23,055.19		412.53
HENRY JACK & ASSOCIATES INC	JKHY 426281101		Various 11/02/12	450,000	17,769.96	15,377.57		2,392.39

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN

Account Number: A 17109-00-9

STATEMENT D-2

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
HOME DEPOT INC	HD		09/14/11	150 000	8,548.30	5,026.04		3,522.26
	437076102		08/27/12					
INTERNATIONAL GAME TECHNOLOGY	IGT		01/12/12	100 000	1,299.96	1,751.98		-452.02
	459902102		10/19/12					
INTERNATIONAL GAME TECHNOLOGY	IGT		01/12/12	100.000	1,297.91	1,751.98		-454.07
	459902102		10/22/12					
INTERNATIONAL GAME TECHNOLOGY	IGT		01/12/12	100 000	1,274.03	1,751.98		-477.95
	459902102		10/25/12					
INTERNATIONAL GAME TECHNOLOGY	IGT		01/12/12	75 000	952.61	1,313.99		-361.38
	459902102		10/26/12					
IRON MOUNTAIN INC PA	IRM		02/24/12	300 000	10,520.10	9,315.78		1,204.32
	462846106		11/02/12					
ISHARES S&P PREF STK INDEX FUND	PFF		Various	3,300 000	131,733.04	129,147.67		2,585.37
	464288687		11/02/12					
JABIL CIRCUIT INC	JBL		Various	1,625 000	28,501.86	33,866.86		-5,365.00
	466313103		11/02/12					
JP MORGAN CHASE & CO	JPM		11/22/11	1,000.000	42,649.04	29,597.60		13,051.44
	46625H100		11/02/12					
KINDER MORGAN INC	KMI		10/12/12	800 000	27,264.42	27,320.00		-55.58
	49456B101		11/02/12					

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STATEMENT D-2

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol CUSIP	Code	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income*
MARSH & MCLENNAN COMPANIES INC	MMC 571748102		10/19/12 11/02/12	185 000	6,387 91	6,402 28		-14 37
MONSANTO CO	MON 61166W101		09/21/12 11/02/12	85 000	7,331 37	7,731 99		-400 62
NESTLE SA	NSRG		06/04/12	75 000	4,714 71	4,236 76		477 95
SPONS ADR REPSTG REG SH	641069406		11/02/12					
NIKE INC B	NIKE 654106103		01/12/12 11/02/12	35 000	3,341 02	3,460 72		-119 70
NORFOLK SOUTHERN CORP	NSC 655844108		Various 11/02/12	575 000	35,361 71	37,430 54		-2,068 83
ORACLE CORP	ORCL 68389X105		04/18/12 11/02/12	500 000	15,739 20	14,638 62		1,100 58
P G & E CORPORATION	PCG 69331C108		04/27/11 04/04/12	200 000	8,654 14	9,223 84		-569 70
P G & E CORPORATION	PCG 69331C108		04/26/11 04/05/12	300 000	12,860 56	13,794 12		-933 56
P G & E CORPORATION	PCG 69331C108		Various 04/09/12	250 000	10,654 56	10,743 58		-89 02
PHARMASSET INC	717991756		Various	150 000	20,550 00	11,517 80		9,032 20
TENDERED BONDS - EXPIRATION 1/11/2012			01/13/12					

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN

Account Number: A 17109-00-9

STATEMENT D-2

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
PHILIP MORRIS INTERNATIONAL	PM 718172109		Various 11/02/12	210 000	18,397.69	16,601.63		1,796.06
PULTE GROUP INC	PHM 745867101		10/04/11 01/04/12	1,600 000	10,290.84	5,632.64		4,658.20
SCHLUMBERGER LTD	SLB 806857108		07/16/12 11/02/12	60 000	4,179.55	3,968.65		210.90
STANLEY BLACK & DECKER, INC.	SWK 854502101		Various 11/02/12	125 000	8,786.47	8,918.04		-131.57
THE MOSAIC COMPANY NEW	MOS 61945C103		Various 11/02/12	715 000	37,609.65	38,683.23		-1,073.58
TIFFANY & CO	TIF 886547108		Various 11/02/12	155 000	10,232.76	8,532.35		1,700.41
UNITED TECHNOLOGIES CORP	UTX 913017109		08/24/12 11/02/12	125 000	9,892.38	9,882.50		9.88
Total Short-Term Covered					1,356,168.88	1,268,874.24		87,294.64

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN
Account Number: A 17109-00-9

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Capital Gain and Loss Schedule

Short-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income
GENPACT LTD	G G3922B107		02/14/12 11/02/12	700 000	11,571.01	10,944.50		626.51
Total Short-Term Non Covered					11,571.01	10,944.50		626.51

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN

Account Number A 17109-00-9

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Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ACCENTURE PLC-CL A	ACN		05/18/11	100 000	6,108 24	5,669.12		439 12
	G1151C101		08/17/12					
ACCENTURE PLC-CL A	ACN		05/18/11	25 000	1,521 60	1,417 28		104 32
	G1151C101		08/20/12					
ACCENTURE PLC-CL A	ACN		05/18/11	100 000	6,864 03	5,669 12		1,194 91
	G1151C101		11/02/12					
ACE LTD NEW	ACE		06/20/11	350 000	27,266.24	22,583 12		4,683 12
	H0023R105		11/02/12					
AFLAC INC	AFL		10/24/11	200 000	10,159 77	8,675 70		1,484 07
	001055102		11/02/12					
BB & T CORP	BBT		Various	1,850 000	54,444 65	44,221 48		10,223.17
	054937107		11/02/12					
BRISTOL MYERS SQUIBB CO	BMJ		08/29/11	450 000	15,110 66	13,200 66		1,910 00
	110122108		11/02/12					
BROADCOM CORP CL A	BRCM		Various	775 000	24,714 19	25,648.95		-934 76
	111320107		11/02/12					
CARNIVAL CORPORATION	CCL		Various	1,375 000	53,855.20	41,606.66		12,248 54
	143658300		11/02/12					
CATERPILLAR INC	CAT		Various	360 000	31,087 35	33,230.93		-2,143 58
	149123101		11/02/12					

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN

Account Number A 17109-00-9

STATEMENT D-2

Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol CUSIP	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CENOVUS ENERGY INC	CVE	Various 11/02/12	775 000	27,122 37	29,909 91		-2,787 54
CHEVRON CORP	CVX	03/31/11 11/02/12	135 000	14,730 87	14,542 19		188 68
DANAHER CORP	DHR	02/03/11 11/02/12	100 000	5,262 32	4,749 44		512 88
DRIL-QUIP INC	DRQ	Various 11/02/12	400 000	27,288 38	25,090 61		2,197 77
GENERAL ELECTRIC CO	GE	Various 11/02/12	525 000	11,255 75	8,775 62		2,480 13
GOLDMAN SACHS GROUP INC	GS	Various 11/02/12	210 000	26,005 81	24,526 42		1,479 39
HENRY JACK & ASSOCIATES INC	JKHY	Various 11/02/12	1,325 000	52,322 68	44,136 67		8,186 01
HOME DEPOT INC	HD	09/14/11 11/02/12	1,600 000	100,466 54	53,569 85		46,896 69
MARSH & MCLENNAN COMPANIES INC	MMC	Various 11/02/12	975 000	33,665 98	27,537 24		6,128 74
MONSANTO CO	MON	Various 11/02/12	480 000	41,400 65	30,752 87		10,647 78

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN

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Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
NIELSEN HOLDINGS NV	NLSN N63218106		Various 11/02/12	1,600.000	47,742.93	41,529.35		6,213.58
PFIZER INC	PFE 717081103		05/06/11 11/02/12	900.000	22,283.50	18,482.94		3,800.56
REPUBLIC SERVICES INC	RSG 760759100		Various 11/02/12	975.000	26,119.66	28,926.93		-2,807.27
SCHWAB CHARLES CORP	SCH 808513105		Various 11/02/12	2,000.000	27,479.98	25,038.98		2,441.00
SCRIPPS NETWORKS INTER-CL A	SNI 811065101		Various 11/02/12	200.000	12,371.86	8,571.24		3,800.62
SEATTLE GENETICS INC	SGEN 812578102		Various 11/02/12	2,375.000	58,697.28	44,580.37		14,116.91
SIGNET JEWELERS LIMITED	SIG G81276100		Various 11/02/12	625.000	33,275.75	24,251.74		9,024.01
STANLEY BLACK & DECKER, INC.	SWK 854502101		10/07/11 11/02/12	225.000	15,815.64	12,239.10		3,576.54

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Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
UNITED TECHNOLOGIES CORP	UTX 913017109		Various 11/02/12	350,000	27,698.66	28,701.23		-1,002.57
Total Long-Term Covered					842,138.54	697,835.72		144,302.82

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
AGILENT TECHNOLOGIES INC	A 00846U101		11/03/09 01/19/12	125.000	5,231.01	3,132.21		2,098.80
AGILENT TECHNOLOGIES INC	A 00846U101		11/03/09 11/02/12	175.000	6,499.35	4,385.10		2,114.25
AIR PRODUCTS & CHEMICALS INC	APD 009158106		11/03/09 11/02/12	650.000	50,973.67	51,133.88		-160.21
ALLEGHENY TECHNOLOGIES INC	ATI 01741R102		11/03/09 05/24/12	150.000	5,185.60	4,766.37		419.23
ALLEGHENY TECHNOLOGIES INC	ATI 01741R102		11/03/09 05/25/12	100.000	3,430.76	3,177.58		253.18
ALLEGHENY TECHNOLOGIES INC	ATI 01741R102		11/03/09 05/29/12	200.000	6,976.36	6,355.16		621.20
ALLEGHENY TECHNOLOGIES INC	ATI 01741R102		11/03/09 05/30/12	100.000	3,311.32	3,177.58		133.74
ALLEGHENY TECHNOLOGIES INC	ATI 01741R102		11/03/09 05/31/12	200.000	6,404.09	6,355.16		48.93
ALLEGHENY TECHNOLOGIES INC	ATI 01741R102		11/03/09 06/04/12	100.000	2,970.39	3,177.58		-207.19
ALLEGHENY TECHNOLOGIES INC	ATI 01741R102		11/03/09 06/05/12	25.000	755.54	794.39		-38.85

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Capital Gain and Loss Schedule

Long-Term Non Covered

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ALLEGHENY TECHNOLOGIES INC	ATI		11/03/09	825 000	22,359 22	26,215 04		-3,855 82
	01741R102		11/02/12					
ALLERGAN INC	AGN		11/03/09	100 000	8,968.03	5,623 75		3,344 28
	018490102		07/11/12					
ALLERGAN INC	AGN		11/03/09	800 000	73,796 34	44,990 00		28,806 34
	018490102		11/02/12					
ALLSTATE CORP	ALL		11/03/09	100 000	3,999 88	2,968 30		1,031 58
	020002101		09/25/12					
ALLSTATE CORP	ALL		11/03/09	100 000	3,962 88	2,968 30		994 58
	020002101		09/26/12					
ALLSTATE CORP	ALL		11/03/09	300 000	11,915 79	8,904 90		3,010 89
	020002101		09/27/12					
AMERICAN TOWER CORPORATION	AMT		11/03/09	65,000	4,277 17	2,495 95		1,781 22
	03027X100		05/25/12					
AMERICAN TOWER CORPORATION	AMT		11/03/09	1,010 000	75,728 10	38,783 30		36,944 80
	03027X100		11/02/12					
AON CORP	AON		Various	325 000	15,944 50	13,945 39		1,999 11
	037389103		04/02/12					
APPLE INC	AAPL		12/11/07	125 000	73,784 59	24,443 62		49 340 97
	037833100		11/02/12					

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
AT&T INC	T		06/16/09	103,000	3,133.48	2,510.86		622.62
	00206R102		01/04/12					
BARRICK GOLD CORP	ABX		11/03/09	400,000	15,669.08	15,484.84		184.24
	067901108		05/24/12					
BARRICK GOLD CORP	ABX		11/03/09	550,000	19,661.77	21,291.66		-1,629.89
	067901108		11/02/12					
BOEING CO	BA		11/03/09	300,000	21,155.52	14,437.65		6,717.87
	097023105		11/02/12					
BRISTOL MYERS SQUIBB CO	BMJ		Various	1,000,000	33,579.26	23,879.97		9,699.29
	110122108		11/02/12					
BROADCOM CORP	BRCM		11/03/09	900,000	28,700.36	22,998.06		5,702.30
CL A	111320107		11/02/12					
CENOVUS ENERGY INC	CVE		Various	1,340,000	46,895.47	35,595.00		11,300.47
	15135U109		11/02/12					
CERNER CORP	CERN		11/03/09	120,000	9,515.60	4,581.01		4,934.59
	156782104		05/24/12					
CERNER CORP	CERN		11/03/09	820,000	63,802.93	31,303.58		32,499.35
	156782104		11/02/12					
CHEVRON CORP	CVX		11/03/09	350,000	38,191.14	26,968.20		11,222.94
	186764100		11/02/12					

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income
COACH INC	COH 189754104		Various 11/02/12	575 000	33,143 69	22,738 21		10,405 48
COLGATE PALMOLIVE CO	CL 194162103		03/13/06 07/27/12	110 000	11,753 88	6,384 35		5,369 53
COLGATE PALMOLIVE CO	CL 194162103		03/13/06 07/27/12	200 000	21,209 48	11,607 92		9,601 56
COMCAST CORP CL A	CMCS 20030N101		Various 11/02/12	3,150 000	119,195 21	55,948 36		63,246 85
COSTCO WHOLESALE CORP	COST 22160K105		11/03/09 01/08/12	100 000	8,179 06	5,769 15		2,409 91
COSTCO WHOLESALE CORP	COST 22160K105		11/03/09 01/09/12	125 000	9,890 51	7,211 44		2,679 07
DANAHER CORP	DHR 235851102		11/03/09 11/02/12	1,600 000	84,197 15	54,754 32		29,442 83
DAVITA INC	DVA 23918K108		11/03/09 01/20/12	100 000	7,965 19	5,387 25		2,577 94
DAVITA INC	DVA 23918K108		11/03/09 01/23/12	25 000	2,009 35	1,346 81		662 54
DAVITA INC	DVA 23918K108		11/03/09 06/04/12	225 000	18,097 46	12,121 31		5,976 15

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
EBAY INC	EBAY 278642103		11/03/09 01/24/12	475 000	15,159.37	10,614.83		4,544.54
EBAY INC	EBAY 278642103		11/03/09 11/02/12	525 000	25,866.17	11,732.17		14,134.00
ECOLAB INC	ECL 278865100		11/03/09 07/27/12	325 000	21,726.83	14,509.92		7,216.91
ECOLAB INC	ECL 278865100		Various 11/02/12	375 000	26,703.15	16,738.12		9,965.03
EDISON INTERNATIONAL	EIX 281020107		09/29/09 01/24/12	100 000	4,017.18	3,398.20		618.98
EDISON INTERNATIONAL	EIX 281020107		09/29/09 01/24/12	100 000	4,013.30	3,398.20		615.10
EDISON INTERNATIONAL	EIX 281020107		09/29/09 05/15/12	300 000	13,293.90	10,194.60		3,099.30
EMERSON ELECTRIC CO	EMR 291011104		11/03/09 05/24/12	300 000	14,283.27	11,632.98		2,650.29
EMERSON ELECTRIC CO	EMR 291011104		11/03/09 10/12/12	175 000	8,464.10	6,785.90		1,678.20
EMERSON ELECTRIC CO	EMR 291011104		11/03/09 11/02/12	725 000	36,332.92	28,113.04		8,219.88

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol used	Code	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordin or Income
EOG RESOURCES INC	EOG		11/03/09	400 000	46,178 96	33,115 84		13,063 12
	26875P101		11/02/12					
EXXON MOBIL CORP	XOM		07/05/06	205 000	17,438 42	12,830 88		4,607 54
	30231G102		07/16/12					
FEDEX CORP	FDX		11/03/09	265 000	22,996 50	19,712 93		3,283 57
	31428X106		06/14/12					
FLUOR CORP	FLR		02/17/09	100 000	5,576 28	3,944 00		1,632 28
	343412102		01/18/12					
FLUOR CORP	FLR		02/17/09	100 000	5,534 91	3,944 00		1,590 91
	343412102		01/18/12					
GENERAL ELECTRIC CO	GE		03/19/09	2 700 000	57,886 70	28,728 00		29,158 70
	369604103		11/02/12					
GENERAL MILLS INC	GIS		11/03/09	155 000	6,232 29	5,036 05		1,196 24
	370334104		01/24/12					
GENERAL MILLS INC	GIS		11/03/09	345 000	13,763 17	11,209 28		2,553 89
	370334104		02/03/12					
GENPACT LTD	G		08/18/10	200 000	2,911 72	2,797 00		114 72
	G3922B107		01/11/12					
GENPACT LTD	G		08/18/10	100 000	1,452 97	1,398 50		54 47
	G3922B107		01/11/12					

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Capital Gain and Loss Schedule

Long-Term Non Covered

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GENPACT LTD	G		08/18/10	200.000	2,917.70	2,797.00		120.70
	G3922B107		01/12/12					
GOLDMAN SACHS GROUP INC	GS		Various	210.000	20,286.86	32,652.38		-12,365.52
	38141G104		05/24/12					
GOLDMAN SACHS GROUP INC	GS		Various	245.000	30,340.12	32,465.66		-2,125.54
	38141G104		11/02/12					
GOOGLE INC	GOOG		11/03/09	18.000	13,157.50	9,603.32		3,554.18
CL A	38259P508		09/24/12					
GOOGLE INC	GOOG		11/03/09	107.000	74,078.72	57,086.37		16,992.35
CL A	38259P508		11/02/12					
HALLIBURTON CO	HAL		Various	750.000	24,276.96	19,727.29		4,549.67
	406216101		11/02/12					
ILLINOIS TOOL WORKS INC	ITW		11/03/09	175.000	9,005.30	8,197.93		807.37
	452308109		01/23/12					
ILLINOIS TOOL WORKS INC	ITW		11/03/09	200.000	11,221.17	9,369.06		1,852.11
	452308109		02/28/12					
ILLINOIS TOOL WORKS INC	ITW		11/03/09	125.000	6,988.10	5,855.66		1,132.44
	452308109		02/29/12					
INTERNATIONAL BUSINESS MACHINES CORP	IBM		02/17/09	100.000	19,373.02	9,125.86		10,247.16
	459200101		10/19/12					

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INTERNATIONAL BUSINESS MACHINES CORP	IBM		02/17/09	120,000	23,261.67	10,951.03		12,310.64
	459200101		10/22/12					
INTERNATIONAL BUSINESS MACHINES CORP	IBM		02/17/09	430,000	84,216.66	39,241.18		44,975.48
	459200101		11/02/12					
IRON MOUNTAIN INC PA	IRM		11/03/09	1,650,000	57,860.57	40,701.87		17,158.70
	462846106		11/02/12					
IRON MOUNTAIN INC PA	IRM		00/00/00		6.26	00		6.26
PROCEEDS FROM SALE OF FRACTIONAL SHARES	462846106		12/06/12					
JP MORGAN CHASE & CO	JPM		Various	900,000	30,507.96	39,422.19		-8,914.23
	46625H100		05/24/12					
JP MORGAN CHASE & CO	JPM		Various	470,000	20,045.05	18,485.80		1,559.25
	46625H100		11/02/12					
KLA-TENCOR CORP	KLAC		09/30/10	100,000	4,963.02	3,511.19		1,451.83
	482480100		07/26/12					
KLA-TENCOR CORP	KLAC		Various	700,000	33,495.22	24,168.64		9,326.58
	482480100		11/02/12					
LOOPNET INC	LOOP		11/03/09	100,000	1,689.85	864.93		824.92
	543524300		01/13/12					
LOOPNET INC	LOOP		11/03/09	700,000	11,854.27	6,054.51		5,799.76
	543524300		01/17/12					

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
LOOPNET INC	LOOP		11/03/09	200.000	3,386.95	1,729.86		1,657.09
	543524300		01/18/12					
MARSH & MCLENNAN COMPANIES INC	MMC		04/09/10	250.000	8,632.31	6,087.67		2,544.64
	571748102		11/02/12					
MAXIM INTEGRATED PRODUCTS INC	MXIM		10/01/10	100.000	2,652.39	1,853.51		798.88
	57772K101		01/03/12					
MAXIM INTEGRATED PRODUCTS INC	MXIM		10/01/10	100.000	2,600.46	1,853.51		746.95
	57772K101		01/04/12					
MAXIM INTEGRATED PRODUCTS INC	MXIM		10/01/10	100.000	2,608.10	1,853.51		754.59
	57772K101		01/05/12					
MAXIM INTEGRATED PRODUCTS INC	MXIM		10/01/10	100.000	2,607.86	1,853.51		754.35
	57772K101		01/06/12					
MAXIM INTEGRATED PRODUCTS INC	MXIM		Various	100.000	2,636.74	1,852.14		784.60
	57772K101		01/09/12					
MAXIM INTEGRATED PRODUCTS INC	MXIM		09/30/10	100.000	2,631.19	1,851.68		779.51
	57772K101		01/10/12					
MAXIM INTEGRATED PRODUCTS INC	MXIM		09/30/10	100.000	2,629.12	1,851.68		777.44
	57772K101		01/11/12					
MAXIM INTEGRATED PRODUCTS INC	MXIM		09/30/10	100.000	2,627.68	1,851.68		776.00
	57772K101		01/12/12					

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Capital Gain and Loss Schedule

Long-Term Non Covered

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MAXIM INTEGRATED PRODUCTS INC	MXIM 57772K101		09/30/10 01/18/12	100 000	2,734 03	1,851 68		882 35
MAXIM INTEGRATED PRODUCTS INC	MXIM 57772K101		Various 04/10/12	500 000	13,775 99	9,009 47		4,766 52
MAXIM INTEGRATED PRODUCTS INC	MXIM 57772K101		11/03/09 04/11/12	400 000	10,957 75	6,849 52		4,108 23
MAXIM INTEGRATED PRODUCTS INC	MXIM 57772K101		11/03/09 04/11/12	425 000	11,844 82	7,277 61		4,567 21
MICROCHIP TECHNOLOGY INC	MCHP 595017104		11/03/09 05/04/12	100 000	3,399 14	2,094 41		1,304 73
MICROCHIP TECHNOLOGY INC	MCHP 595017104		11/03/09 05/04/12	100 000	3,381 42	2,094 41		1,287 01
MICROCHIP TECHNOLOGY INC	MCHP 595017104		11/03/09 05/07/12	100 000	3,349 74	2,094 41		1,255 33
MICROCHIP TECHNOLOGY INC	MCHP 595017104		11/03/09 05/08/12	100 000	3,294 19	2,094 41		1,199 78
MICROCHIP TECHNOLOGY INC	MCHP 595017104		11/03/09 05/09/12	200 000	6,411 31	4,188 81		2,222 50
MICROCHIP TECHNOLOGY INC	MCHP 595017104		11/03/09 05/10/12	200 000	6,345 15	4,188 81		2,156 34

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN

Account Number A 17109-00-9

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
MICROCHIP TECHNOLOGY INC	MCHP 595017104		11/03/09 05/10/12	200 000	6,393.91	4,188.81		2,205 10
MICROCHIP TECHNOLOGY INC	MCHP 595017104		11/03/09 05/11/12	100 000	3,215 60	2,094.40		1,121 20
MICROSOFT CORP	MSFT 594918104		03/03/06 04/18/12	300 000	9,348.00	8,126.96		1,221 04
MICROSOFT CORP	MSFT 594918104		Various 11/02/12	2,125 000	62,898.59	55,147.20		7,751 39
MONSANTO CO	MON 61166W101		Various 11/02/12	500 000	43,125.68	30,372.76		12,752.92
NATIONAL GRID TRANSOO PLC SPONS ADR	NGG 636274300		Various 11/02/12	450 000	25,508.44	24,655.22		853.22
NATIONAL INSTRUMENTS CORP	NATI 636518102		11/03/09 01/11/12	200 000	5,100 26	3,586.75		1,513 51
NATIONAL INSTRUMENTS CORP	NATI 636518102		11/03/09 01/12/12	100 000	2,532.95	1,793 37		739.58
NATIONAL INSTRUMENTS CORP	NATI 636518102		11/03/09 01/12/12	200 000	5,107 98	3,586.75		1,521 23
NESTLE S A SPONS ADR REPSTG REG SH	NSRG 641069406		11/03/09 11/02/12	600 000	37,717.67	27,666 00		10,051 67

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN
Account Number: A 17109 00-9

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
NIKE INC B	NIKE 654106103		08/02/10 11/02/12	135,000	12,886.81	10,036.35		2,850.46
NOBLE ENERGY INC	NBL 655044105		Various 11/02/12	560,000	53,306.60	39,493.00		13,813.60
NORDSTROM INC	JWN 655664100		08/27/10 01/11/12	300,000	14,817.40	9,072.00		5,745.40
NORFOLK SOUTHERN CORP	NSC 655844108		Various 11/02/12	475,000	29,211.84	18,416.08		10,795.76
NOVO-NORDISK A S ADR	NVO 670100205		Various 11/02/12	200,000	31,692.29	14,367.10		17,325.19
NUCOR CORP	NUE 670346105		11/03/09 11/02/12	625,000	25,545.17	24,397.81		1,147.36
OMNICOM GROUP INC	OMC 681919106		05/18/10 01/11/12	100,000	4,508.23	4,098.00		410.23
OMNICOM GROUP INC	OMC 681919106		05/18/10 01/12/12	50,000	2,263.41	2,049.00		214.41
ORACLE CORP	ORCL 68389X105		Various 11/02/12	1,600,000	50,365.42	42,280.18		8,085.24
PEPSICO INC	PEP 713448108		Various 01/30/12	300,000	19,608.37	18,745.02		863.35

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN

Account Number: A 17109-00-9

STATEMENT D-2

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
PEPSICO INC	PEP 713448108		11/03/09 11/02/12	290 000	20,160 34	17,384 05		2,776 29
PHILIP MORRIS INTERNATIONAL	PM 718172109		05/08/09 11/02/12	345 000	30,224 77	14,084 82		16,139 95
PROGRESSIVE CORP OHIO	PGR 743315103		11/03/09 01/23/12	100 000	2,059 21	1,609 78		449 43
PROGRESSIVE CORP OHIO	PGR 743315103		11/03/09 01/23/12	35 000	723 07	563 42		159 65
PROGRESSIVE CORP OHIO	PGR 743315103		11/03/09 11/02/12	1,365 000	30,225 47	21,973 50		8,251 97
QUALCOMM INC	QCOM 747525103		Various 11/02/12	950 000	56,673 26	39,113 19		17,560 07
RIO TINTO PLC SPONS ADR	RIO 767204100		10/27/10 08/28/12	300 000	13,572 71	19,360 23		-5,787 52
RIO TINTO PLC SPONS ADR	RIO 767204100		10/27/10 11/02/12	100 000	5,150 88	6,453 41		-1,302 53
ROYAL DUTCH SHELL PLC ADR	RDS 780259206		11/03/09 09/24/12	50 000	3,559 27	2,974 50		584 77
ROYAL DUTCH SHELL PLC ADR	RDS 780259206		Various 11/02/12	1,450 000	101,280 23	86,090 87		15,189 36

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Capital Gain and Loss Schedule

Long-Term Non Covered

Stock and other symbol	Code	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Quantity, Volume *
SAP AKTIENGESELLSCHAFT SPONS ADR	SAP	11/03/09	300 000	19,463.56	13,882.29		5,581.27
	803054204	04/18/12					
SAP AKTIENGESELLSCHAFT SPONS ADR	SAP	11/03/09	75 000	4,875.62	3,470.57		1,405.05
	803054204	04/19/12					
SCHLUMBERGER LTD	SLB	Various	1,200 000	83,591.09	76,230.25		7,360.84
	806857108	11/02/12					
SCRIPPS NETWORKS INTER-CL A	SNI	Various	600 000	37,115.59	23,006.37		14,109.22
	811065101	11/02/12					
SHIRE PLC ADR	SHPG	11/03/09	100 000	8,740.58	5,217.78		3,522.80
	82481R106	09/27/12					
SHIRE PLC ADR	SHPG	11/03/09	200 000	17,687.44	10,435.56		7,251.88
	82481R106	09/28/12					
SHIRE PLC ADR	SHPG	11/03/09	100 000	8,872.44	5,217.78		3,654.66
	82481R106	10/01/12					
SHIRE PLC ADR	SHPG	11/03/09	100 000	8,775.34	5,217.78		3,557.56
	82481R106	10/02/12					
SHIRE PLC ADR	SHPG	11/03/09	100 000	8,758.30	5,217.78		3,540.52
	82481R106	10/02/12					
SHIRE PLC ADR	SHPG	11/03/09	100 000	8,796.86	5,217.78		3,579.08
	82481R106	10/03/12					

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN

Account Number: A 17109-00-9

* Code W indicates Wash Sale

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** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
SHIRE PLC	SHPG		11/03/09	100 000	8,830.63	5,217.78		3,612.85
ADR	82481R106		10/04/12					
SHIRE PLC	SHPG		11/03/09	100 000	8,832.90	5,217.78		3,615.12
ADR	82481R106		10/05/12					
SHIRE PLC	SHPG		11/03/09	100 000	8,754.20	5,217.78		3,536.42
ADR	82481R106		10/08/12					
SHIRE PLC	SHPG		11/03/09	50 000	4,363.80	2,608.89		1,754.91
ADR	82481R106		10/11/12					
SHIRE PLC	SHPG		11/03/09	50 000	4,403.33	2,608.89		1,794.44
ADR	82481R106		10/19/12					
STANLEY BLACK & DECKER, INC	SWK		Various	400 000	28,116.68	21,306.00		6,810.68
	854502101		11/02/12					
TARGET CORP	TGT		11/03/09	70 000	3,655.28	3,437.29		217.99
	87612E106		02/14/12					
TARGET CORP	TGT		11/03/09	1,030 000	64,973.93	50,577.33		14,396.60
	87612E106		11/02/12					
TE CONNECTIVITY LTD	TEL		11/03/09	100 000	3,566.45	2,156.63		1,409.82
	H84989104		01/24/12					
TE CONNECTIVITY LTD	TEL		11/03/09	325 000	11,220.60	7,009.05		4,211.55
	H84989104		01/25/12					

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN

Account Number A 17109-00-9

STATEMENT D-2



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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
TE CONNECTIVITY LTD	TEL		11/03/09	575.000	18,830.82	12,400.62		6,430.20
	H84989104		11/02/12					
TIFFANY & CO	TIF		Various	875.000	57,765.59	37,161.86		20,603.73
	886547108		11/02/12					
TIME WARNER CABLE INC	TWC		Various	225.000	22,270.00	12,323.38		9,946.62
	88732J207		11/02/12					
UNION PACIFIC CORP	UNP		11/03/09	130.000	14,480.28	7,645.09		6,835.19
	907818108		01/23/12					
UNION PACIFIC CORP	UNP		11/03/09	190.000	23,800.76	11,173.60		12,627.16
	907818108		11/02/12					
UNITED PARCEL SERVICE INC	UPS		07/30/10	75.000	5,752.00	4,863.75		888.25
CL B	911312106		06/27/12					
UNITED PARCEL SERVICE INC	UPS		07/30/10	75.000	5,557.37	4,863.75		693.62
CL B	911312106		11/02/12					
UNITED TECHNOLOGIES CORP	UTX		Various	450.000	35,612.55	31,569.09		4,043.46
	913017109		11/02/12					
UNITEDHEALTH GROUP INC	UNH		11/03/09	100.000	5,274.03	2,689.27		2,584.76
	91324P102		01/23/12					
UNITEDHEALTH GROUP INC	UNH		11/03/09	200.000	11,271.20	5,378.54		5,892.66
	91324P102		05/25/12					

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN

Account Number: A 17109-00-9

STATEMENT D-2

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
UNITEDHEALTH GROUP INC	UNH		11/03/09	450.000	25,343.43	12,057.87		13,285.56
	91324P102		11/02/12					
URBAN OUTFITTERS INC	URBN		Various	600.000	14,447.30	20,568.04		-6,120.74
	917047102		01/11/12					
URBAN OUTFITTERS INC	URBN		11/03/09	300.000	7,216.15	9,720.81		-2,504.66
	917047102		01/11/12					
URBAN OUTFITTERS INC	URBN		11/03/09	200.000	4,848.62	6,480.54		-1,631.92
	917047102		01/12/12					
VERIZON COMMUNICATIONS INC	VZ		01/08/10	300.000	11,587.42	8,914.67		2,672.75
	92343V104		01/10/12					
VISA INC CLASS A SHARES	V		11/03/09	100.000	11,290.11	7,673.71		3,616.40
	92826C839		02/13/12					
VISA INC CLASS A SHARES	V		09/14/10	95.000	10,846.13	6,392.91		4,453.22
	92826C839		02/14/12					
VISA INC CLASS A SHARES	V		09/14/10	155.000	22,393.39	10,430.54		11,962.85
	92826C839		11/02/12					
WALT DISNEY CO	DIS		11/03/09	600.000	30,209.32	16,456.08		13,753.24
	254687106		11/02/12					
3M CO	MMM		Various	90.000	8,015.81	7,196.95		818.86
	88579Y101		05/02/12					

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HAROLD K L CASTLE FNDTN-CAP GUARDIAN

Account Number A 17109-00-9

* Code W indicates Wash Sale

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income
3M CO	MMM 88579Y101		02/12/10 11/02/12	385 000	34,452.87	30,250.26		4,202.61

Total Long-Term Non Covered

3,353,548.21 2,393,075.33

960,472.88

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STATEMENT D-2



HAROLD K L CASTLE FNDTN-D F DENT
Account Number A 17113-00-1

* Code W indicates Wash Sale
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Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
BEACON ROOFING SUPPLY INC	BECN 073685109		08/17/11 07/09/12	92 000	2,432 59	1,476 40		956 19
BEACON ROOFING SUPPLY INC	BECN 073685109		08/17/11 08/07/12	718 000	17,834 07	11,522 32		6,311 75
CORE LABORATORIES N V	CLB N22717107		02/04/11 01/06/12	20 000	2,216 32	1,823 83		392 49
DEALERTRACK HOLDINGS INC	TRAK 242309102		10/12/11 05/29/12	435 000	12,144 14	8,051 59		4,092 55
ECOLAB INC	ECL 278865100		07/25/11 04/19/12	245 000	15,267 68	12,971 23		2,296 45
GARDNER DENVER INC	GDI 365558105		Various 08/27/12	445 000	27,159 30	34,113 55		-6,954 25
GARDNER DENVER INC	GDI 365558105		Various 12/19/12	488 000	36,935 50	33,415 67		3,519 83
II VI INC	IIVI 902104108		08/02/11 02/07/12	658 000	15,572 32	14,809 08		763 24
II VI INC	IIVI 902104108		08/02/11 02/08/12	582 000	13,725 27	13,098 61		626 66
LKQ CORPORATION	LKQ 501889208		Various 01/06/12	880 000	27,671 24	23,211 54		4,459 70

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HAROLD K L CASTLE FNDIN-D F DENT

Account Number A 17113-00-1

STATEMENT D-3

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
RESMED INC	RMD 761152107		12/16/11 07/26/12	525 000	16,094 30	13,005 46		3,088 84
SCHLUMBERGER LTD	SLB 806857108		04/03/12 09/20/12	200 000	14,805 72	13,995 00		810 72
Total Short-Term Covered					201,858.45	181,494.28		20,364.17

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HAROLD K L CASTLE FNDTN-D F DENT

Account Number A 17113-00-1

STATEMENT D-3

Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol Cusip	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
BEACON ROOFING SUPPLY INC	BECN 073685109		02/03/11 02/07/12	535 000	12,492 81	10,160 35		2,332 46
BEACON ROOFING SUPPLY INC	BECN 073685109		02/03/11 05/24/12	10 000	251 02	189 91		61 11
LKQ CORPORATION	LKQ 501889208		Various 05/24/12	765 000	27,176 32	18,579 69		8,596 63
QUANTA SERVICES INC	PWR 74762E102		02/25/11 05/03/12	1,565 000	36,622 36	34,818 75		1,803 61
3D SYSTEMS CORP DEL	DDD 88554D205		06/10/11 07/19/12	350 000	12,322 00	6,293 60		6,028 40
Total Long-Term Covered					88,864.51	70,042.30		18,822.21

J.P.Morgan



HAROLD K L CASTLE FNDTN-D F DENT
Account Number A 17113-00-1

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
BEACON ROOFING SUPPLY INC	BECN		03/30/10	145 000	3,385 90	2,812 33		573 57
	073685109		02/07/12					
BEACON ROOFING SUPPLY INC	BECN		Various	911 000	22,868 23	17,041 29		5,826 94
	073685109		05/24/12					
BEACON ROOFING SUPPLY INC	BECN		Various	468 000	12,374 48	8,356 60		4,017 88
	073685109		07/09/12					
BEACON ROOFING SUPPLY INC	BECN		08/05/10	380 000	9,438 64	5,717 21		3,721 43
	073685109		08/07/12					
CELGENE CORPORATION	CELG		11/16/10	201 000	15,820 81	12,183 30		3,637 51
	151020104		04/19/12					
CORE LABORATORIES N V	CLB		11/16/09	123 000	13,630 37	6,726 87		6,903 50
	N22717107		01/06/12					
DEALERTRACK HOLDINGS INC	TRAK		11/16/10	430 000	12,004 55	7,805 45		4,199 10
	242309102		05/29/12					
FASTENAL CO	FAST		11/27/09	472 000	24,001 94	8,836 05		15,165 89
	311900104		02/15/12					
FASTENAL CO	FAST		Various	273 000	13,931 83	4,898 11		9,033 72
	311900104		02/16/12					
IDEXX LABORATORIES INC	IDXX		11/05/09	255 000	22,932 50	13,056 00		9,876 50
	45168D104		08/06/12					

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HAROLD K L CASTLE FNDTN-D F DENT
Account Number A 17113-00-1

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusp	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
IDEXX LABORATORIES INC	IDXX		11/05/09	3 000	287 62	153 60		134 02
	45168D104		11/01/12					
II VI INC	IVI		07/16/10	50 000	1,179 15	772 55		406 60
	902104108		02/08/12					
MONSANTO CO	MON		Various	208 000	18,151 33	14,716 22		3,435 11
	61166W101		09/05/12					
RESMED INC	RMD		11/04/09	180 000	5,518 04	4,446 90		1,071 14
	761152107		07/26/12					
RESMED INC	RMD		11/04/09	650 000	25,562 10	16,058 25		9,503 85
	761152107		10/26/12					
ROPER INDUSTRIES INC	ROP		10/30/09	245 000	27,361 76	12,465 60		14,896 16
	776696106		12/07/12					
TECHNE CORP	TECH		Various	379 000	26,522 66	23,729 57		2,793 09
	876377100		03/16/12					
ULTRA PETROLEUM CORP	UPL		Various	2,060 000	46,853 85	98,266 77		-51,412 92
	903914109		09/18/12					

J.P.Morgan



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F indicates Foreign Exchange gain or loss on Capital transactions

HAROLD K L CASTLE FNDTN-D F DENT

Account Number A 17113-00-1

STATEMENT D-3

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusp	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
UNIT CORP	UNIT		09/17/10	634 000	27,703 90	22,576 17		5,127 73
	909218109		09/20/12					
Total Long-Term Non Covered					329,529.66	280,618.84		48,910.82

J.P.Morgan



HAROLD K L CASTLE FOUNDATION-MAT PAC
Account Number A 17121-00-4

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired		Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
			Date Sold	Date Acquired					
MATTHEWS PACIFIC TIGER INSTL FUND	MIPT		06/15/10		41,763 341	900,000 00	803,353 16		96,646 84
	577130834		07/10/12						
Total Long-Term Non Covered							900,000.00	803,353.16	96,646.84



* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

HAROLD K L CASTLE FND-TRNSAM EM MKTS

Account Number A 17125-00-5

STATEMENT D-5

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
TRANSAMERICA EMERGING MARKETS CLASS 12	TWMC 893962589		04/20/10 07/10/12	211,002 261	2,129,012 81	2,800,000 00		-670,987 19
Total Long-Term Non Covered					2,129,012.81	2,800,000.00		-670,987.19

J.P.Morgan



* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

HAROLD K L CASTLE FNDTN-JPM STRT OPS
Account Number A 17131-00-3

STATEMENT D-6

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusp	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
JPM STR INC OPP FD	JSOS		11/02/09	72,156 197	850,000 00	831,239 39		18,760 61
FUND 3844	4812A4351		11/05/12					
Total Long-Term Non Covered						850,000.00	831,239.39	18,760.61

J.P.Morgan



HAROLD K L CASTLE FNDTN-OSTERWEIS ACCT A19426005
For the Period 12/1/12 to 12/31/12

STATEMENT D-7

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	25,211 19	89,545 09
Foreign Dividends	1,586 32	25,229 09
Interest Income	2 61	55 90
Taxable Income	\$26,800.12	\$114,830.08

Cost Summary	Cost
Equity	4,780,198 58
Total	\$4,780,198.58

	Current Period Value	Year-to-Date Value
ST Realized Gain/Loss		(39,529 66)
LT Realized Gain/Loss	8,064 25	(12,242 00)
Realized Gain/Loss	\$8,064.25	(\$51,771.66)

	To-Date Value
Unrealized Gain/Loss	\$736,561.99

J.P.Morgan



HAROLD K L CASTLE FNDTN-HARBOR HY ACCT A31866006
For the Period 12/1/12 to 12/31/12

STATEMENT D - 8

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	73,434.40	244,906.66
Interest Income	5.83	28.66
Taxable Income	\$73,440.23	\$244,935.32

Cost Summary	Cost
Cash & Fixed Income	3,648,478.06
Total	\$3,648,478.06

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	7,850.49	7,850.49
LT Realized Gain/Loss		(1,521.94)
Realized Gain/Loss	\$7,850.49	\$6,328.55

Unrealized Gain/Loss	To-Date Value
	(\$23,417.28)

JP Morgan



HAROLD K L CASTLE FNDTN-DREYFUS EM ACCT A31874000
For the Period 12/1/12 to 12/31/12

STATEMENT D-9

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	29,697.97	29,697.97
Interest Income	0.02	6.97
Taxable Income	\$29,697.99	\$29,704.94

Cost Summary	Cost
Cash & Fixed Income	2,868,351.67
Total	\$2,868,351.67

	Current Period Value	Year-to-Date Value
LT Realized Gain/Loss		(11,346.32)
Realized Gain/Loss		(\$11,346.32)

	To-Date Value
Unrealized Gain/Loss	\$118,123.54

J.P.Morgan



HAROLD K. L. CASTLE FOUNDATION
Account Number Q 84817-00-8

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol	Cusp	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ROWAN COMPANIES INC			03/15/01	71,000 000	71,000 00	71,000 00		00
5.88% MAR 15 2012			03/15/12					
DTD 3/15/2001								
Total Long-Term Non Covered					71,000.00	71,000.00		.00

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17106005 - STMT D-1		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
59,115.	58,796.	0.	0.	319.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17106005 - STMT D-1		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42,525.	40,019.	0.	0.	2,506.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17106005 - STMT D-1		VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
275,925.	217,880.	0.	0.	58,045.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A17109009 - STMT D-2	1,356,169.	1,268,874.	0.	0.	87,295.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A17109009 - STMT D-2	11,571.	10,945.	0.	0.	626.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A17109009 - STMT D-2	842,139.	697,836.	0.	0.	144,303.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A17109009 - STMT D-2	3,353,548.	2,393,075.	0.	0.	960,473.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17113001 - STMT D-3			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
201,858.	181,494.	0.	0.	20,364.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17113001 - STMT D-3			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
88,865.	70,042.	0.	0.	18,823.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17113001 - STMT D-3			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
329,530.	280,619.	0.	0.	48,911.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17121004 - STMT D-4			06/15/10	07/10/12
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
900,000.	803,353.	0.	0.	96,647.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17125005 - STMT D-5			04/20/10	07/10/12
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,129,013.	2,800,000.	0.	0.	<670,987.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17131003 - STMT D-6			11/02/09	11/05/12
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
850,000.	831,239.	0.	0.	18,761.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A19426005 - STMT D-7			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,251,923.	1,303,695.	0.	0.	<51,772.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A31866006 - STMT D-8			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
850,000.	851,522.	0.	0.	<1,522.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A31874000 - STMT D-9	850,000.	861,346.	0.	0.	<11,346.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN Q84817008 - STMT D-10	71,000.	71,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHARE OF LOSSES IN LIMITED PARTNERSHIPS	0.	123,965.	0.	0.	<123,965.>

CAPITAL GAINS DIVIDENDS FROM PART IV

0.

TOTAL TO FORM 990-PF, PART I, LINE 6A

597,481.

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL PROPERTY	1	7,056,229.
TOTAL TO FORM 990-PF, PART I, LINE 5A		7,056,229.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	3
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
RENTAL EXPENSES		1,962,370.	
- SUBTOTAL -	1		1,962,370.
TOTAL RENTAL EXPENSES			1,962,370.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			5,093,859.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	238,762.	238,762.	
FROM K-1 - ORDINARY INCOME	0.	1,011.	
FROM K-1 - ROYALTY INCOME	0.	27.	
FROM K-1 - SEC. 1231 LOSS	0.	<771.>	
FROM K-1 - SEC. 59(E)(2) EXP.	0.	<771.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	238,762.	238,258.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	42,907.	15,444.		27,463.
TO FM 990-PF, PG 1, LN 16A	42,907.	15,444.		27,463.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	33,164.	11,937.		21,227.
TO FORM 990-PF, PG 1, LN 16B	33,164.	11,937.		21,227.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	1,336,271.	0.		1,334,904.
MANAGEMENT FEE - PARTNERSHIPS	2,444.	509.		0.
MANAGEMENT FEE - INVESTMENTS	268,352.	268,352.		0.
TO FORM 990-PF, PG 1, LN 16C	1,607,067.	268,861.		1,334,904.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	174,498.	0.		0.
HAWAII GENERAL EXCISE TAX	332,259.	332,259.		0.
FOREIGN TAXES	13,837.	13,837.		0.
PAYROLL TAXES	50,770.	21,363.		29,407.
TO FORM 990-PF, PG 1, LN 18	571,364.	367,459.		29,407.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	37,880.	11,683.		26,048.
OFFICE EXPENSE	32,092.	4,690.		27,402.
AUTO & TRUCK	1,528.	0.		1,528.
DUES & SUBSCRIPTIONS	9,103.	0.		9,103.
EVENTS	19,560.	0.		19,560.
REPAIRS & MAINTENANCE	37,165.	0.		37,165.
SERVICE FEES	12,683.	4,565.		7,912.
BUILDING & GROUNDS	1,962,370.	1,962,370.		0.
TO FORM 990-PF, PG 1, LN 23	2,112,381.	1,983,308.		128,718.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK AND MUTUAL FUNDS	62,413,691.	68,469,964.
TOTAL TO FORM 990-PF, PART II, LINE 10B	62,413,691.	68,469,964.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIPS	FMV	318,386.	212,970.
HEDGE FUNDS	FMV	11,200,000.	12,129,547.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,518,386.	12,342,517.

FORM 990-PF	OTHER ASSETS	STATEMENT	13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
TENANT REIMBURSEMENTS	6,599.	0.	0.
OTHER RECEIVABLE	0.	851.	851.
TO FORM 990-PF, PART II, LINE 15	6,599.	851.	851.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	14
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
OTHER LIABILITIES	73,339.	80,602.
FEDERAL EXCISE TAX DUE	654,502.	774,000.
SECURITY DEPOSITS	160,868.	161,719.
TOTAL TO FORM 990-PF, PART II, LINE 22	888,709.	1,016,321.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES C. MCINTOSH 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR/CHAIRMAN 0.50	0.	0.	0.
HENRY M. D'OLIER 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR/PRESIDENT/CEO 20.00	81,460.	7,022.	0.
DR. CLAIRE L. ASAM 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR 0.50	0.	0.	0.
DR. KITTREDGE A. BALDWIN 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR 0.50	0.	0.	0.
CORBETT A.K. KALAMA 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR 0.50	0.	0.	0.
RANDOLPH G. MOORE 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR 0.50	0.	0.	0.
ERIC K. YEAMAN 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR 0.50	0.	0.	0.
CARLTON K.C. AU 1197 AULOA ROAD KAILUA, HI 96734	TREASURER/CFO 8.00	33,016.	5,322.	0.
SUSAN L. SUMIDA 1197 AULOA ROAD KAILUA, HI 96734	SECRETARY 0.50	0.	0.	0.
TERRENCE R. GEORGE 1197 AULOA ROAD KAILUA, HI 96734	EXECUTIVE VP/COO 40.00	199,229.	39,804.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		313,705.	52,148.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

NAME AND ADDRESSES OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ELIZABETH MURPH, GRANTS MANAGER/OFFICE MANAGER
1197 AULOA ROAD
KAILUA, HI 96734

TELEPHONE NUMBER

808-263-7073

FORM AND CONTENT OF APPLICATIONS

A WRITTEN PROPOSAL WITH COVER LETTER SHOULD BE SUBMITTED. THE COVER LETTER SHOULD INCLUDE A CONTACT PERSON WITH A DAYTIME PHONE NUMBER AND EMAIL ADDRESS AND SHOULD BE SIGNED BY THE ORGANIZATION'S BOARD CHAIRMAN AND EXECUTIVE DIRECTOR. THE PROPOSAL SHOULD INCLUDE A BRIEF STATEMENT OF THE ORGANIZATION'S MISSION AND GOALS; A DESCRIPTION OF THE PROJECT OR PROGRAM GOALS AND THE SPECIFIC, QUANTIFIABLE OUTCOMES THAT WOULD BE ACHIEVED IF THIS GRANT IS AWARDED; AN EXPLANATION OF HOW THE ORGANIZATION IS QUALIFIED TO ACHIEVE THESE GOALS; AN EVALUATION PLAN; AND AN INDICATION OF OTHER SOURCES OF EXPECTED FUNDING. THE OUTCOMES FROM THE PROPOSAL ARE INCLUDED IN THE GRANT AGREEMENT, AND THE GRANTEE WILL BE EXPECTED TO REPORT ON ITS PROGRESS AGAINST THESE OUTCOMES AT THE CONCLUSION OF THE GRANT. ADDITIONAL REQUIRED INFORMATION INCLUDES THE ORGANIZATION'S BUDGET FOR THE CURRENT FISCAL YEAR, THE PROPOSED PROJECT OR PROGRAM BUDGET INCLUDING DETAILS ON SOURCES AND USES OF FUNDS, THE PREVIOUS YEAR'S AUDITED FINANCIAL STATEMENTS, THE MOST RECENT IRS FORM 990, A LIST OF THE ORGANIZATION'S CURRENT OFFICERS AND DIRECTORS, AND SUBMISSION OF EVIDENCE THAT THE BOARD HAS ADOPTED A CONFLICT OF INTEREST POLICY. THE FOUNDATION'S STAFF INDEPENDENTLY CONFIRM THAT THE APPLICANT (IF NOT A PUBLIC SCHOOL) RETAINS ITS CURRENT STATUS UNDER IRS SECTION 501(C)(3).

ANY SUBMISSION DEADLINES

GRANT INQUIRIES MAY BE SUBMITTED AT ANY TIME ONLINE THROUGH THE FOUNDATION'S WEBSITE, WWW.CASTLEFOUNDATION.ORG. PROPOSALS ARE REVIEWED WHEN SUBMITTED AT THE NEXT MEETING OF THE DIRECTORS. THE FOUNDATION'S DIRECTORS TYPICALLY MEET SIX TIMES EACH YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS WILL BE MADE ONLY TO IRC SECTION 501(C)(3) DESIGNATED CHARITABLE ORGANIZATIONS WITH PUBLIC CHARITY STATUS WORKING FOR THE BENEFIT OF THE PEOPLE OF THE STATE OF HAWAII OR TO GOVERNMENT AGENCIES SUCH AS PUBLIC SCHOOLS.

Schedule of Appropriations and Payments

Fiscal Year 2012

HAROLD K L CASTLE FOUNDATION
12/31/2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Aloha Harvest 3599 Waiatae Ave #23 Honolulu, Hawaii 96816 <i>to build capacity to expand food distribution in Windward Oahu</i> \$75,000 00 2012	501(c)(3)	\$0 00	\$75,000 00	\$0 00	\$37,500 00	\$37,500 00
American Youth Soccer Organization 41-731 Kamaoao Place Waimanalo, Hawaii 96795 <i>Aloha Aina from Mauka to Makai</i> \$5,000 00 2012	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
American Youth Soccer Organization 41-731 Kamaoao Place Waimanalo, Hawaii 96795 <i>Beautify the Windward Side</i> \$5,000 00 2012	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
American Youth Soccer Organization 41-731 Kamaoao Place Waimanalo, Hawaii 96795 <i>Honolulu Police Department District 4 Community Policing Donation Drive</i> \$5,000 00 2012	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Bishop Museum 1525 Bernice Street Honolulu, HI 96817 <i>A multi-year challenge grant for educational exhibits in a new Pacific Hall (formerly Polynesian Hall)</i> \$750,000.00 2012	501(c)(3)	\$0.00	\$750,000.00	\$0.00	\$250,000.00	\$500,000.00
Blueprint for Change P.O. Box 4560 Honolulu, HI 96812 <i>Neighborhood Place of Waimanalo Satellite Office</i> \$20,000.00 2012	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Bobby Benson Center 56-660 Kamehameha Hwy Kahuku, HI 96731 <i>Capital Expense Project to improve overall client rehabilitation environment including extensive cabin space renovations (bedrooms and bathrooms), new covered lanai for activities, and installation of new air-conditioning units</i> \$30,000.00 2012	501(c)(3)	\$0.00	\$30,000.00	\$0.00	\$0.00	\$30,000.00
Boy Scouts of America Aloha Council 45-828 Anoi Road Kaneohe, Hawaii 96744 <i>Cub Scout Pack 311 Webelos clean-up our community with a stream clean-up, beach clean-up, and graffiti clean-up</i> \$5,000.00 2012	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Boys & Girls Club of Hawaii 1523 Kalakaua Avenue, Suite 202 Honolulu, HI 96826 <i>an unsolicited grant award for the 2012 Christmas card sponsored donation recipient to support and strengthen Windward Oahu families</i> \$5,000 00 2012	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Castle Medical Center 640 Ulukahiki Street Kailua, HI 96734-4498 <i>For capital renovation and renewal to strengthen the hospital's ability to provide high-quality health services to Windward Oahu residents</i> \$2,000,000 00 2010	501(c)(3)	\$1,750,000 00	\$0 00	\$0 00	\$250,000 00	\$1,500,000 00
Chamber Music Hawaii P O Box 61939 Honolulu, HI 96839 <i>For music education outreach in Windward Oahu public schools</i> \$3,900 00 2010	501(c)(3)	\$3,900 00	\$0 00	\$0 00	\$3,900 00	\$0 00
Child and Family Service 91-1841 Fort Weaver Road Ewa Beach, HI 96706 <i>For renovation of two therapeutic group homes for youths located in Windward Oahu</i> \$10,866 03 2008	501(c)(3)	\$82,500 00	\$0 00	-\$154,133 97	-\$71,633 97	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
The Coral Reef Alliance 351 California Street, Suite 650 San Francisco, CA 94104 <i>Engaging West Main businesses to improve nearshore water quality by increasing wastewater reuse</i> \$20,000 00 2012	501(c)(3)	\$0 00	\$20,000 00	\$0 00	\$10,000 00	\$10,000.00
Corporation for Enterprise Development (CFED) 1200 G Street Northwest Suite 400 Washington, DC 20005 <i>A feasibility study for developing a college savings account for Windward Oahu youth</i> \$13,115.00 2011	501(c)(3)	\$13,115 00	\$0 00	\$0 00	\$13,115 00	\$0 00
Council on Foundations Inc. 2121 Crystal Drive, Suite 700 Arlington, VA 22202 <i>For membership dues for 2012</i> \$17,580 00 2012	501(c)(3)	\$0 00	\$17,580 00	\$0 00	\$17,580 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Hawaii Department of Land and Natural Resources	Government	\$400,000 00	\$0 00	-\$196,992 00	\$103,008 00	\$100,000 00
Department of Land and Natural Resources						
DOCARE						
Kalanimoku Building						
1151 Punchbowl St.						
Honolulu, HI 96813						
<i>Partial support for the establishment of a Fisheries Enforcement Unit Initiative in the Main Hawaiian Islands to improve the health of near shore ecosystems</i>						
\$203,008.00						
2011						
Fishnet Ministries International	501(c)(3)	\$0 00	\$200 00	-\$10 00	\$190 00	\$0 00
P.O. Box 6301						
Kaneohe, Hawaii 96744						
<i>Dollars for Doers grant in recognition of the volunteer time contributed by Elizabeth Murph</i>						
\$190 00						
2012						
Good Beginnings Alliance	501(c)(3)	\$0 00	\$100,000 00	\$0 00	\$100,000 00	\$0.00
33 South King Street, Suite 200						
Honolulu, HI 96813						
<i>Core organizational support to create community change that positively impacts the health, safety and education of our young children</i>						
\$100,000 00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
WAIMALU GRACE BRETHREN CHURCH	501(c)(3)	\$0 00	\$2,500 00	\$0 00	\$2,500 00	\$0 00
94-1323 Waipio Uka Street Waipahu, HI 96797 <i>To match an employee contribution made by Ann Matsukado</i> \$2,500 00 2012						
Grantees to be Determined	501(c)(3)	-\$50,000 00	\$0 00	\$0 00	\$0 00	-\$50,000 00
HI <i>For the 2007 Windward Youth Leadership Fund</i> \$0 00 2006						
Grantees to be Determined	501(c)(3)	\$0 00	\$50,000 00	-\$50,000 00	\$0 00	\$0 00
HI <i>For the 2012 Windward Youth Leadership Fund</i> \$0 00 2012						
Grantees to be Determined	501(c)(3)	\$0 00	\$50,000 00	\$0 00	\$0 00	\$50,000 00
HI <i>For the 2013 Windward Youth Leadership Fund</i> \$25,000 00 2012						
Grantmakers for Education	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
720 S W Washington Street, Suite 605 Portland, OR 97205 <i>For an unsolicited grant to collect, catalog and report on grants made to date for Race to the Top initiatives</i> \$10,000 00 2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Grantmakers for Education	501(c)(3)					
720 S.W. Washington Street, Suite 605 Portland, OR 97205		\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
<i>Preparations for the October 2012 Race To The Top convening</i>						
\$5,000 00 2012						
Hawaii Alliance of Nonprofit Organizations	501(c)(3)	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
1020 South Beretania Street, 2nd Floor Honolulu, HI 96814						
Honolulu, HI 96814						
<i>For a challenge grant to provide general support to strengthen this intermediary organization's capacity to improve the effectiveness of Hawaii's nonprofit sector</i>						
\$50,000 00 2011						
Hawaii Business Roundtable	Expenditure Responsibility Grant	\$0 00	\$5,000 00	-\$2,300 00	\$2,700 00	\$0 00
1003 Bishop Street, Suite 2630 Honolulu, HI 96813						
<i>For technical assistance to improve a principal's ability to evaluate and support teachers</i>						
\$2,700 00 2012						
Hawaii Charter Schools Network	501(c)(3)	\$0 00	\$1,500 00	\$0 00	\$1,500 00	\$0 00
P.O. Box 3017 Aiea, HI 96701						
<i>Support for Hawaii's public charter schools</i>						
\$1,500 00 2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Hawaii Community Foundation	501(c)(3)	\$100,000 00	\$0 00	\$0 00	\$100,000 00	\$0 00
827 Fort Street Mall						
Honolulu, HI 96813-4317						
<i>For the Hawaii Community Stabilization Initiative (CSI)</i>						
\$500,000 00						
2009						
Hawaii Community Foundation	501(c)(3)	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
827 Fort Street Mall						
Honolulu, HI 96813-4317						
<i>For Pillars of Peace Hawaii and His Holiness the Dalai Lama's visit to Kailua High School</i>						
\$25,000 00						
2012						
Hawaii Community Foundation	501(c)(3)	\$0 00	\$18,000 00	\$0 00	\$0 00	\$18,000 00
827 Fort Street Mall						
Honolulu, HI 96813-4317						
<i>Building Environmental Philanthropic Capacity in Hawaii Phase 2</i>						
\$18,000 00						
2012						
Hawaii Conservation Alliance Foundation	501(c)(3)	\$0 00	\$95,000 00	\$0 00	\$50,000 00	\$45,000 00
677 Ala Moana Blvd, Suite 320						
Honolulu, HI 96813						
<i>Support to Develop Hawaii's Watershed Snapshot- An Integrated Place-Based Assessment to Catalyze Resilient Ecosystems Across the Hawaiian Islands</i>						
\$95,000 00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Department of Education (DOE)						
Office of Curriculum, Instruction & Student Support	Government	\$0 00	\$37,500 00	\$0 00	\$37,500 00	\$0 00
Queen Liliuokalani Bldg 1390 Miller Street, Room 316 Honolulu, HI 96813						
<i>A week-long Instructional Leadership Institute and other training to build OC/ISS and CAS team capacity to lead the work of targeted leadership</i>						
 \$37,500 00 2012						
Hawai'i Education of the ARTS						
150 Hamakua Drive, Box 517 Kailua, HI 96734	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
Kailua, HI 96734 <i>Hearst for Heeia Ihu O Kooluipoko Stream Restoration Project</i>						
\$5,000 00 2012						
Hawaii Public Television Foundation						
2350 Dole Street Honolulu, HI 96822	501(c)(3)	\$100,000 00	\$0 00	\$0 00	\$0 00	\$100,000 00
<i>Capital campaign support for a new media complex, including a HIKI No Student News Center</i>						
\$150,000 00 2011						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Hawaii Symphony Orchestra 848 So Beretania Street, Suite 303 Honolulu, Hawai'i 96813 <i>The final grant to Hawaii Symphony Orchestra to build and launch a world class symphony orchestra for all of Hawai'i as an important component of the cultural fabric of our State</i> \$320,000 00 2012	501(c)(3)	\$0 00	\$300,000 00	\$20,000 00	\$107,000 00	\$213,000 00
Hawaiian Educational Council, Inc. 1585 Kapiolani Blvd #1212 Honolulu, HI 96814 <i>Planning support to establish the Malama Honua Learning Center charter school and Education Leadership Institute</i> \$50,000 00 2012	501(c)(3)	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Hawaiian Educational Council, Inc. 1585 Kapiolani Blvd #1212 Honolulu, HI 96814 <i>Support to improve talent recruitment to drive public education reform in Hawaii</i> \$5,000 00 2012	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Hawaiian Educational Council, Inc. 1585 Kapiolani Blvd #1212 Honolulu, HI 96814 <i>Support to improve talent recruitment to drive public education reform in Hawaii</i> \$5,000 00 2012	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Hawaiian Educational Council, Inc. 1585 Kapiolani Blvd #1212 Honolulu, HI 96814 <i>Support to improve talent recruitment to drive public education reform in Hawaii</i> \$5,000 00 2012	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Hookuaaina P O Box 342146 Kailua, HI 96734 <i>A video showcasing the mission of Ho'okua'aina to strengthen youth by providing them life skills and cultural values through lo'i restoration in Kailua</i> \$10,000 00 2012	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Hospice Hawaii, Inc. 860 Iwilei Road Honolulu, HI 96817 <i>An unsolicited grant in memory of Doris Guss</i> \$2,000 00 2012	501(c)(3)	\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Hui Malama I Ke Kai Foundation 41-1537 Kalaniana'ole Highway, Suite 201B Waimanalo, HI 96795 <i>Support for the Hui Malama O Ke Kai Foundation (HMKF)/Waimanalo Teen Project (WTP) Joint Collaboration Agreement (JICA) Project</i> \$179,790 00 2012	501(c)(3)	\$0 00	\$179,790 00	\$0 00	\$179,790 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Kahuku High and Intermediate School	Government	\$0 00	\$7,500 00	\$0 00	\$7,500 00	\$0 00
56-490 Kamehameha Hwy						
Kahuku, HI 96731						
<i>Kahuku High School We the People, the</i>						
<i>Citizen and the Constitution, Hawaii State</i>						
<i>First Place Team</i>						
\$7,500 00					\$10,000.00	\$0 00
2012		\$10,000 00	\$0 00	\$0 00		
Kailua Canoe Club	501(c)(3)					
P O Box 177						
Kailua, HI 96734						
<i>For a new canoe to support the Ka'elepulu</i>						
<i>Sneam Mangrove Education Project, a</i>						
<i>collaborative effort between the Kailua</i>						
<i>Canoe Club and the Enchanted Lake</i>						
<i>Residents Association</i>						
\$20,000.00					\$8,250 00	\$0 00
2010	Government	\$0 00	\$8,250 00	\$0 00		
Kailua High School						
451 Ulumanu Drive						
Kailua, Hawaii 96734						
<i>For a student leadership camp to benefit</i>						
<i>five schools in Windward Oahu by</i>						
<i>promoting citizenship and responsibility</i>						
\$8,250 00						
2012	Government	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Kailua High School						
451 Ulumanu Drive						
Kailua, Hawaii 96734						
<i>Support for The Kailua High School</i>						
<i>Robotics Team to compete at the MAIE</i>						
<i>International ROV Competition in</i>						
<i>Orlando, Florida, June 21-23, 2012</i>						
\$10,000.00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Kailua Mustangs Pop Warner Association 522 Awakea Road Kailua, HI 96734 <i>Cleaning up Kawaimuni Marsh and around, and beautify the area</i> \$5,000 00 2012	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Kailua Mustangs Pop Warner Association 522 Awakea Road Kailua, HI 96734 <i>Mustang Power - Let's Make it Pretty'</i> \$5,000 00 2012	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
Kakoo Oihi 46-005 Kawa Street, Suite 104 Kaneohe, Hawaii 96744 <i>Honolulu Mahiui Growing New Generations of Mahiui through Aina-Based Instruction</i> \$150,000 00 2011	501(c)(3)	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0 00
Kawaiahao Church 957 Punchbowl Street Honolulu, HI 96813 <i>For a capital campaign for a building that will house homeless projects, foster care programs, keiki and kupuna mentoring programs, biblical education programs, and other ministries</i> \$250,000 00 2006	501(c)(3)	\$100,000 00	\$0 00	\$0 00	\$100,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Khm International P.O. Box 482188 Kaunakakai, HI 96748 <i>Partial support for Kauhale o Molokai - a sustainable building project at the forefront of the green building movement in Hawaii including an office, bathhouse and two traditional structures</i> \$127,120 00 2012	501(c)(3)	\$0 00	\$127,120 00	\$0 00	\$127,120 00	\$0 00
Koolau Baptist Church 45-633 Keneke Street P.O. Box 1642 Kaneohe, HI 96744 <i>For Phase II of the Master School Improvement Plan</i> \$200,000 00 2004	501(c)(3)	\$150,000 00	\$0 00	-\$150,000 00	\$0 00	\$0 00
Kuaaina Ulu Auamo (KUA) 307A Kamani St Honolulu, Hawaii 96813 <i>Building What Works 3 Strengthening the Management of the E Alu Pu Network for Greater Impact</i> \$125,000 00 2012	Expenditure Responsibilit y Grant	\$0 00	\$125,000 00	\$0 00	\$125,000 00	\$0 00
Kupu 4211 Waialae Avenue, Suite 1020 Honolulu, HI 96816 Honolulu, HI 96816 <i>Hawaiian Youth Conservation Corps Year Two</i> \$100,000.00 2011	501(c)(3)	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Le Jardin Academy Inc.	501(c)(3)	\$1,075,000 00	\$0 00	\$0 00	\$750,000 00	\$325,000 00
917 Kalanianaʻole Highway Kailua, HI 96734 <i>Matching grant for Phase 2 of the capital campaign</i>						
\$3,000,000 00 2004						
Le Jardin Academy Inc.	501(c)(3)	\$0 00	\$50,000 00	\$0 00	\$25,000 00	\$25,000 00
917 Kalanianaʻole Highway Kailua, HI 96734 <i>Le Jardin Academy Alumni Giving Capacity Building Project</i>						
\$50,000 00 2012						
Malama Pupukea Waimea	Expenditure Responsibility Grant	\$25,000 00	\$0 00	\$0 00	\$25,000 00	\$0 00
P O Box 188 Haleiwa, HI 96712 Haleiwa, Hawaii 96712 <i>For a one-time challenge grant to build the organizational capacity of this voluntary marine conservation organization in the Waimea and Pupukea ahupuaʻa</i>						
\$50,000 00 2010						
Malama Kai Foundation	501(c)(3)	\$50,000 00	\$0 00	\$0 00	\$25,000 00	\$25,000 00
P O Box 6882 Kamuela, HI 96743 <i>Expanding nearshore resource management at the individual, community, and public-private partnership levels</i>						
\$50,000 00 2011						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Malama Maunaloa P O Box 240421 Honolulu, HI 96824-0331 <i>Building a community-based plan for the marine resources in Maunaloa Bay</i> \$30,000 00 2012	501(c)(3)	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Mary Correa 590 Keonaona Street Hilo, HI 96720 <i>Conferral of the Alaka'ina Award to recognize past leadership and achievement in the design and/or implementation of Race to the Top reforms in Hawaii</i> \$10,000 00 2012	Individual	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Mental Health America of Hawaii 1124 Fort Street Mall Suite 205 Honolulu, HI 96813 <i>To match a contribution made by Elizabeth Murph</i> \$250 00 2012	501(c)(3)	\$0 00	\$250 00	\$0 00	\$250 00	\$0 00
Na Kamalii Hoaloa P. O. Box 1527 Kaunakakai, HI 96748 <i>To match an employee contribution made by Eric Co</i> \$1,000 00 2012	501(c)(3)	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Naonealaa	501(c)(3)	\$12,000 00	\$0 00	\$0 00	\$12,000 00	\$0 00
1110 'A'alapapa Drive Kailua, Hawaii 96734 <i>Creation of a business plan for a place-based, culturally grounded educational complex that will support schools and families toward improved educational outcomes in Hawaii</i>						
\$12,000 00 2011						
National School Leaders Network Inc	501(c)(3)	\$0 00	\$0 00	\$19,670 00	\$19,670 00	\$0 00
1100 E Washington Rd Hinsdale, MA 012235 Hinsdale, MA 01235 <i>For the creation of a principal leadership network in all Kaimuki Complex schools, and a supplemental grant to continue the work through 2012</i>						
\$64,670 00 2011						
Nature Conservancy, Inc.	501(c)(3)	\$500,000 00	\$0 00	\$0 00	\$500,000 00	\$0 00
923 Nuuanu Avenue, Honolulu, HI 96817 Honolulu, HI 96817 <i>Support for large-scale invasive algae removal in Kaneohe Bay and introduction of native sea urchins to restore the reefs of Kaneohe Bay</i>						
\$500,000.00 2011						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Nature Conservancy, Inc.	501(c)(3)	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0 00
923 Nuuanu Avenue, Honolulu, HI 96817						
Honolulu, HI 96817						
<i>Partial support for a Honolulu Magazine</i>						
<i>insert announcing the new watershed-scale</i>						
<i>DLNR initiative</i>						
\$5,000 00						
2011						
Nature Conservancy, Inc.	501(c)(3)	\$0 00	\$400,000 00	\$0 00	\$400,000 00	\$0 00
923 Nuuanu Avenue, Honolulu, HI 96817						
Honolulu, HI 96817						
<i>Working with Local Communities to</i>						
<i>Protect and Restore Hawaii's Marine</i>						
<i>Resources for Hawaii's People</i>						
\$400,000 00						
2012						
The New Teacher Center	501(c)(3)	\$300,000 00	\$0 00	\$0 00	\$300,000 00	\$0 00
725 Front Street						
Suite 400						
Santa Cruz, CA 95060						
<i>Building the Foundation for a Hawaii New</i>						
<i>Teacher Induction Network</i>						
\$385,000 00						
2011						
The Pacific American Foundation (PAF)	501(c)(3)	\$12,000 00	\$0 00	\$0 00	\$12,000 00	\$0 00
146 Hekili Street						
Suite 203						
Kailua, Hawaii 96734						
<i>Support for the Ke Kaula O Anahola</i>						
<i>Bilingual Ocean Resource Management</i>						
<i>And Conservation Project</i>						
\$25,000 00						
2011						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
The Pacific American Foundation (PAF) 146 Hekili Street Suite 203 Kailua, Hawaii 96734 <i>To support the February 4, 2012 World Wetlands Day event in Kailua</i> \$1,000 00 2012	501(c)(3)	\$1,000 00	\$0 00	\$0 00	\$1,000 00	\$0 00
Parents and Children Together 1485 Linapuni Street, Ste 105 Honolulu, HI 96819 <i>For capital funds to help purchase a transitional housing residence for women leaving the PACT short-term emergency and crisis shelter in Windward Oahu</i> \$200,000 00 2008	501(c)(3)	-\$100,000 00	\$0 00	\$0 00	\$0 00	-\$100,000 00
Polynesian Voyaging Society 10 Sand Island Parkway, Honolulu, HI 96819 Honolulu, HI 96819 <i>A supplemental grant award for work on the Ulu Mua sailing vessel by Honolulu Community College's Marine Education and Technology Center (METC.)</i> \$2,541 03 2012	501(c)(3)	\$0 00	\$1,633 00	\$908 03	\$2,541 03	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Polynesian Voyaging Society 10 Sand Island Parkway; Honolulu, HI 96819 Honolulu, HI 96819 <i>Documentation of community-based coastal restoration during the Statewide Sail to prepare educational connections and curriculum prior to our Worldwide Voyage</i>	501(c)(3)	\$0 00	\$29,400 00	\$0 00	\$29,400 00	\$0 00
\$29,400 00 2012						
PTA Hawaii Congress Kalaheo High PTSA 501(c)(3) 730 Iliaua St. Kailua, HI 96734 <i>\$70 00 per student participant in the 1997 "Project Graduation" celebration</i> \$13,160 00 1996	501(c)(3)	\$21,840 00	\$0 00	\$0 00	\$0 00	\$21,840 00
PTA Hawaii Congress Kalaheo High PTSA 501(c)(3) 730 Iliaua St Kailua, HI 96734 <i>Kalaheo Class of 2012 Beach Clean Up Crew - Our Oceans Matter!</i> \$2,051 00 2012	501(c)(3)	\$0 00	\$5,000 00	-\$2,949 00	\$2,051.00	\$0 00
Puakea Foundation Of Hawaii P O Box 1799 Kailua, HI 96734 <i>Capital support to establish the Puakea Learning Center at Heeia State Park to promote understanding of canoe building and use</i> \$60,000.00 2012	501(c)(3)	\$0 00	\$60,000 00	\$0 00	\$0 00	\$60,000 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Rehabilitation Hospital of the Pacific Foundation	501(c)(3)	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
226 N Kuakini Street Honolulu, HI 96817						
<i>Renovation to incorporate the latest in technology and design to provide Hawaii residents with quality medical rehabilitation</i>						
\$100,000.00 2011						
Roman Catholic Church in the State of Hawaii	501(c)(3)	\$0 00	\$95,000 00	\$0 00	\$47,500 00	\$47,500 00
6301 Pali Highway, Kaneohe, HI 96744						
Kaneohe, HI 96744						
<i>Pilot support for the implementation of Common Core Standards in three Windward Oahu schools via an effective professional development program for principals and teachers</i>						
\$95,000 00 2012						
Ronn Nozoe	Individual	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
P O Box 179338						
Honolulu, HI 96817						
<i>For the Alaka'ina Award recognizing past leadership and achievement in the design and/or implementation of Race to the Top public education reforms in Hawaii</i>						
\$10,000 00 2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Seabury Hall	501(c)(3)	\$250,000 00	\$0 00	\$0 00	\$250,000 00	\$0 00
480 Olinda Road Makawao, Maui, HI 96768 <i>For capital expansion and improvements</i> \$1,000,000 00 2006						
St. Ann's Church and School Boy Scout Troop 113	501(c)(3)	\$0 00	\$5,000 00	-\$565 00	\$4,435 00	\$0 00
45-129 Haiku Road Kaneohe, Hawaii 96744 <i>Hui o Koolau-poko watershed trail stabilization</i> \$4,435 00 2012						
St. John Vianney Parish School	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
940 Keolu Drive Kailua, HI 96734 <i>Perpetuating our Hawaiian culture by learning how to protect and preserve our 'Aina</i> \$5,000 00 2012						
St. Mark Lutheran School	501(c)(3)	\$25,000 00	\$0 00	\$0 00	\$25,000 00	\$0 00
45-725 Kanehameha Hwy Kaneohe, Hawaii 96744 <i>Renovation of 60 year-old existing facilities and equipment/technology upgrades that will benefit Saint Mark students and families</i> \$75,000 00 2011						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
State of Hawaii, Dept. of Land & Natural Resources	Government	\$0 00	\$250,000 00	\$0 00	\$0 00	\$250,000 00
1151 Punchbowl Street #310 Honolulu, HI 96813 <i>Acquisition of 3.44-acre open space buffer for Ulupou Heiau State Historical Park</i> \$250,000 00 2012						
Stephen Schatz	Individual	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
415 Halemaumau Street Honolulu, HI 96821 <i>Conferral of the Alaka'i Award to recognize past leadership and achievement in the design and/or implementation of Race to the Top reforms in Hawaii</i> \$10,000 00 2012						
PSI Child Centers	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
175A Kihapai Street Kailua, Hawaii 96734 <i>Seedlings, Sprouts and Shoots - A planting of culture and values in our preschoolers</i> \$5,000.00 2012						
Teach For America	501(c)(3)	\$0 00	\$475,000 00	\$0 00	\$225,000 00	\$250,000 00
500 Ala Moana Blvd Suite 3-400 Honolulu, Hawaii 96813 <i>Support to increase the number of corps members, improve teacher retention, and encourage alumni to aspire to leadership roles in schools</i> \$475,000 00 2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Tri-Isle Resource Conservation & Development Council, Inc. Box 338 Kahului, HI 96733 <i>For partial support for the establishment of a Fisheries Enforcement Unit Initiative in the Main Hawaiian Islands to improve the health of nearshore ecosystems</i> \$196,992.00 2012	501(c)(3)	\$0 00	\$196,992 00	\$0 00	\$98,496 00	\$98,496 00
Trinity Presbyterian Church, Inc. 875 Aulua Road Kailua, Hawaii 96734 <i>For capital support to double the number of classes in Junior Kindergarten through Sixth Grade and to build a middle and high school program and for supplemental funding for additional classroom improvements for middle and high school</i> \$583,660 00 2007	501(c)(3)	\$0 00	\$0 00	\$83,660 00	\$83,660 00	\$0 00
The Trust for Public Land 101 Montgomery St., Suite 900 San Francisco, CA 94104 <i>Support for the Windward portion of Greenprint for Oahu that identifies local and regional conservation priorities and addresses conservation challenges</i> \$25,000 00 2012	501(c)(3)	\$0 00	\$50,000 00	-\$25,000 00	\$0 00	\$25,000 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
U.S. Education Delivery Institute, Inc. 1250 H Street, NW Suite 880 Washington, DC, DC 20005 <i>Support to build the Hawaii DOE's capacity to implement its education reform projects by focusing on student outcomes and by creating effective project management delivery routines</i> \$114,241.00 2012	501(c)(3)	\$0 00	\$114,241 00	\$0 00	\$114,241 00	\$0 00
U.S. Education Delivery Institute, Inc. 1250 H Street, NW Suite 880 Washington, DC, DC 20005 <i>Expansion of existing HIDEO engagement to increase field work with Complex Area Superintendents and Principals to improve the ability to deliver on bold student outcome goals</i> \$69,647 50 2012	501(c)(3)	\$0 00	\$69,647 50	\$0 00	\$0 00	\$69,647 50
University of Hawaii Foundation P O Box 11270 Honolulu, HI 96828-0270 <i>For the Pacific Center for Environmental Studies</i> \$85,000 00 2008	501(c)(3)	\$15,000 00	\$0 00	\$0.00	\$15,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
University of Hawaii Foundation P O Box 11270 Honolulu, HI 96828-0270 <i>For implementation of the Hawaii's P-3 Demonstration Project model in Windward Oahu to achieve literacy by grade three</i> \$150,000 00 2010	501(c)(3)	\$100,000 00	\$0 00	\$0 00	\$100,000 00	\$0 00
University of Hawaii Foundation P O Box 11270 Honolulu, HI 96828-0270 <i>A matching and final grant to support the Pacific Center for Environmental Studies</i> \$5,000 00 2011	501(c)(3)	\$2,500 00	\$0 00	\$0 00	\$2,500 00	\$0 00
University of Hawaii Foundation P O Box 11270 Honolulu, HI 96828-0270 <i>A one-time challenge grant to support the UH Maui College Hawaiian Music Institute</i> \$200,000 00 2011	501(c)(3)	\$200,000 00	\$0 00	\$0 00	\$200,000 00	\$0 00
University of Hawaii Foundation P O Box 11270 Honolulu, HI 96828-0270 <i>Project management and coordination of the Native Hawaiian Educational Outcomes Council</i> \$50,000 00 2011	501(c)(3)	\$30,000 00	\$0 00	\$0 00	\$30,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
University of Hawaii Foundation P O Box 11270 Honolulu, HI 96828-0270 <i>The 'Ō'io Tagging Project</i> \$60,000 00 2011	501(c)(3)	\$30,000 00	\$0 00	\$0 00	\$30,000 00	\$0 00
University of Hawaii Foundation P O Box 11270 Honolulu, HI 96828-0270 <i>To strengthen the ability of the Hawaii P-20 Partnerships for Education to use longitudinal data, policy research, and communications to significantly increase college enrollment and completion rates</i>	501(c)(3)	\$0 00	\$322,844 00	\$10,408 00	\$333,252 00	\$0 00
\$333,252 00 2012						
University of Hawaii Foundation P O Box 11270 Honolulu, HI 96828-0270 <i>Support to improve agricultural outreach and education at the University of Hawaii College of Tropical Agriculture's Waimanalo Learning Center</i> \$25,907 00 2012	501(c)(3)	\$0 00	\$25,907 00	\$0 00	\$25,907 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
University of Hawaii Foundation P O Box 11270 Honolulu, HI 96828-0270 <i>Community Co-Management with the Department of Land and Natural Resources. A project to build long-term capacity and to develop a process for Community Based Subsistence Fishing Area (CBSFA) designation</i> \$258,458.00 2012	501(c)(3)	\$0 00	\$258,458 00	\$0 00	\$155,351 00	\$103,107 00
University of Hawaii Foundation P. O Box 11270 Honolulu, HI 96828-0270 <i>for Paipai 'o Ko'olanui, the initiative at Windward Community College to increase college access and completion</i> \$922,815.33 2012	501(c)(3)	\$0 00	\$922,815 33	\$0 00	\$0 00	\$922,815 33
University of Hawaii Foundation P O Box 11270 Honolulu, HI 96828-0270 <i>"Resources Enforcement Law Fellowship" to support State Department of Land & Natural Resources, Division of Conservation and Resources Enforcement (DOCARE)</i> \$69,342 00 2012	501(c)(3)	\$0 00	\$69,342 00	\$0 00	\$0 00	\$69,342 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Windward Neighborhood Security Watch Coordinators Group	501(c)(3)	\$0 00	\$5,500 00	\$0 00	\$3,500 00	\$2,000 00
828C Oneawa Street, Kailua 96734 Kailua, Hawaii 96734 Support for neighborhood partnerships with the Honolulu Police Department to make Windward Oahu a safe place to live, work, and play						
\$5,500 00 2012						
Women Make Movies Inc	501(c)(3)	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
462 Broadway, 5th Floor New York, NY 10013 Production support for THE ANIMATED ADVENTURES OF JUDO GIRL, a documentary and interactive website about Teshya Alo, a 14-year old female judo and wrestling phenomenon from Hawaii vying for world championship gold						
\$50,000 00 2012						
Grand Totals (105 items)		\$5,438,855 00	\$5,714,969 83	-\$447,303 94	\$5,948,273 06	\$4,758,247 83
		APPROVED AND PAID IN 2012	<2,878,562 00>			
		APPROVED IN 2012 FOR FUTURE YEARS	\$2,836,407.83			

HAROLD K.L. CASTLE FOUNDATION

FORM 990-PF, PART II, BALANCE SHEETS, LINE 11:

COST BASIS				
DESCRIPTION	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
REAL ESTATE FOR LEASE	3,415,733			3,415,733
LAND	1,692,544			1,692,544
	5,108,277	-	-	5,108,277

FORM 990-PF, PART II, BALANCE SHEETS, LINE 14:

COST BASIS				
DESCRIPTION	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
146 HEKILI - BUILDING & IMPROVEMENTS	2,126,941			2,126,941
MERCH ROW - BUILDING & IMPROVEMENTS	2,469,135			2,469,135
KAILUA VILLAGE - BLDG & IMPROVEMENTS	1,703,652	5,130		1,708,782
151 HEKILI - BUILDING & IMPROVEMENTS	6,328,243	-		6,328,243
609 KAILUA - BLDG & IMPROVEMENTS	4,812,326	12,295		4,824,621
591 KAILUA - BLDG & IMPROVEMENTS	6,620,892			6,620,892
PARKING GARAGE - BLDG	7,549,454			7,549,454
FOUNDATION OFFICE	1,669,279			1,669,279
	33,279,922	17,425	-	33,297,347
FURNITURE & FIXTURES	70,353	-		70,353
	33,350,275	17,425	-	33,367,700

ACCUMULATED DEPRECIATION			
BEGINNING BALANCE	DEPRECIATION	DISPOSALS	ENDING BALANCE
2,023,506	5,361		2,028,867
2,386,697	6,730		2,393,427
535,497	48,057		583,554
461,668	200,788		662,456
858,669	142,514		1,001,183
1,016,727	187,495		1,204,222
1,408,279	193,935		1,602,214
85,604	42,802		128,406
8,776,647	827,682	-	9,604,329
35,496	5,270		40,766
8,812,143	832,952	-	9,645,095

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

HAROLD K. L. CASTLE FOUNDATION

TIN: 99-0236405

TAX YEAR ENDED: DECEMBER 31, 2012

FORM 990-PF, PART VII-B, LINE 5

The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53-4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants

Name and Address of Grantee:	Hawaii Business Roundtable 1003 Bishop Street, Suite 2630 Honolulu, HI 96813
Amount of Grant:	\$ \$2,700.00
Date of Grant	- o Approved on 2/17/2012 - o Grant period is from 2/17/2012 to 2/17/2013 - o Payment in full: June 22, 2012 for \$2,700.00 by check #6983 - o Closed July 22, 2013
Purpose of Grant:	For technical assistance to improve a principal's ability to evaluate and support teachers
Amounts Expended by Grantee:	Grantee has expended \$2,700.00 to date.
To the Grantor's knowledge, has Grantee diverted a portion of funds from the purpose of the grant?	To our knowledge, the grantee has not diverted any portion of the grant funds, or the income therefrom.
Dates of Reports Received from the Grantee:	July 17, 2013
Dates and Results of any Verification of the Grantee's Reports:	To verify the contents of the report and to monitor the progress of the project, Terrence George spoke with Mr. Gary K. Kai on February 15, 2012 and again on April 18, 2012. Mr. George and /or Mr. Mitch D'Olier also corresponded with Mr. Kai on May 25, 2012, June 21, 2012 and July 18, 2012 to monitor the grantee's progress.

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

HAROLD K. L. CASTLE FOUNDATION
TIN: 45-4509939
TAX YEAR ENDED: DECEMBER 31, 2012

FORM 990-PF, PART VII-B, LINE 5

The following information is provided in accordance with IRC Sec 4945(h)(3) and Reg. 53-4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee:	Kuaaina Ulu Auamo (KUA) 307A Kamani St. Honolulu, Hawaii 96813
Amount of Grant:	\$ \$125,000.00
Date of Grant:	- o Approved 10/21/11 - o Grant period is from 9/1/2012 to 3/1/2013 - o Payments to date: Paid in full \$125,000.00 on 10/11/12 by check # 7484 - o Grant was closed on 4/9/13
Purpose of Grant:	Building What Works 3: Strengthening the Management of the E Alu Pu Network for Greater Impact
Amounts Expended by Grantee	Grantee has expended all funds, totaling \$125,000 00.
To the Grantor's knowledge, has Grantee diverted a portion of funds from the purpose of the grant?	To our knowledge, the grantee has not diverted any portion of the grant funds, or the income therefrom.
Dates of Reports Received from the Grantee:	See attachment listing dates of emails from and meetings with the grantee reporting on their progress. o Final report was received and approved by Marine Program Officer, Eric Co, on 4/9/13
Dates and Results of any Verification of the Grantee's Reports:	To verify the contents of the report and to monitor the progress of the project, Terrence George and/or Eric Co met with KUA on more than 30 occasions as noted on the attached sheet to monitor the grantee's progress

1. 10/1/2012 – email correspondence
2. 10/4/2012 - email correspondence
3. 10/6/2012 – all day attendance at KUA program event (E Alu Pu)
4. 10/12/2012 - email correspondence
5. 10/17/2012 – all-day meeting at HKLCF office
6. 10/31/2012- email correspondence
7. 11/7/2012 - email correspondence
8. 11/16/2012 - email correspondence, performance measures provided for grant
9. 11/20/2012 - email correspondence
10. 11/26/2012 - email correspondence
11. 11/30/2012 - email correspondence
12. 12/11/2012 - email correspondence
13. 12/14/2012 - email correspondence
14. 12/31/2012 - email correspondence
15. 1/10/2013 – meeting at HKLCF office
16. 1/14/2013 - email correspondence
17. 1/24/2013 - email correspondence
18. 1/25/2013 - email correspondence (multiple)
19. 2/6/2013 - email correspondence
20. 2/8-9/2013 – overnight attendance at KUA program event
21. 2/11/2013 - email correspondence
22. 2/21/2013 - email correspondence
23. 2/26/2012 – Meeting at KUA office
24. 3/1/2012 - email correspondence
25. 3/13/2012 - email correspondence
26. 3/21/2013- email correspondence
27. 3/26/2013 – Phone meeting
28. 4/1/2013 - email correspondence
29. 4/2/2013 - email correspondence
30. 4/18/2013 – Meeting at HKLCF office to wrap up following receipt of final report and discuss next steps/

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

HAROLD K L CASTLE FOUNDATION

TIN: 270855937

TAX YEAR ENDED DECEMBER 31, 2012

FORM 990-PF, PART VII-B, LINE 5

The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53-4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee:	Malama Pupukea Waimea P.O. Box 188 Haleiwa, HI 96712
Amount of Grant:	\$50,000.00
Date of Grant:	- o Approved 12/7/10 - o Grant period is from 12/15/2010 to 12/15/2012 - o Payments to date: \$50,000.00 - o \$25,000.00 paid on 2/10/11 by check # 5689 - o \$25,000.00 paid on 3/15/12 by check # 6681 - o Grant was closed on 2/26/13.
Purpose of Grant:	For a one-time challenge grant to build the organizational capacity of this voluntary marine conservation organization in the Waimea and Pupukea ahupua`a
Amounts Expended by Grantee:	Grantee has expended the entire grant amount of \$50,000.00
To the Grantor's knowledge, has Grantee diverted a portion of funds from the purpose of the grant?	To our knowledge, the grantee has not diverted any portion of the grant funds, or the income therefrom.
Dates of Reports Received from the Grantee:	See attachment listing dates of emails from and meetings with the grantee reporting on their progress. - o Progress and matching fund report was received and approved on 3/2/12. - o Final report was received and approved on 2/26/13
Dates and Results of any Verification of the Grantee's Reports:	To verify the contents of the report and to monitor the progress of the project, Eric Co met or corresponded with Prof Denise Antolini on 11 occasions as noted on the attached sheet to monitor the grantee's progress

1. October 7, 2011 – email update
2. November 3, 2011 – Lunch meeting
3. January 28, 2012 – All-day field site visit
4. January 29, 2012 – email correspondence after receiving progress report
5. February 13, 2012- email correspondence
6. February 16, 2012 - email correspondence
7. March 14, 2012 – email correspondence
8. March 21, 2012 - email correspondence
9. October 8, 2012 – in-person meeting with contract staff
10. January 16, 2012 - email correspondence
11. March 12, 2013 – Phone meeting – project debrief following receipt of final report on 2/26/13, and discussion of next steps

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions HAROLD K.L. CASTLE FOUNDATION	Employer identification number (EIN) or 99-6005445
	Number, street, and room or suite no. If a P.O. box, see instructions. 1197 AULOA ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. KAILUA, HI 96734	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

CARLTON K.C. AU

- The books are in the care of ► **1197 AULOA ROAD - KAILUA, HI 96734**
Telephone No ► **808-263-8900** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	61,080.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	66,015.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1 2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	HAROLD K.L. CASTLE FOUNDATION	99-6005445
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	1197 AULOA ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	KAILUA, HI 96734	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

CARLTON K.C. AU

- The books are in the care of ☒ 1197 AULOA ROAD - KAILUA, HI 96734

Telephone No ☒ 808-263-8900

FAX No ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN. THEREFORE, TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME THROUGH NOVEMBER 15, 2013 TO TIMELY FILE THIS RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	61,080.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	66,015.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature AGENT/CPA

Title AGENT/CPA

Date 03/14/13

Form 8868 (Rev. 1-2013)