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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation
ATHERTON FAMILY FOUNDATION
C/O BANK OF HAWAII

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
P.O. BOX 3170, DEPT. 715

City or town, state or province, country, and ZIP or foreign postal code
HONOLULU, HI 96802-3170

A Employer identification number
51-0175971

B Telephone number
808-694-4525

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 99,658,833.** (Part I, column (d) must be on cash basis)

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		283.	283.		STATEMENT 1
4 Dividends and interest from securities		1,372,183.	1,372,183.		STATEMENT 2
5a Gross rents		943,176.	943,176.		STATEMENT 3
b Net rental income or (loss) 708,419.					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		1,190,272.			
b Gross sales price for all assets on line 6a 18,082,640.					
7 Capital gain net income (from Part IV line 2)			1,190,272.		
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 20,440.		20,440.	17,440.		STATEMENT 5
12 Total. Add lines 1 through 11.		3,526,354.	3,523,354.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 6		28,459.	11,501.		16,958.
c Other professional fees STMT 7		442,744.	380,909.		61,835.
17 Interest					
18 Taxes STMT 8		294,047.	242,247.		0.
19 Depreciation and depletion		5,672.	5,672.		
20 Occupancy					
21 Travel, conferences, and meetings		8,875.	0.		8,875.
22 Printing and publications		2,518.	0.		2,518.
23 Other expenses STMT 9		219,038.	33,195.		185,843.
24 Total operating and administrative expenses. Add lines 13 through 23		1,001,353.	673,524.		276,029.
25 Contributions, gifts, grants paid		4,390,149.			4,390,149.
26 Total expenses and disbursements. Add lines 24 and 25		5,391,502.	673,524.		4,666,178.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,865,148.			
b Net investment income (if negative, enter -0-)			2,849,830.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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			
	2 Savings and temporary cash investments	920,193.	2,462,933.	2,462,933.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	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			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 1,610,175.			
	Less: accumulated depreciation STMT 11 ▶ 124,774.	1,491,073.	1,485,401.	10,797,099.
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	78,131,246.	75,352,700.	86,310,768.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 13)	183,132.	88,033.	88,033.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	80,725,644.	79,389,067.	99,658,833.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☒			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted	80,725,644.	79,389,067.	
	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	80,725,644.	79,389,067.	
	31 Total liabilities and net assets/fund balances	80,725,644.	79,389,067.	

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	80,725,644.
2 Enter amount from Part I, line 27a	2	-1,865,148.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	528,571.
4 Add lines 1, 2, and 3	4	79,389,067.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	79,389,067.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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 18,082,640.		16,892,368.	1,190,272.

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			1,190,272.

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	1,190,272.
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))
2012	4,339,624.	86,904,425.	.049936
2011	4,339,092.	92,338,339.	.046991
2010	4,648,802.	85,746,431.	.054216
2009	4,752,146.	83,592,512.	.056849
2008	4,818,688.	92,853,389.	.051896

2 Total of line 1, column (d)	2	.259888
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	.051978
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	93,986,026.
5 Multiply line 4 by line 3	5	4,885,206.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,498.
7 Add lines 5 and 6	7	4,913,704.
8 Enter qualifying distributions from Part XII, line 4	8	4,666,178.

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.

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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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	56,997.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	56,997.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	56,997.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	73,601.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	93,601.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
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	36,604.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	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 the 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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 2013 or the taxable year beginning in 2013 (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

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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	☐	☒
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	☐	☒
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	☒	☐
14 The books are in care of ► <u>BANK OF HAWAII</u> Telephone no. ► <u>808-694-4525</u> Located at ► <u>130 MERCHANT STREET, HONOLULU, HI</u> ZIP+4 ► <u>96813</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16 At any time during calendar year 2013, 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 ☒

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 ► ☐	1b		☒
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 2013?	1c		☒
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ► _____, _____, _____ 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. ► _____, _____, _____, _____	2b		
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 2013 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 2013) N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		☒
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 2013?	4b		☒

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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? **N/A** ☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

7b

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

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 14		0.	0.	0.

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

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

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

0

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Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services



0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3



0.

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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	70,788,157.
b	Average of monthly cash balances	1b	2,786,304.
c	Fair market value of all other assets	1c	21,842,824.
d	Total (add lines 1a, b, and c)	1d	95,417,285.
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	95,417,285.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,431,259.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	93,986,026.
6	Minimum investment return. Enter 5% of line 5	6	4,699,301.

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	4,699,301.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	56,997.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	56,997.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,642,304.
4	Recoveries of amounts treated as qualifying distributions	4	71,881.
5	Add lines 3 and 4	5	4,714,185.
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	4,714,185.

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	4,666,178.
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	4,666,178.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,666,178.

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.

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				4,714,185.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			332,870.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 4,666,178.				
a Applied to 2012, but not more than line 2a			332,870.	
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 2013 distributable amount				4,333,308.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				380,877.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

ATHERTON FAMILY FOUNDATION

Form 990-PF (2013)

C/O BANK OF HAWAII

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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 GRANTS STATEMENT 1	N/A	EXEMPT	SEE STATEMENT	4,258,359.
SEE GRANTS STATEMENT 2	NONE	N/A	SEE STATEMENT	131,790.
Total			▶ 3a	4,390,149.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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	LITIGATION PROCEEDS	P	VARIOUS	12/31/13
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	12/31/13
c	PUBLICLY TRADED SECURITIES	P	VARIOUS	12/31/13
d	ACADIAN EMERGING MKTS K1	P	VARIOUS	12/31/13
e	CHASE CAPITAL K1	P	VARIOUS	12/31/13
f	WTC-CTF GLOBAL K1		VARIOUS	12/31/13
g	CAPITAL GAINS DIVIDENDS			
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 3,997.		250.	3,747.
b 2,791,369.		2,616,609.	174,760.
c 15,001,871.		13,856,706.	1,145,165.
d 75,827.			75,827.
e 18,658.			18,658.
f		418,803.	-418,803.
g 190,918.			190,918.
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

(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			3,747.
b			174,760.
c			1,145,165.
d			75,827.
e			18,658.
f			-418,803.
g			190,918.
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

1,190,272.

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DREYFUS CASH MANAGEMENT FUND	283.	283.	
TOTAL TO PART I, LINE 3	283.	283.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACADIAN EMERGING MKTS K1	101,773.	0.	101,773.	101,773.	
BANK OF HAWAII #M13847	1,352,086.	190,918.	1,161,168.	1,161,168.	
CHASE CAPITAL PARTNERS K-1	4,558.	0.	4,558.	4,558.	
HMS HAWAII LP K-1	1.	0.	1.	1.	
INTL VENTURE FUND I LP K-1	7.	0.	7.	7.	
WTC-CTF GLOBAL NATRL RESOURCES	104,676.	0.	104,676.	104,676.	
TO PART I, LINE 4	1,563,101.	190,918.	1,372,183.	1,372,183.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL REAL ESTATE	1	943,176.
TOTAL TO FORM 990-PF, PART I, LINE 5A		943,176.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		5,672.	
REAL PROPERTY TAXES		183,029.	
GENERAL EXCISE TAXES		40,261.	
INSURANCE		796.	
PROFESSIONAL SERVICES		4,659.	
GE FILING FEES		340.	
- SUBTOTAL -	1		234,757.
TOTAL RENTAL EXPENSES			234,757.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			708,419.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WTC-CTF K1	2,775.	2,775.	
ACADIAN EMERGING MKTS K1	19,954.	19,954.	
CHASE CAP PARTNERS K1	-240.	-240.	
HMS HAWAII III K1	-5,049.	-5,049.	
2012 990T TAX REFUND	3,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	20,440.	17,440.	

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES	14,817.	7,408.		7,409.
TAX PREPARATION FEES	13,642.	4,093.		9,549.
TO FORM 990-PF, PG 1, LN 16B	28,459.	11,501.		16,958.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FUND MANAGEMENT	176,671.	114,836.		61,835.
INVESTMENT MGMT FEES	265,925.	265,925.		0.
INVMT EXP	148.	148.		0.
TO FORM 990-PF, PG 1, LN 16C	442,744.	380,909.		61,835.

FORM 990-PF

TAXES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD - ACADIAN K1	11,843.	11,843.		0.
FOREIGN TAXES WITHHELD - CHASE CAP. K1	101.	101.		0.
FOREIGN TAXES WITHHELD - WTC-CTF K1	6,581.	6,581.		0.
FOREIGN TAXES WITHHELD 2013 FEDERAL ESTIMATED TAXES - 990PF	432.	432.		0.
2012 FEDERAL EXTENSION PAYMENT - 990T	20,000.	0.		0.
2012 EXTENSION PAYMENT - 990PF	1,800.	0.		0.
REAL PROPERTY TAXES	30,000.	0.		0.
GENERAL EXCISE TAXES	183,029.	183,029.		0.
	40,261.	40,261.		0.
TO FORM 990-PF, PG 1, LN 18	294,047.	242,247.		0.

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
GRANTS ADMINISTRATION	170,000.	0.		170,000.
OTHER ADMINISTRATIVE EXPENSES	15,776.	15,183.		593.
MEMBERSHIP DUES	15,250.	0.		15,250.
INTL VENTURE FUND I LP K-1	1,395.	1,395.		0.
CHASE CAPITAL K1	2,399.	2,399.		0.
WTC-CTF K1	2,689.	2,689.		0.
ACADIAN EMERGING MKTS K1	5,734.	5,734.		0.
INSURANCE	796.	796.		0.
PROFESSIONAL SERVICES	4,659.	4,659.		0.
GE FILING FEES	340.	340.		0.
TO FORM 990-PF, PG 1, LN 23	219,038.	33,195.		185,843.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
RETURNED PRIOR YEAR GRANTS	71,880.
ADJUSTMENT TO BOOK VALUE OF PARTNERSHIPS	320,239.
PARTNERSHIP BOOK/TAX DIFFERENCES	136,452.
TOTAL TO FORM 990-PF, PART III, LINE 3	528,571.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDING	226,867.	124,774.	102,093.
LAND	1,383,308.	0.	1,383,308.
TOTAL TO FM 990-PF, PART II, LN 11	1,610,175.	124,774.	1,485,401.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHASE CAPITAL PTNRS PRIVATE EQUITY FUND OF FUNDS II	COST	213,618.	213,618.
HMS HAWAII III LP	COST	535,976.	535,976.
INTERNATIONAL VENTURE FUND I LP	COST	309,772.	309,772.
PACIFICAP TARGETED VENTURES LP	COST	139,279.	139,279.
SEE OTHER INVESTMENTS STATEMENT INV-1 ATTACHED	COST	65,050,284.	76,008,352.
WTC-CTF GLOBAL NATL RES.	COST	5,569,009.	5,569,009.
ACADIAN EMERGING MKTS	COST	3,534,762.	3,534,762.
TOTAL TO FORM 990-PF, PART II, LINE 13		75,352,700.	86,310,768.

FORM 990-PF

OTHER ASSETS

STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSETS FROM TECHNOLOGY GATEWAY DISTRIB	183,132.	88,033.	88,033.
TO FORM 990-PF, PART II, LINE 15	183,132.	88,033.	88,033.

FORM 990-PF

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

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JUDITH DAWSON 111 SOUTH KING STREET HONOLULU, HI 96813	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
JOAN H. ROHLFING 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/SECTY/DIRECTOR 0.00	0.	0.	0.
ROBIN MIDKIFF 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/DIRECTOR 0.00	0.	0.	0.
FRANK ATHERTON 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/TREAS/DIRECTOR 0.00	0.	0.	0.
PATRICIA GILES 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/DIRECTOR 0.00	0.	0.	0.
PAUL MORGAN 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

2013 DEPRECIATION AND AMORTIZATION REPORT

RENTAL REAL ESTATE															
Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	BUILDING	VARIOUS	SL	40.00		16	226,867.				226,867.	119,102.		5,672.	124,774.
2	LAND	VARIOUS	L				1,383,308.				1,383,308.			0.	
	* TOTAL 990-PF RENTAL DEPR						1,610,175.				1,610,175.	119,102.		5,672.	124,774.

ATHERTON FAMILY FOUNDATION

TIN 51-0175971

YEAR ENDED 12/31/13

ATTACHMENT TO FOR 990-PF, PART II BALANCE SHEET, LINE 13

CUSIP/ Description	Units	Tax Cost	Market Value
ALEXION PHARMACEUTICALS INC	1,690 000	155,358	224,574
BIOGEN IDEC INC	725.000	187,667	202,690
BLACKROCK INC	715 000	192,410	226,276
BRIDGEWAY BLUE CHIP 35 INDEX	275,575.213	1,998,812	2,956,922
CELGENE CORP	2,610.000	192,679	441,006
COGNIZANT TECH SOLUTIONS CORP	1,950.000	164,374	196,911
COMVERSE INC	9.000		349
DISCOVERY COMMUNICATIONS A	2,400.000	96,975	217,008
DOLLAR GENERAL CORP	3,825.000	133,344	230,724
DOUBLELINE TOTAL RETURN BOND FUND CL I	189,361.353	2,150,351	2,041,315
EBAY INC	4,100 000	176,819	224,947
ECOLAB INC	1,200 000	73,816	125,124
EUROPEAN AERONAUT-UNSP ADR	13,100.000	195,152	251,861
GOOGLE INC CL A	234 000	115,812	262,246
HARBOR INTL FD	167,856 192	10,390,533	11,919,468
INTUITIVE SURGICAL INS	409.000	151,970	157,089
LAS VEGAS SANDS CORP	2,625 000	109,110	207,034
ESTEE LAUDER COMPANIES INC CL A	2,325.000	138,644	175,119
LAUDUS MONDRIAN INST EM MKT	365,746.160	3,599,936	3,181,992
LITMAN GREGORY MASTERS INTERNATIONAL FUND CL INS	363,831.980	5,432,541	6,570,806
LONGLEAF PARTNERS SBI	160,278.416	4,461,847	5,409,397
MASTERCARD INC CLASS A	240.000	155,824	200,510
MONSANTO CO	2,325.000	171,502	270,979
MONSTER BEVERAGE CORP	2,375.000	143,402	160,954
NEOPHOTONICS CORP	4,307 000	95,099	30,407
PIMCO TOTAL RETURN II-INSTL	580,346.799	5,857,058	5,913,734
PIMCO ALL ASSETS ALL AUTH-IS	151,628.220	1,559,920	1,501,119
PIMCO UNCONSTRAINED BOND INS	400,679 553	4,491,472	4,443,536
PRAXAIR INC	810.000	89,813	105,324
PRECISION CAST PARTS CORP	555.000	88,539	149,462
PRICELINE.COM INC	200.000	212,094	232,480
REGENERON PHARMACEUTICALS INC	465 000	129,218	127,987
SWATCH GROUP AG/THE-UNSP SDR	3,700.000	120,781	122,625
TJX COMPANIES INC	1,925 000	81,847	122,680
TEMPLETON GLOBAL BOND FUND CL AD	312,969 636	4,004,204	4,096,773
TENCENT HOLDINGS LTD	4,725 000	111,669	301,403
TIME WARNER INC	3,350 000	192,190	233,562
VANGUARD INTERMEDIATE TERM TREAS FD ADM	431.167	4,893	4,795
VANGUARD INSTITUTIONAL INDEX FD	34,453 590	3,895,054	5,832,304
VERINT SYSTEMS INC	12.000		515
VISA INC CL A SHARES	1,015.000	74,934	226,020
WYNN RESORTS LTD	1,150 000	163,186	223,342
YUM! BRANDS INC	2,650.000	152,149	200,367
PROLIFIC GIVING INC. SERIES SEED PREFERRED STOCK	160,000 000	400,000	400,000
INVESCO LTD	4,300.000	148,605	156,520
FORESTER DIVERSIFIED LTD	1.000	7,000,000	8,610,707
THE WEATHERLOW OFFSHORE FD 1 LTD	1.000	5,588,684	7,117,389
Total Portfolio		65,050,284	76,008,352

Atherton Family Foundation
TIN: 51-0175971
2013 Grants List

Organization	Address	Project Description	Check Date	Payment Amount
Alexander & Baldwin Sugar Museum	P.O. Box 125 Puunene, HI 96784	Subdivision Application	4/2/2013	13,000.00
Aloha Harvest	3599 Waiālae Ave #23 Honolulu, HI 96816	Capacity Building	9/6/2013	12,500.00
Aloha International Piano Festival & Competition	1325 Aupāpaohe Street Kailua, HI 96734	Aloha International Piano Masterclasses and Workshops	4/2/2013	2,000.00
Aloha Medical Mission	810 N. Vineyard Blvd. Honolulu, HI 96817	Hawaii's only free dental clinic to operate at full-capacity by hiring a full-time dental assistant	7/8/2013	10,000.00
Aloha United Way	200 N. Vineyard Blvd., Ste. 700 Honolulu, HI 96817	2013 Annual Campaign	12/24/2013	200,000.00
Alternative Structures International	86-660 Lualualei Homestead Road Waiānae, HI 96792	Provide Organic Produce to Homeless Families & Obtain Food-Safety Certification	10/4/2013	20,000.00
American Bird Conservancy	4249 Loudoun Ave. The Plains, VA20198	State-of-the-art rat control to arrest the decline of endangered native birds on Kauai, HI	7/8/2013	10,000.00
American Cancer Society	2370 Nuuanu Ave Honolulu, HI 96817	Hope Lodge Hawaii - Temporary housing facility for cancer patients who are undergoing treatment	10/4/2013	25,000.00
American Red Cross - Hawaii Chapter	4155 Diamond Head Road Honolulu, HI 96816	Hurricane Preparedness Protection of Red Cross Headquarters Building	3/26/2013	25,000.00
ARC of Maui County	95 Mahalanī Street, Suite 17 Wailuku, HI 96793	Accessibility Renovations for New Group Home for People with Developmental Disabilities on Maui	7/31/2013	25,000.00
Artspace Projects, Inc	250 Third Avenue North, Suite 500 Minneapolis, MN55401	Ola Ka 'Ilima Artspace Lofts, a mixed-use development	7/8/2013	50,000.00
Assistive Technology Resource Centers of Hawaii	200 N Vineyard Blvd, Suite 430 Honolulu, HI 96817	Funding for Assistive Technology devices and equipment	7/8/2013	10,000.00
Awaiaulu	P.O. Box 235896 Honolulu, HI 96823-3516	Awaiaulu Translation and Resource Project	6/6/2013	50,000.00
Bay Clinic Inc.	224 Haili Street, Bldg. B Hilo, HI 96720	Ka'u Family Health Center Construction Project	1/10/2013	25,000.00
Best Buddies International Inc.	100 SE 2nd Street, Suite 2200 Miami, FL33131	Best Buddies Hawaii Oahu Expansion Project	7/8/2013	10,000.00
Big Island Mediation, Inc.	P.O. Box 7020 Kamuela, HI 96743	Middle School Pilot Program: Conflict Resolution and Peer Mediation	4/2/2013	10,000.00
Bishop Museum	1525 Bernice St. Honolulu, HI 96817-2704	Hawaiian Hall Restoration Project Phase II	10/25/2013	100,000.00
Bishop Museum	1525 Bernice Street Honolulu, HI 96817	General Support	12/24/2013	2,000.00
Blood Bank of Hawaii	2043 Dillingham Blvd. Honolulu, HI 96819-4024	Critical community need for reliable mobility; purchase of a new and a refurbished bloodmobile	10/4/2013	25,000.00
Blue Planet Foundation	55 Merchant Street, Ste 1700 Honolulu, HI 96813	WEfficiency: Crowdfunding for Nonprofit Energy Efficiency Improvements	12/6/2013	25,000.00
Book Trust	201 Lunden Street, Suite 202 Fort Collins, CO80524	Maui County Empowering Students Through Literacy Project	12/24/2013	5,000.00
Boys and Girls Club of the Big Island	100 Kamakahonu St. Hilo, HI 96720	Big Island Youth Leadership Initiative	12/24/2013	20,000.00
Camp Mokuleia Inc.	68-729 Farrington Highway Waialua, HI 96791	Creating a Sustainable Farm and Garden to Feed Our Kitchen and Our Souls	12/24/2013	25,000.00

Atherton Family Foundation
TIN: 51-0175971
2013 Grants List

Organization	Address	Project Description	Check Date	Payment Amount
Castle Medical Center	640 Ulukahiki St. Kailua, HI 96734-4498	Capital Expansion Project	12/24/2013	25,000.00
Cathedral Church of St. Andrew	229 Queen Emma Square Honolulu, HI 96813	St. Andrew's Restoration, Phase I: Renovation of Davies Hall	4/1/2013	60,000.00
Central Union Church of Honolulu	1660 S. Beretania St. Honolulu, HI 96826	Campaign Redevelopment Project, Phases I and IA	12/11/2013	100,000.00
Child and Family Service	91-1841 Fort Weaver Rd. Ewa Beach, HI 96706-1909	The Kauai Head Start Nutrition Program provides healthy meals to low income children 3-5 years old.	12/24/2013	5,000.00
Christian Liberty Ministries of Hawaii Inc	16675 Milo St. Keeau, HI 96749	Equipping the Field House Project	10/4/2013	10,000.00
Community Clinic of Maui Inc.	1881 Nani St. Wailuku, HI 96793	Electronic Doors	4/2/2013	10,000.00
Conservation International Foundation	2011 Crystal Drive, Suite 500 Arlington, VA22202	Hawaii Fish Trust	6/21/2013	50,000.00
Cooper Center Council	P.O. Box 1000 Volcano, HI 96785	Volcano Coquistadores: Keeping Volcano Nights Quiet: Controlling Coqui Frogs	4/2/2013	5,000.00
Domestic Violence Action Center	P.O. Box 3198 Honolulu, HI 96801	Survivors Thrive: Mental Health Services to Domestic Violence Action Center Clients	7/29/2013	9,500.00
Easter Seals Hawaii	710 Green Street Honolulu, HI 96813	Easter Seals Hawaii - Maui Campus for Disability Services	2/7/2013	25,000.00
Easter Seals Hawaii	710 Green Street Honolulu, HI 96813	Culinary Training Program for Easter Seals Hawaii's Napuakea Center	10/4/2013	15,000.00
Effective Planning Innovative Communication, Inc.	1130 N. Nimitz Hwy, Suite C-210 Honolulu, HI 96817	Hawaii Youth Opportunities Initiative	7/8/2013	50,000.00
Faith Action for Community Equity	1352 Liliha St., Room 2 Honolulu, HI 96817	Oahu Affordable Housing Preservation Project	4/2/2013	10,000.00
Family Programs Hawai'i	250 Vineyard St. Honolulu, HI 96813-2445	Technology Upgrade Program For Resource Families Support Services and Voluntary Case Management	12/24/2013	5,000.00
Family Promise of Hawaii	245 N. Kukui St. Suite 101 Honolulu, HI 96817	Daily laundry and computer access for families with children experiencing homelessness.	10/4/2013	2,500.00
FoodCorps	281 Park Avenue South New York, NY10010	FoodCorps Hawaii	10/4/2013	5,000.00
Friends of Iolani Palace	P.O. Box 2259 Honolulu, HI 96804	Iolani Palace Bedroom Carpets	10/4/2013	15,000.00
Friends of the Library of Hawaii	690 Pohukaina Street Honolulu, HI 96813	Year-round reading programs at Hawaii's public libraries; Centinnial Celebration of Hawaii State Libraries	4/2/2013	20,000.00
Girl Scouts of Hawaii	410 Atkinson Dr., Ste 2E1, Box 3 Honolulu, HI 96814	Paumalu Property Feasibility Study and Master Plan	9/25/2013	39,000.00
God's Country Waimanalo	P.O. Box 723 Waimanalo, HI 96795	Ho'oulu Pacific: Hihimanu Aquaponics Program	4/2/2013	10,000.00
Good Beginnings Alliance	33 S King St #200 Honolulu, HI 96813	Good Beginnings Alliance- Public Will Building Campaign	12/27/2013	75,000.00
Good Beginnings Alliance	33 S King St #200 Honolulu, HI 96813	General Support	12/24/2013	2,000.00
Grantmakers for Children, Youth & Families Inc.	8757 Georgia Avenue, Suite 540 Silver Spring, MD20910	2013 Membership Dues	4/2/2013	500.00
Grantmakers in the Arts	604 West Galer St. Seattle, WA98119-3253	General support	4/2/2013	1,500.00

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Hale Makua Health Services	472 Kaulana Street Kahului, HI 96732	Mechanical Lifts for Long Term Care Residents	7/8/2013	12,654.00
Hale 'Opio Kaua'i, Inc.	2959 Umi St Lihue, HI 96766	Diverting youth from the juvenile justice system through Kaua'i Teen Court	7/8/2013	15,000.00
Haleiwa Main Street	66-434 B Kamehameha Hwy Haleiwa, HI 96712	Fighting Poverty with Job Creation: The North Shore Clusters of Opportunity Initiative	4/2/2013	25,000.00
Haloalaunuiakea Early Learning Center	P O Box 1166 Kalaheo, HI 96741	Haloalaunuiakea Early Learning Center	10/4/2013	25,000.00
Hana Arts	P.O. Box 686 Hana, HI 96713	Extended Education in Ceramics	7/8/2013	3,500.00
Hawaii Alliance for Arts in Education	PO Box 3948 Honolulu, HI 96812-3948	Performing Arts Learning Centers Statewide	4/2/2013	30,000.00
Hawaii Alliance of Nonprofit Organizations	1020 South Beretania St., 2nd Flr Honolulu, HI 96814	Public Policy Program	12/27/2013	25,000.00
Hawaii Association of Independent Schools	1585 Kapiolani Blvd., #1212 Honolulu, HI 96814	The Wonder of Learning Project	4/2/2013	50,000.00
Hawaii Audubon Society	850 Richards Street, #505 Honolulu, HI 96813	Manu-o-Ku Tour	4/2/2013	5,000.00
Hawaii Autism Foundation	P. O. Box 2775 Honolulu, HI 96803	Caring for the Caregiver & Child Water Safety Training for Families with Autism	10/4/2013	10,000.00
Hawaii Baptist Academy	420 Wylie Stree Honolulu, HI 96817	Hawaii Baptist Academy Capital Campaign	12/24/2013	25,000.00
Hawaii Branch of the International Dyslexia Association	P.O. Box 61610 Honolulu, HI 96839-1610	General Support	12/24/2013	5,000.00
Hawaii Community Foundation	827 Fort Street Mall Honolulu, HI 96813	Pathways to Resilient Communities	4/2/2013	100,000.00
Hawaii Community Foundation	827 Fort Street Mall Honolulu, HI 96813	Community Scholarship Fund	4/2/2013	25,000.00
Hawaii Craftsmen	1159 Nuuanu Ave Honolulu, HI 96817	Hawaii Craftsmen Basic Programs	4/2/2013	7,500.00
Hawaii Family Law Clinic	550 Halekauwila St., Suite 207 Honolulu, HI 96813	Coaching Boys into Men	4/2/2013	5,000.00
Hawaii Foodbank	2611 Kilihaui Street Honolulu, HI 96819	Feed Hawaii's Hungry: 2013 Campaign to Fill Our Warehouse Shelves	12/24/2013	10,000.00
Hawaii Forest Institute	P. O. Box 66 O'okala, HI 96774	Honolulu Zoo Children's Discovery Forest	4/2/2013	15,000.00
Hawaii High School Rodeo Association	P.O. Box 24 Holualoa, HI 96725	Maui District: HHSRA 2012-2013 Rodeo	4/2/2013	2,000.00
Hawaii International Child Placement & Family Services, Inc.	1168 Waimanu Street Honolulu, HI 96714	Ka Makana Outreach Plan	4/2/2013	4,400.00
Hawaii Island United Way, Inc.	142 Kinoole Street, Suite A Hilo, HI 96720	2013-2014 Annual Campaign	12/24/2013	10,000.00
Hawaii Nature Center	2131 Makiki Heights Drive Honolulu, HI 96822	Hawaii Nature Center Rain Pavilion	12/11/2013	25,000.00
Hawaii Pacific University	1188 Fort Street Mall, Ste 323 Honolulu, HI 96813	Increasing Student Success at HPU: The Peer Mentoring Project	12/24/2013	25,000.00
Hawaii Pastors Roundtable	P.O. Box 699 Honolulu, HI 96809	Strengthening Disaster Preparedness and Response in Hawaii	10/4/2013	10,000.00
Hawaii Preparatory Academy	65-1692 Kohala Mountain Road Kamuela, HI 96743	General Support	12/24/2013	2,500.00

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Hawaii Theatre Center	1132 Bishop St., Ste. 1404 Honolulu, HI 96813	HTC Capital Improvement - Phase I	1/10/2013	75,000.00
Hawaiian Historical Society	560 Kawaiahao St. Honolulu, HI 96813	Hawaiian Historical Society Collections Preservation Project	12/24/2013	25,000.00
Hawaiian Humane Society	2700 Waialae Avenue Honolulu, HI 96826	Animal Sterilization Program	8/26/2013	10,000.00
Hawaiian Kamalii Inc.	P.O. Box 5053 Kahului, HI 96732	Capital Improvements to our Hale, Waa and Aina	5/6/2013	5,000.00
Hawaiian Mission Children's Society	553 S. King St. Honolulu, HI 96813	HMH Membership and Marketing 2013	4/2/2013	25,000.00
Hawaiian Mission Children's Society	553 S. King St. Honolulu, HI 96813	General Support (\$1,000); Hawaiian Mission Houses Historic Site and Archives (\$1,000)	12/24/2013	2,000.00
Healthy Mothers, Healthy Babies Coalition of Hawaii	1500 S. Beretania St. #308 Honolulu, HI 96826	Hawaii Cribs for Kids - comprehensive safe sleep education & SIDS prevention	7/8/2013	10,000.00
Helping Hands Hawaii	2100 North Nimitz Highway Honolulu, HI 96813	Helping Hands Hawaii Technology Upgrades	4/2/2013	10,000.00
Holy Nativity School	5286 Kalaniana'ole Hwy Honolulu, HI 96825-1883	Eco-Friendly Playground - A Community Builder	1/15/2013	15,000.00
Honolulu Academy of Arts dba Honolulu Museum of Art	900 South Beretania Street Honolulu, HI 96814	Honolulu Museum of Art: An Ally for Academic Achievement for Title 1 Schools	7/8/2013	45,000.00
Honolulu Academy of Arts dba Honolulu Museum of Art	900 South Beretania Street Honolulu, HI 96814	Flower Fund (\$2,500) and Development Stewardship Fund (\$2,500)	12/24/2013	5,000.00
Honolulu Armed Services YMCA of the USA	1057 North Road Honolulu, HI 96818	ASYMCA of Honolulu Playmorning Van	6/6/2013	5,000.00
Honolulu Blend Show Chorus	1815 Kilohi Street Honolulu, HI 96819	Honolulu Blend Show Chorus Riser Project	12/24/2013	5,000.00
Honolulu Theatre for Youth	1149 Bethel St., Ste 700 Honolulu, HI 96813	LONO'S JOURNEY. New Hawaiian Based Theatrical Works	10/4/2013	6,000.00
Honolulu Zoological Society	151 Kapahulu Avenue Honolulu, HI 96815	Zoo to You: Reaching all of Hawaii's Keiki	4/2/2013	25,000.00
Hospice Hawaii	860 Iwilei Road Honolulu, HI 96817	Kailua House Repairs and Renovation Project	7/8/2013	10,000.00
Hospice of Hilo	1011 Wai'anuenue Avenue Hilo, HI 96720	Hospice of Hilo's Hawai'i Palliative Care Center	10/4/2013	15,000.00
Hui No'eau Visual Arts Center	2841 Baldwin Avenue Makawao, HI 96768	Leveraging Technology & Efficiency Initiative	7/8/2013	10,000.00
Hula Preservation Society	P.O. Box 6274 Kaneohe, HI 96744	Led By Our Elders	12/24/2013	20,000.00
I Ola Lahui, Inc.	677 Ala Moana Blvd., Suite 904 Honolulu, HI 96813	I Ola Lahui Psychology Training Program: Bringing Behavioral Health Services to Maui	7/8/2013	10,000.00
Iao Congregational Church	2371 West Vineyard St. Wailuku, HI 96793	Iao Preschool Playground Structure and Surfacing	4/2/2013	10,000.00
Island School	3-1875 Kaunualii Highway Lihue, HI 96766-9597	Campus Access Improvement Project	4/2/2013	25,000.00
Kaala Farm, Inc.	P.O. Box 630 Wai'anae, HI 96792	Rebuild Ka'ala	4/2/2013	20,000.00
Kahului Baptist Church	309 S. Puunene Ave. Kahului, HI 96732	Pre-K Program and Classroom Improvement Project	12/24/2013	10,000.00
Kai Loa Inc.	46-500 Kuneke St. Kaneohe, HI 96744	Na Pualei Early Learning Center	6/6/2013	20,000.00

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Kai Makana Inc	P.O. Box 22719 Honolulu, HI 96823	Using Smart Phone Technology for Ocean Science Education & Outreach	4/2/2013	10,000.00
Kalahikiola Congregational Church	P. O. Box 159 Kapaa, HI 96755	General Support	12/24/2013	2,500.00
Kalihi Union Church	2214 N. King Street Honolulu, HI 96819	Multipurpose Facility/Gym Renovation Project	10/4/2013	25,000.00
Kapiolani Health Foundation	55 Merchant St., 26th Flr. Honolulu, HI 96813	Campaign for Hawaii's Children: Phase I Renovation of Kapiolani Medical Center for Women & Children	2/12/2013	50,000.00
Kauai Bible Church	P.O. Box 116 Lawai, HI 96765-0570	Updating Computers	4/2/2013	5,000.00
Kauai Christian Academy	PO Box 1121 Kilauea, HI 96754-9999	KCA Gym Construction	12/24/2013	12,500.00
Kauai Christian Fellowship	PO Box 633 Lawai, HI 96765	Kauai Christian Fellowship Teen & Sports Center	10/4/2013	25,000.00
Kauai Hospice, Inc.	4457 Pahee Street Lihue, HI 96766	Share the Care Program	4/2/2013	15,000.00
Kauai Planning and Action Alliance	2959 Umi Street, Suite 201 Lihue, HI 96766	Ensuring Effectiveness of Services for Children and Youth	7/8/2013	25,000.00
Kauai United Way	4374 Kukui Grove Street #210 Lihue, HI 96766	2013-2014 Annual Campaign	12/24/2013	10,000.00
KCAA Preschools of Hawaii	2707 S. King Street Honolulu, HI 96826	KCAA Preschools Center for Early Education and Development (CEED)	9/6/2013	100,000.00
KHM International	P.O. Box 482188 Kaunakakai, HI 96748	Ola O Loko	11/8/2013	15,000.00
Kilauea Drama & Entertainment Network (KDEN)	HCR 3 Box 13089 Kea'au, HI 96749	Theater Equipment	10/4/2013	10,000.00
Kokolulu Farm and Cancer Retreats, Inc.	P.O. Box 340 Hawi, HI 96719	Food as Medicine	10/4/2013	5,000.00
Kona Music Society	PO Box 5007 Kailua-Kona, HI 96745	Adult and Youth Chorus	7/8/2013	5,000.00
Kualoa-Heeiea Ecumenical Youth Project	47-200 Waihee Rd. Kaneohe, HI 96744	KEY Project's Kipuka Cafe and Kitchen: Capital Improvements 2013-2014	12/24/2013	20,000.00
Kupu	4211 Wai'alea Ave., Suite 1020 Honolulu, HI 96816	CommunityU	10/4/2013	20,000.00
La Pietra - Hawaii School for Girls	2933 Poni Moi Road Honolulu, HI 96815	La Pietra Classroom Transformation Project	4/2/2013	25,000.00
La Pietra - Hawaii School for Girls	2933 Poni Moi Road Honolulu, HI 96815	General Support	12/24/2013	5,000.00
Lanai Community Health Center	P. O. Box 630142 Lanai City, HI 96763	Patient Centered Medical Home Recognition	8/29/2013	25,000.00
Lead4Tomorrow	P.O. Box 109 Kaneohe, HI 96744	Connecting families community by community to end abuse and neglect of our youngest keiki	7/8/2013	10,000.00
Lokelani 'Ohana	2315 Kahekili Hwy Wailuku, HI 96793	Lokelani 'Ohana Waihe'e Organic Farm Equipment Purchase and Expansion	7/8/2013	10,000.00
Love the Journey, Inc	PO Box 3076 Lihue, HI 96766	Men's Transitional House	4/2/2013	4,500.00
Makua Lani Christian School	74-4947 Mamalahoa Hwy. Holualoa, HI 96725	Enhancing Education Through Music and Technology	4/2/2013	5,000.00
Malama Maunaloa	P. O. Box 240421 Honolulu, HI 96824	Building Volunteer Leaders to Restore and Conserve Maunaloa Bay	4/2/2013	25,000.00

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Malama Na Makua A Keiki	PO Box 791749 Paia, HI 96779	Project to Purchase a Used Passenger Van to transport MFRC clients and their children	10/4/2013	10,000.00
Malama Pupukea-Waimea	P. O. Box 188 Haleiwa, HI 96712	Ka Papa Kai: Developing Responsibility for Ocean Stewardship	10/4/2013	5,000.00
Mana'olana Pink Paddlers	PO Box 588 Kihei, HI 96753	Hawaiian Outrigger Enhancement Project	12/24/2013	5,000.00
Marine Mammal Center	2000 Bunker Rd. Fort Cronkhite Sausalito, CA 94965	Hawaiian Monk Seal Health Care Facility	7/8/2013	35,000.00
Maui Academy of Performing Arts	81 N. Church St. Wailuku, HI 96793	Enhanced Data System Infrastructure & Access	4/2/2013	3,000.00
Maui County Community Television	333 Dairy Rd., Ste. 104 Kahului, HI 96732-2449	Project YBEAM	10/4/2013	10,000.00
Maui Economic Opportunity, Inc.	99 Mahalani Street Wailuku, HI 96793	Transportation Call Center Phone System	12/24/2013	7,000.00
Maui Family YMCA	250 Kanaloa Ave. Kahului, HI 96732	A+ 21st Century	7/8/2013	25,000.00
Maui Inc., Habitat for Humanity	970 Lower Main St Wailuku, HI 96793	Automation of ReStore and Office	12/24/2013	5,000.00
Maui Preparatory Academy	PMB #186 5095 Napilihaui Street, #109B Lahaina, HI 96761	Technology Tools for Teachers	12/24/2013	10,000.00
Maui United Way	270 Hookahi St, Suite 301 Wailuku, HI 96768	2013-2014 Annual Campaign	12/24/2013	10,000.00
Mediation Services of Maui Inc.	95 Mahalani Street, Suite 25 Wailuku, HI 96793	Restorative Justice for Maui County	12/24/2013	5,000.00
Mental Health America of Hawaii	1124 Fort Street Mall, Room 205 Honolulu, HI 96813	Training Trainers to Stop Youth Suicide and Bullying	4/2/2013	10,000.00
Mental Health America of Hawaii	1124 Fort Street Mall, Room 205 Honolulu, HI 96813	Statewide Network to Stop Youth Suicide and Bullying	12/24/2013	5,000.00
Mid-Pacific Institute	2445 Kaala Street Honolulu, HI 96822	Building on Excellence Campaign	3/21/2013	100,000.00
Mililani Community Church	95-801 Kipapa Dr., Room 2 Mililani, HI 96789	Phase I Early Education Building	7/8/2013	25,000.00
Moanalua Gardens Foundation, Inc.	1352 Pineapple Place Honolulu, HI 96819	Re-design and updating of Moanalua Gardens Foundation's website	7/8/2013	15,000.00
Molokai Arts Center, Inc.	PO Box 116 Kualapu'u, HI 96757	Molokai Arts Center	12/24/2013	10,000.00
Molokai Community Service Council	P.O. Box 2047 Kaunakakai, HI 96748	2013-2014 Annual Campaign: Friendly Isle United Way	12/24/2013	6,000.00
Molokai Land Trust	P.O. Box 1884 Kaunakakai, HI 96748-1884	Fundraising & Community Outreach Capacity Building - Computer System & Camera	4/2/2013	5,000.00
Mothers Against Drunk Driving, Honolulu Chapter	745 Fort St., Suite 303 Honolulu, HI 96813	Power of Parents	4/2/2013	10,000.00
National Alliance on Mental Illness Hawaii	770 Kapiolani Blvd., Suite 613 Honolulu, HI 96813	Homeless Prevention Through Family Support	12/24/2013	5,000.00
National Multiple Sclerosis Society, Hawaii Chapter	418 Kuwili St., Suite 105 Honolulu, HI 96817	Knowledge is Power: The Research Update & Cognition Programs	4/2/2013	10,000.00
Network Enterprises, Inc.	3375 Koapaka St., Ste F22035 Honolulu, HI 96819-1815	Paid Work Experience Services	12/24/2013	5,000.00
New Global Citizens	1430 W Broadway, Suite 208 Tempe, AZ 85282	NGC Hawaii Co-Curricular Pilot Program 2013-2014	10/4/2013	10,000.00

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North Kohala Community Resource Center	P.O. Box 519 Hawi, HI 96719	Kohala Hospital Charitable Foundation: Rural Emergency Care Project- RECAP	7/8/2013	25,000.00
North Kohala Community Resource Center	P.O. Box 519 Hawi, HI 96719	Kohala Equine Education Center	12/24/2013	10,000.00
One Love Outreach Inc.	P.O. Box 283246 Honolulu, HI 96828	Phase II Minor Construction/Renovation	4/2/2013	10,000.00
Organ Donor Center of Hawaii	1149 Bethel St., Suite 801 Honolulu, HI 96813	Maximizing organ and tissue recovered for transplantation through quality	10/4/2013	10,000.00
Pacific American Community Cultural Center	P.O. Box 9817 Moreno Valley, CA 92552	Hawaii Sons of the Civil War: HSCW Productions, LLC	12/24/2013	5,000.00
Pacific American Foundation	146 Hekili Street #203 Kailua, HI 96734	Nalu Studies	4/2/2013	10,000.00
Pacific American Foundation	146 Hekili Street #203 Kailua, HI 96734	Ke Kaiaulu O Anahola: Project Kupa'a (Youth Environmental Stewardship Program)	7/8/2013	12,500.00
Pacific and Asian Affairs Council	1601 East-West Rd, 4th Flr. Honolulu, HI 96848	High School Global Education Outreach Program	7/8/2013	25,000.00
Pacific Gateway Center	83 North King Street Honolulu, HI 96817	Pacific Gateway Center 3rd Floor Construction	10/25/2013	20,000.00
Pacific News Service	275 9th St. San Francisco, CA 94103	The Beat Within (Hawaii) seeks continued funding to support incarcerated youth via writing workshops	10/4/2013	5,000.00
Palama Settlement	810 North Vineyard Blvd. Honolulu, HI 96817	The Culture Club Project	4/30/2013	10,000.00
Palolo Chinese Home	2459 10th Avenue Honolulu, HI 96816	Phase III - Renovation of Farm Hall and Upper Campus Entry	3/1/2013	35,000.00
Parent Participation Nursery School	92 Kaneohe Bay Dr. Kailua, HI 96734	Re-Roof Parent Participation Nursery School	12/24/2013	11,100.00
Parker School	65-1224 Lindsey Road Kamuela, HI 96743	General Support	12/24/2013	2,500.00
Partners in Development	2040 Bachelot Street Honolulu, HI 96817	Baibala Hemolele Project	6/21/2013	100,000.00
PATCH (People Attentive to Children)	650 Iwilei Road, Suite 205 Honolulu, HI 96817	Early Childhood Education Online Training Program	5/31/2013	10,000.00
Paukukalo Hawaiian Homes Community Assoc. Inc.	781 Kawanakoa Street Wailuku, HI 96793	Maui Leadership Development Training	7/8/2013	3,000.00
Punahou School	1601 Punahou Street Honolulu, HI 96822	Kindergarten-First Grade (K-1) Project	12/6/2013	200,000.00
Punahou School	1601 Punahou Street Honolulu, HI 96822	Art Conservation Project	12/24/2013	5,000.00
Purdue University	403 W Wood St. West Lafayette, IN 49707	The Tropical Hardwood Tree Improvement and Regeneration Center	12/27/2013	25,000.00
Real Ongoing Opportunities To Soar, Inc.	P.O. Box 975 Haiku, HI 96708	Community Sustainability Gardening Project	4/2/2013	5,000.00
Recycle Hawaii	P.O. Box 4847 Hilo, HI 96720-0847	CAPture Bottle Cap Reclamation Project	12/24/2013	10,000.00
Rehabilitation Hospital of the Pacific Foundation	226 North Kuakini Street Honolulu, HI 96817	Third Floor Unit Team Station	5/31/2013	40,000.00
Sacred Hearts School	239 Dickenson St. Lahaina, HI 96761	Sacred Hearts School Phase 3 iPad and Macbook Learning Lab Project: Middle School	7/8/2013	20,000.00
Saint Catherine School	5021 Kawaihau Road Kapaa, HI 96746	Technology Grant	12/24/2013	10,000.00

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Shriners Hospital for Children	1310 Punahou Street Honolulu, HI 96826	Shriners Hospitals for Children Honolulu new building project of entire facility	1/28/2013	50,000.00
Small World Preschool	P.O. Box 636 Kamuela, HI 96743-0636	Construct Firewall and Parapet Project	4/2/2013	8,000.00
Small World Preschool	P.O. Box 636 Kamuela, HI 96743-0636	General Support	12/24/2013	2,500.00
Society of Architectural Historians	1365 N. Astor St. Chicago, IL 60610-2144	"Buildings of Hawaii / SAH Archipedia," an interactive, web-based resource of the built environment.	10/4/2013	10,000.00
Special Olympics Hawaii, Inc.	P.O. Box 3295 Honolulu, HI 96801	Project Unify Outreach	7/8/2013	5,000.00
St. Anthony Junior Senior High School	1618 Lower Main Street Wailuku, HI 96793	Communications and Media Lab	12/24/2013	10,000.00
St. Francis Healthcare Foundation of Hawaii	2228 Liliha Street Suite 205 Honolulu, HI 96817	St. Francis Intergenerational Center	5/31/2013	25,000.00
St. Francis School	2707 Pomoa Road Honolulu, HI 96822	Athletic Gymnasium	10/4/2013	25,000.00
St. John Vianney Parish School	940 Keolu Dr. Kailua, HI 96734	Three Year Old Early Learning Center	7/29/2013	15,000.00
St. Joseph Early Learning Center	1294 Makawao Ave. Makawao, HI 96768	St. Joseph ELC Play Area Safe Surface Project	10/4/2013	25,000.00
St. Joseph School - Hilo	1000 Ululani Street Hilo, HI 96720-3999	Covered Breezeway and Walkway Replacement Project	12/6/2013	15,000.00
St. Peters Episcopal Church	1317 Queen Emma Street Honolulu, HI 96813	St. Peter's Organ	7/29/2013	20,000.00
Storybook Theatre of Hawaii	P.O. Box 820 Hanapepe, HI 96716	Environmental Literacy Initiative - Elementary School Age Children	12/24/2013	5,000.00
Supporting the Language of Kauai	P.O. Box 245 Lihue, HI 96765	Modular Unit Project	8/2/2013	25,000.00
Sutter Health Pacific dba Kahi Mohala Hospital	91-2301 Old Fort Weaver Road Ewa Beach, HI 96706	Child and Adolescent Patient Services Upgrade	4/2/2013	9,400.00
Teach For America	99-080 Kauhale St. C-20 Aiea, HI 96701	Teach For America - Hawai'i - Double Hawai'i Corps Size to Increase Impact	5/6/2013	25,000.00
The Arc of Hilo	1099 Waianuenue Ave. Hilo, HI 96720	Capital Expansion - Multi Purpose Facility	8/2/2013	25,000.00
The Foundation Center	79 Fifth Ave. New York, NY 10003-3076	2013 General Support	4/2/2013	2,500.00
The Friends of the D.T. Fleming Arboretum	P.O. Box 101 Makawao, HI 96768	Project Trail Upgrade	12/24/2013	2,000.00
The Friends of the Palace Theater	38 Haili St. Hilo, HI 96720	Marketing Capacity Building	12/24/2013	10,000.00
The Movement Center	1215 Center St., #211 Honolulu, HI 96816	The Movement Center: Replace Permanent Dance Floor	7/8/2013	5,000.00
The Nature Conservancy of Hawaii	923 Nu'uuanu Ave. Honolulu, HI 96817	Community-based Marine Conservation and the Marine Fellowship Program	3/1/2013	50,000.00
The Toddler Program	3509 Pahoa Avenue Honolulu, HI 96816	Early Childhood Playground Project	4/2/2013	10,000.00
Tri-Isle Resource Conservation and Development Council	Box 338 Kahului, HI 96733	Ai Pono: Building Bridges between Kaho'olawe and Kihir: Kaho'olawe Island Reserve Commission	12/24/2013	10,000.00
Trust for Public Land	101 Montgomery Street, Suite 900 San Francisco, CA 94104	Hawaii Statewide Greenprint 2050	7/29/2013	25,000.00
University of Hawaii Foundation	PO Box 11270 Honolulu, HI 96822	President's Discretionary Fund	4/2/2013	25,000.00

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Volcano Art Center	P.O. Box 129 Volcano, HI 96785	General Support	12/24/2013	10,000.00
Volcano Art Center	P.O. Box 129 Volcano, HI 96785	Volcano Art Center's 40th Anniversary	12/24/2013	5,000.00
Wahiawa Center for Community Health	302 California Ave. Wahiawa, HI 96786	Wahiawa Center for Community Health Organizational Capacity Building Project	12/24/2013	20,000.00
Waikiki Community Center	310 Paoakalani Avenue Honolulu, HI 96815	Community Preschool Playground & Flooring	7/8/2013	10,000.00
Waikiki Health	277 Ohua Avenue Honolulu, HI 96815	Start-up Dental Services Targeting Low-Income, Underserved and Homeless Patients	7/8/2013	10,000.00
Waikoloa Community Development Corp.	PO Box 383097 Waikoloa, HI 96738	Skate Park at Kamakoa Nui Park	4/2/2013	15,000.00
Waimanalo Health Center	41-1347 Kalaniana'ole Highway Waimanalo, HI 96795	Building Capacity of Waimanalo Health Center Staff through eLearning and Other Integrated Methods	12/24/2013	10,000.00
Waioli Corporation	P O. Box 1631 Lihue, HI 96766	Office and Curatorial Equipment Project	4/2/2013	10,000.00
Waipa Foundation	P. O. Box 1189 Hanalei, HI 96714	Waipa Foundation Community Kitchen, Poi Mill and Hale Imu - a Capital Project	4/2/2013	33,333.00
Washington Place Foundation	P. O. Box 873 Honolulu, HI 96808	Research to Support the Care and Restoration of Washington Place	9/25/2013	41,472.00
Washington Place Foundation	P.O. Box 873 Honolulu, HI 96808	General Support	12/24/2013	5,500.00
West Hawaii Dance Theatre	74-5626 Alapa Street Kailua-Kona, HI 96740	Information Technology Upgrade	4/2/2013	3,000.00
Whale Trust	P.O. Box 243 Makawao, HI 96768	Whale Trust Maui Capacity Building	4/2/2013	10,000.00
Winners at Work	414 Kuwili Street, Ste. 103 Honolulu, HI 96817	Thread-Ability Program	4/2/2013	7,500.00
Women In Theatre (WIT)	P. O. Box 3803 3-2087 Kaunualii Highway Lihue, HI 96766	Stage lighting for WIT's End Theatre	7/8/2013	5,000.00
Women Make Movies, Inc.	115 W. 29th Street, Suite 1200 New York, NY 10001	The Animated Adventures of Judo Girl: Making Waves Films, LLC	12/24/2013	10,000.00
YMCA of Honolulu, Metropolitan Office	1441 Pali Hwy. Honolulu, HI 96813	General Support	12/24/2013	8,500.00
YWCA of Kauai	3094 Elua St. Lihue, HI 96766	Soundproofing Child Therapy Play Room and Family Counseling Rooms	10/4/2013	10,000.00
YWCA of Oahu	1040 Richards Street Honolulu, HI 96813	Patsy T. Mink Center for Business and Leadership	10/4/2013	15,000.00
Zoological Society of San Diego	P.O. Box 120551 San Diego, CA 92112-0551	Forest Guardians Project	11/4/2013	10,000.00
				<u>4,258,359.00</u>

Atherton Family Foundation

TIN: 51-0175971

YEAR ENDED DECEMBER 31, 2013

Payee Name	Purpose	Payment Amount
Azusa Pacific University		
P O Box 7000 Azusa, CA 91702-7000		
Fuyuki, Ken	Scholarship	\$7,120 00
Manley, Charisse	Scholarship	\$7,120 00
Subtotal for Azusa Pacific University		\$14,240.00
Biola University		
13800 Biola Ave La Mirada, CA 90639-0001		
Campbell, Benjamin	Scholarship	\$2,300 00
Hallman, Michael	Scholarship	\$6,100 00
Manley, Clinton	Scholarship	\$3,750 00
Young, Micah	Scholarship	\$4,720 00
Subtotal for Biola University		\$16,870 00
Creighton University		
Office of Financial Aid Omaha, NE 68178		
Morihara, Clarke	Scholarship	\$4,710 00
Subtotal for Creighton University		\$4,710 00
Fuller Theological Seminary		
135 N Oakland Ave Pasadena, CA 91182		
Miller, Gregory	Scholarship	\$3,600 00
Subtotal for Fuller Theological Seminary		\$3,600 00
George Fox University		
414 N Meridian St Newberg, OR 97132		
Pena, James	Scholarship	\$6,330 00
Tanoue, Gabriel	Scholarship	\$6,270 00
Subtotal for George Fox University		\$12,600 00

Atherton Family Foundation

TIN: 51-0175971

YEAR ENDED DECEMBER 31, 2013

Payee Name	Purpose	Payment Amount
Golden Gate Baptist Theological Seminary		
201 Seminary Drive Mill Valley, CA 94931-3163		
Brito, Michael	Scholarship	\$3,670 00
Galacia, Matthew	Scholarship	\$3,670 00
Higa, Carlos	Scholarship	\$3,670 00
Irvin, Steve	Scholarship	\$3,600 00
Sullivan, Lena Ann	Scholarship	\$3,420 00
Sunagawa, Karl	Scholarship	\$3,520 00
Watanabe, Makito	Scholarship	\$3,600 00
Subtotal for Golden Gate Baptist Theological Seminary		\$25,150 00
Hawaii Pacific University		
Hawaii Pacific University Honolulu, HI 96813		
Patterson, Joanna	Scholarship	\$1,730 00
Subtotal for Hawaii Pacific University		\$1,730 00
Kapiolani Community College		
4303 Diamond Head Rd Honolulu, HI 96816-4496		
Ross, Hannah	Scholarship	\$700 00
Subtotal for Kapiolani Community College		\$700 00
Leeward Community College		
96-045 Ala Ike Pearl City, HI 96782-3393		
Deloach, Annaruth	Scholarship	\$1,000 00
Subtotal for Leeward Community College		\$1,000 00
Lewis & Clark College		
0615 S W Palatine Hill Rd Portland, OR 97219-7899		
Bishaw, Nalani	Scholarship	\$8,000 00
Subtotal for Lewis & Clark College		\$8,000 00

Atherton Family Foundation

TIN: 51-0175971

YEAR ENDED DECEMBER 31, 2013

Payee Name	Purpose	Payment Amount
North Park University		
3225 W Foster Ave Chicago, IL 60625-4895		
Gaskins, Caleb	Scholarship	\$2,880 00
Gaskins, Hannah	Scholarship	\$2,880 00
Subtotal for North Park University		\$5,760 00
Oregon State University		
218 Kerr Administration Building Corvallis, OR 97331		
Mau, Rachel	Scholarship	\$3,330 00
Subtotal for Oregon State University		\$3,330 00
Point Loma Nazarene University		
3900 Lomaland Dr San Diego, CA 92106-2899		
Kailimai, William	Scholarship	\$6,930 00
Subtotal for Point Loma Nazarene University		\$6,930 00
School of the Art Institute of Chicago		
36 S Wabash Avenue, Sullivan Center, Suite 1218 Chicago, IL 60603		
Kang, Sharon	Scholarship	\$8,000 00
Subtotal for School of the Art Institute of Chicago		\$8,000 00
Seattle Pacific University		
3307 3rd Ave W Seattle, WA 98119-1997		
Jarman, John	Scholarship	\$3,490 00
Subtotal for Seattle Pacific University		\$3,490 00

Atherton Family Foundation

TIN: 51-0175971

YEAR ENDED DECEMBER 31, 2013

Payee Name	Purpose	Payment Amount
University of California - Berkeley		
201 Sprout Hall #1960 Berkeley, CA 94720		
Stoker, Sarah	Scholarship	\$6,360 00
Subtotal for University of California - Berkeley		\$6,360 00
University of Hawaii - Hilo		
Financial Aid Office, 200 W Kawili St Hilo, HI 96720-4091		
Ramones, David John	Scholarship	\$2,620 00
Subtotal for University of Hawaii - Hilo		\$2,620 00
University of Hawaii - Manoa		
2440 Campus Rd , Box 447 Honolulu, HI 96822		
Gruspe, Kainoa	Scholarship	\$1,400 00
Kalama, Kaulani	Scholarship	\$3,500 00
Tsuzaki, Christine	Scholarship	\$1,290 00
Subtotal for University of Hawaii - Manoa		\$6,190 00
University of Hawaii - West Oahu		
Financial Aid Office, Kapolei, HI 96707		
Maeno, Kelli	Scholarship	\$510 00
Subtotal for University of Hawaii - West Oahu		\$510 00
Total for Fund		\$131,790 00

Atherton Family Foundation

Grant Application Guidelines

2015

Priorities

The Foundation makes grants for programs and projects that benefit the people of Hawai'i. The fields of greatest interest are arts, culture, and humanities; community development; education; environment; health; human services; spiritual development; and youth development.

Eligibility and restrictions.

- Applicants must have 501(c)(3) status or must apply through a fiscal sponsor with 501(c)(3) status. The Foundation does not make grants to organizations classified under 509(a)(3) of the Internal Revenue Code.
- If an organization applies through a fiscal sponsor, the fiscal sponsor must agree that the purpose of the grant is charitable, to monitor the grant project, control the expenditure of grant funds, and ensure compliance with the terms and conditions of the grant.
- The Foundation does not make grants to the Hawaii State Department of Education schools or public charter schools.
- The Foundation does not make grants to the University of Hawai'i other than an annual grant to the University of Hawai'i Foundation.
- The Foundation does not fund conferences, festivals, and similar one-time events; activities that have already occurred; lobbying; loans; funds for re-granting and grants to individuals or for the benefit of identified individuals (except scholarships through the Juliette M. Atherton Scholarship and the Community Scholarship Fund of the Hawai'i Community Foundation).
- When considering requests for technology support, preference will be given to technology proposals that will result in a significant change that improves the non-profit organization's operations and/or programs. Grants for technology related projects require a 1:1 match from the organization. Grants for website development or the on-going costs for website, software, and hardware replacement and/or upgrades will generally not be funded.
- The Foundation generally does not fund endowments or operating support.
- The Foundation does not serve as the sole funder of any organization.
- The Foundation will award no more than one grant to an organization at a time and no more than one grant in any calendar year. A grantee serving as the fiscal sponsor for another organization may receive a second grant for its own project. All previous grants must be completed with the submission of a final report before an organization is eligible to apply for a new grant.
- The term of a grant is usually one year. In the case of a multi-year pledge, payments are released in twelve-month intervals, and each payment is contingent on receipt of a satisfactory progress report. The Foundation generally does not fund a program for more than three consecutive years.

- The Foundation does not accept incomplete applications or applications from organizations with overdue final reports.
- Grantees must not use the Foundation's Directors' names on donor recognition plaques or similar items without the Foundation's prior approval.

Application procedures

Online Submission: This application is available for online submission. Your organization must first establish an online account with the Hawaii Community Foundation to access the online application. Please go to <https://nexus.hawaiicommunityfoundation.org/SSLPage.aspx?pid=330> to request an account or, if you already have an account, to access the online application.

Note: If you are requesting an account for the first time, it may take two to three days for you to receive the account information. It's highly recommended you request your account early to give yourself adequate time to complete the application by the submission deadline.

If you are not able to submit your proposal online, please contact Pam Funai, via email at pfunai@hcf-hawaii.org or call (808)566-5537, toll free from neighbor islands (888)731-3863 ext. 537.

The online application will request the following:

Proposal narrative

Organization: Describe the organization, including mission and history, year established, geographic reach, staff size, and staff capabilities to conduct the proposed work. *(Maximum 1,500 character count single spaced)*

Problem or opportunity: Describe the problem or opportunity to be addressed by the project. Describe the population that will benefit from the project, including an estimate of size or numbers. *(Maximum 3,000 character count single spaced)*

Activities: Describe the activities to be performed, and the services or products to be delivered, including quantities and a timeline. If the project is a partnership, describe each partner's role. Explain why you chose this approach to the problem or opportunity. *(Maximum 4,500 character count single spaced)*

Expected results: Explain how participants or the community will benefit. (Provide specific, measurable expected results.) Describe the plan to determine the effectiveness of the project. *(Maximum 2,500 character count single spaced)*

Funding plan: Explain the project budget, including adjustments to be made if not all anticipated funding is received. Describe the plan, if any, to continue funding the project after the grant period ends. *(Maximum 2,000 character count single spaced)*

Addendum for Major Capital Requests (Renovations or New Construction)

Requests for funds to support a major capital project may be submitted at any of the regularly scheduled meetings. The maximum grant for major capital projects will be \$200,000, normally paid out over three years. Please include the following information if you are submitting a major capital request:

Capital campaign: Describe how the capital campaign is being conducted and the experience of board members and staff with capital campaigns. Identify how much funding has been secured as of the date of the proposal. The Foundation is rarely a lead funder. *(Maximum 2,500 character count single spaced)*

Construction: Describe the form of site control, including relevant terms of long-term leases or purchase agreements if not under ownership. Describe the status and timeline for design and engineering work and the status of required permits. Provide the source for cost estimates. Describe who will manage the design and construction phases and their experience in this work. (*Maximum 2,500 character count single spaced*)

Please contact staff at (808) 566-5537 with questions about capital requests.

Additional required documents

- Project budget showing:
 - Anticipated income (source, amount restrictions, and whether secured or pending)
 - Anticipated expenses (overall expenses, and expenses for which Atherton grant will be used)
- Board of directors list
- IRS 501(c)(3) determination letter (not required if applying through a fiscal sponsor)
- Organization's annual operating budget for the current year
- Organization's balance sheet for the most recently completed fiscal year
- Organization's income statement (or profit/loss statement) for the most recently completed fiscal year

Audited financial statements are preferred but not required.

Local units of national organizations must submit local unit financial information.

Fiscal sponsors

- Resolution by fiscal sponsor's board of directors authorizing fiscal sponsorship
- Fiscal sponsor's agreement form

Both forms can be found here: <http://www.hawaiicommunityfoundation.org/nonprofits/fiscal-sponsor-materials>

- Fiscal sponsor's board of directors list
- Fiscal sponsor's IRS 501(c)(3) determination letter
- Fiscal sponsor's annual operating budget for the current year
- Fiscal sponsor's balance sheet for the most recently completed fiscal year
- Fiscal sponsor's income statement (or profit/loss statement) for the most recently completed fiscal year

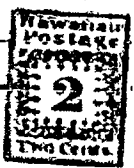
Audited financial statements are preferred but not required.

Local units of national organizations must submit local unit financial information.

Deadlines

Applications submitted by:	... will be considered at the Board of Directors meeting in:
January 2, 2015	March
April 1, 2015	June
July 1, 2015	September
October 1, 2015	December

Completed applications must be submitted by 5:00 p.m. on the deadline dates indicated above.

[ABOUT](#)[GRANT SEEKERS](#)[GRANTS LIST](#)**ATHERTON FAMILY
FOUNDATION**

Scholarship Program

The Juliette M. Atherton Scholarship was named in memory of Mrs. Atherton to ensure the continued association of her name and her special interest in Christianity with the Foundation. The scholarship benefits three categories of individuals: dependent sons or daughters of ordained, active Protestant ministers in Hawai'i pursuing undergraduate studies; individuals from Hawai'i pursuing graduate theological studies at a Protestant seminary with the goal of ordination; and active, ordained Protestant ministers residing in Hawai'i wishing to continue their education. Scholarship recipients are selected based on their financial need and academic promise.

For the most recent academic year, scholarship awards totaled \$132,500 to 28 students. The Directors also award an annual grant to support the Community Scholarship Fund of the Hawai'i Community Foundation.

For sons and daughters of Protestant ministers and seminary students, applications are now available for the 2013-2014 academic year. Application materials, including the application, transcript of grades and personal letter must be submitted online by February 22, 2013.

Ordained Protestant ministers wishing to continue their education can also apply online.

Sons or daughters of ministers and ministers applying for continuing education grants must provide the place and date of ordination and name of the seminary attended to confirm eligibility.

To apply for the 2013-2014 academic year, go to www.hawaiicommunityfoundation.org/scholarships.

[Home](#) | [About Us](#) | [Grant Seekers](#) | [Grants List](#) | [Contact Us](#)

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- 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).

Type or print	Enter filer's identifying number, see instructions	
Name of exempt organization or other filer, see instructions. ATHERTON FAMILY FOUNDATION C/O BANK OF HAWAII	Employer identification number (EIN) or 51-0175971	
Number, street, and room or suite no. If a P O box, see instructions. P.O. BOX 3170, DEPT. 715	Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions HONOLULU, HI 96802-3170		

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-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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.

BANK OF HAWAII

- The books are in the care of **▶ 130 MERCHANT STREET - HONOLULU, HI 96813**

Telephone No **▶ 808-694-4525**

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, 2014.**

5 For calendar year **2013**, 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

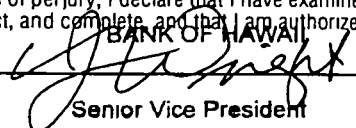
7 State in detail why you need the extension **_____**

2013 PARTNERSHIP K1S HAVE NOT BEEN RECEIVED AND ARE NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$ 64,518.
b If this application is for Forms 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	\$ 93,601.
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 **▶**  Title **▶ AGENT**

Date **▶ 8/6/2014**

Senior Vice President

Form 8868 (Rev. 1-2014)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- 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	Name of exempt organization or other filer, see instructions	Enter filer's identifying number
	ATHERTON FAMILY FOUNDATION C/O BANK OF HAWAII	Employer identification number (EIN) or 51-0175971
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions P.O. BOX 3170, DEPT. 715	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HONOLULU, HI 96802-3170	

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-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

BANK OF HAWAII

- The books are in the care of ► **130 MERCHANT STREET - HONOLULU, HI 96813**
Telephone No ► **808-694-4525** 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, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2013** 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	93,601.
b If this application is for Forms 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	\$	73,601.
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	\$	20,000.

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