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## Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury  
Internal Revenue Service

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Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation <b>Alexander C. Waterhouse, Sr. Foundation</b>		A Employer identification number <b>99-0263686</b>	
Number and street (or P.O. box number if mail is not delivered to street address) <b>670 Queen St, #200</b>		B Telephone number (see instructions) <b>808-592-4800</b>	
City or town, state or province, country, and ZIP or foreign postal code <b>Honolulu, HI 96813</b>			
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► <b>\$ 300 477</b>		<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
<b>Part I</b> Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		<b>(a)</b> Revenue and expenses per books <b>(b)</b> Net investment income <b>(c)</b> Adjusted net income <b>(d)</b> Disbursements for charitable purposes (cash basis only)	
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)		
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B		
	3 Interest on savings and temporary cash investments		
	4 Dividends and interest from securities . . .	<b>13,702</b>	
	5a Gross rents . . . . .		
	b Net rental income or (loss)		
	6a Net gain or (loss) from sale of assets not on line 10	<b>28170</b>	
	b Gross sales price for all assets on line 6a	<b>441357</b>	
	7 Capital gain net income (from Part IV, line 2) . . .	<b>28170</b>	
	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) (attach schedule)			
11 Other income (attach schedule) . . . . .	<b>Sch 1</b>		
12 Total. Add lines 1 through 11 . . . . .	<b>(3759)</b>		
	<b>38,113</b>	<b>41,872</b>	
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	<b>3000</b>	<b>1000</b>
	14 Other employee salaries and wages . . . . .		
	15 Pension plans, employee benefits . . . . .		
	16a Legal fees (attach schedule) . . . . .		
	b Accounting fees (attach schedule) . . . . .	<b>Sch 2</b>	
	c Other professional fees (attach schedule) . . . . .	<b>Sch 2</b>	
	17 Interest . . . . .	<b>681</b>	
	18 Taxes (attach schedule) (see instructions) . . . . .	<b>Sch 2</b>	
	19 Depreciation (attach schedule) and depletion . . . . .	<b>7879</b>	
	20 Occupancy . . . . .	<b>274</b>	
	21 Travel, conferences, and meetings . . . . .	<b>302</b>	
	22 Printing and publications . . . . .		
	23 Other expenses (attach schedule) . . . . .	<b>Sch 2</b>	
	24 Total operating and administrative expenses.		
Add lines 13 through 23 . . . . .	<b>659</b>		
25 Contributions, gifts, grants paid . . . . .	<b>12,795</b>		
26 Total expenses and disbursements. Add lines 24 and 25	<b>14,650</b>		
	<b>27,445</b>	<b>8246</b>	
27 Subtract line 26 from line 12:	<b>10,668</b>		
a Excess of revenue over expenses and disbursements			
b Net investment income (if negative, enter -0-)			
c Adjusted net income (if negative, enter -0-)			

OK

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing	3997	5058	5058
	2 Savings and temporary cash investments	312	8381	8381
	3 Accounts receivable ► 892			
	Less: allowance for doubtful accounts ►	1675	892	892
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less: allowance for doubtful accounts ►			
Assets	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) Sch 3	251,120	253,441	286,116
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► )			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	257,104	267,772	300,447
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
Liabilities	22 Other liabilities (describe ► )			
	23 Total liabilities (add lines 17 through 22) . . . . .			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> 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	257,104	267,772	
	30 Total net assets or fund balances (see instructions) . . . . .	257,104	267,772	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .	257,104	267,772	

## 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	257,104
2 Enter amount from Part I, line 27a	2	10,668
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	267,772
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	267,772

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
<b>1a</b> <u>Publicly traded securities - See Sch 4</u>			P	<u>Various</u>	<u>Various</u>
<b>b</b> <u>Long term capital gain dividends</u>			P	<u>Various</u>	<u>Various</u>
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)	
<b>a</b> <u>440 328</u>		<u>413 187</u>		<u>27 141</u>	
<b>b</b> <u>1029</u>				<u>1029</u>	
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }		<b>2</b>	<u>28,170</u>	
<b>3</b> 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) (see instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>		

**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	<u>13 055</u>	<u>276 286</u>	<u>.0473</u>
2011	<u>10 681</u>	<u>295 548</u>	<u>.0361</u>
2010	<u>15 519</u>	<u>292 884</u>	<u>.0530</u>
2009	<u>19 531</u>	<u>251 511</u>	<u>.0777</u>
2008	<u>18 451</u>	<u>374 624</u>	<u>.0493</u>
<b>2</b> Total of line 1, column (d)			<b>2</b> <u>.2634</u>
<b>3</b> 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			<b>3</b> <u>.0527</u>
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b> <u>285,620</u>
<b>5</b> Multiply line 4 by line 3			<b>5</b> <u>15,052</u>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> <u>336</u>
<b>7</b> Add lines 5 and 6			<b>7</b> <u>15,388</u>
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> <u>15,655</u>
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1 336
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
3	Add lines 1 and 2	2 3 4 5 336
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	
6	Credits/Payments:	6a 6b 6c 6d 40 600 7 8 9 10 11 640 304 Refunded 304
a	2013 estimated tax payments and 2012 overpayment credited to 2013	
b	Exempt foreign organizations—tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> ► 304   <b>Refunded</b> ► 11	

**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?	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	
1c	Did the foundation file <b>Form 1120-POL</b> for this year?	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0      (2) On foundation managers. ► \$ 0	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	
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?	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► Hawaii	
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	
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)? <i>If "Yes," complete Part XIV</i>	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	

**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 ► NA	13	X
14	The books are in care of ► Waterhouse, Inc.	Telephone no. ► 808-592-4800	
	Located at ► 670 Queen St., #200, Honolulu, HI	ZIP+4 ► 96813	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . .	► 15	□
	and enter the amount of tax-exempt interest received or accrued during the year . . . . .		
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? . . . . .	16	Yes No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly):	
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . .	<b>NA</b>
	Organizations relying on a current notice regarding disaster assistance check here . . .	► <input type="checkbox"/>
<b>c</b>	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? . . .	<b>1c</b> <input checked="" type="checkbox"/>
<b>2</b>	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)): . . .	
<b>a</b>	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? . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____	
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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). . .	<b>NA</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. . .	
	► 20____, 20____, 20____, 20____	<b>2b</b> <input type="checkbox"/>
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>b</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). . .	<b>NA</b>
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . .	<b>3b</b> <input type="checkbox"/>
<b>b</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? . . .	<b>4a</b> <input checked="" type="checkbox"/>
		<b>4b</b> <input checked="" type="checkbox"/>

**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)? (see instructions)  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)?  NA

Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  NA  Yes  No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

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

5b	<input type="checkbox"/>
6b	<input checked="" type="checkbox"/>

7b	<input type="checkbox"/>
----	--------------------------

**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 (see instructions).**

(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 Attached Schedule 5		3,000	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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

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

**3 Five highest-paid independent contractors for professional services (see instructions). 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.

1	NA
2	
3	
4	

**Part IX-B      Summary of Program-Related Investments (see instructions)**

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

1	NA	
2		

All other program-related investments. See instructions.

**3** **NA** \_\_\_\_\_  
\_\_\_\_\_

**Total. Add lines 1 through 3**

**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	275,964
b	Average of monthly cash balances	1b	12,722
c	Fair market value of all other assets (see instructions)	1c	1284
d	<b>Total</b> (add lines 1a, b, and c)	1d	289,970
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	289,970
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4350
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	285,620
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	14,281

**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	14,281
2a	Tax on investment income for 2013 from Part VI, line 5	2a	336
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	336
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,945
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	13,945
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	13,945

**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	15,655
b	Program-related investments—total from Part IX-B	1b	
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:	3a	
a	Survability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	15,655
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	
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 (see instructions)	6	336
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		15,319

**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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7 . . . . .				13945
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only . . . . .				13087
b Total for prior years: 20 ____ ,20 ____ ,20 ____		0		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 . . . . .		0		
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: ► \$ 15,655				13087
a Applied to 2012, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
c Treated as distributions out of corpus (Election required—see instructions) . . . . .				
d Applied to 2013 distributable amount . . . . .				2568
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).)				
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 instructions . . . . .		0		
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .		0		11377
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .		0		
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .		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 . . . . .				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				NA
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test—enter:				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test—enter:				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)****1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.  
NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:  
Alexander C. Waterhouse, Sr. Foundation

670 Queen St., #200, Honolulu, HI 96813 Tel - 808-592-4800

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

Letter Format - See Attached Schedule 6

c Any submission deadlines:

NONE

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

NONE

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
See Attached Schedule 7				14,650
<b>Total</b>				► 3a 14,650
<b>b Approved for future payment</b>				
<b>Total</b>				► 3b 0

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 (See instructions.)		
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities						
<b>5</b> Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income						
<b>8</b> Gain or (loss) from sales of assets other than inventory						
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory						
<b>11</b> Other revenue: a						
b						
c						
d						
e						
<b>12</b> Subtotal. Add columns (b), (d), and (e)						
<b>13</b> Total. Add line 12, columns (b), (d), and (e)						

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

**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.		

**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.

<b>Sign Here</b>	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		
 [Signature]		Date	Title
Signature of officer or trustee		11/12/14	Vice President
<div style="border: 1px solid black; padding: 5px; display: inline-block;"> May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No         </div>			

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

Alexander C. Waterhouse, Sr. Foundation  
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(a) Revenue & Expenses per Books	(b) Net Investment Income	(d) Disbursement for Charitable Purposes
--	---------------------------------	--

Schedule 1 - Other Income

Form 990-PF - Part I

Line 11 - Other Income

Partnership Loss	(3,056)
Sec 1231 gain (loss)	(126)
Sec 59 (e) (2) expense	(577)
	<u>(3,759)</u>

Schedule 2 - Operating and Administrative Expenses

Form 990-PF - Part 1

Line 16b - Accounting Fees

Ikeda & Wong, CPA	<u>681</u>
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Line 16c - Other Professional Fees

Investment Management Services		
Newport Coast	<u>7,879</u>	<u>7,879</u>

Line 18 - Taxes

Foreign Income Tax	2	2
Form 990-PF Taxes paid	<u>300</u>	
	<u>302</u>	<u>2</u>

Line 23 - Other Expenses

Insurance	215	
Investment fees	91	91
Office expense	89	
DCCA Filing Fee	5	5
Miscellaneous	<u>259</u>	
	<u>659</u>	<u>91</u>

Alexander C. Waterhouse, Sr. Foundation  
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Schedule 3 - Investments - Corporate Stocks

Part II, Line 10b

Number of Shares	Company	End of Year	
		(b) Book Value	(c) Fair Market Value
24	Amazon Com Inc	8,000.00	9,591.38
54	Baidu Com Inc	8,724.15	9,736.90
692	Delta Airlines Inc	11,172.92	19,034.62
267	Dow Chem Co	10,000.00	11,872.01
500	General Elec Co	10,578.56	14,015.00
1022	Gaslog Ltd	14,471.65	17,470.10
44163	Google Inc Cl A	4,432.84	7,190.59
230	Kinder Morgan Management LLC	17,322.93	17,401.80
302	Macys Inc	16,000.00	16,305.39
355	AT&T Inc Com	12,052.02	12,481.80
45	Schlumberger Ltd	4,222.70	4,054.95
225	T-Mobile US Inc Com	7,500.00	7,580.51
201	SPDR S&P Transportation	16,000.00	16,394.92
208	Fidelity Select Medical Delivery	14,999.97	15,235.97
1350	Medical PPTYS Trust Inc Com	17,890.79	16,497.00
5392	AGIC Conv & Income Fund I	34,568.98	52,361.94
3338	Pimco High Income FD SHS	45,503.39	38,891.02
		<b>253,440.90</b>	<b>286,115.90</b>

Schedule 4 - Capital Gains and Losses

Form 990-PF, Part IV - Capital Gains and Losses for Tax on Investment Income

<u>(a) Description of Property</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>	<u>(e) Sale Price</u>	<u>(g) Cost of Basis</u>	<u>(h) Gain or (Loss)</u>
100 sh AT&T Inc Com	P	11/29/12	04/12/13	\$3,859.41	\$3,394.93	\$464.48
57 sh Baidu Com Inc	P	10/21/13	11/25/13	\$8,999.84	\$9,275.85	(\$276.01)
212 sh Buckeye Partners	P	various	various	\$12,561.50	\$10,779.59	\$1,781.91
198 sh CVS Caremark Corp	P	02/19/13	various	\$11,378.63	\$10,395.00	\$983.63
432 sh Chesapeake Energy	P	various	various	\$11,282.33	\$9,261.30	\$2,021.03
307 sh Citigroup Inc	P	various	09/23/13	\$15,345.54	\$15,500.00	(\$154.46)
437 sh Dela Air Lines Inc	P	various	various	\$10,012.04	\$7,096.81	\$2,915.23
227 sh El Paso Pipeline Partners	P	07/02/13	08/13/13	\$9,539.21	\$9,815.74	(\$276.53)
620 sh Ericsson Eric	P	10/10/13	10/25/13	\$7,607.32	\$8,119.75	(\$512.43)
200 sh Express Scripts Inc	P	11/29/12	05/21/13	\$12,255.84	\$10,781.97	\$1,473.87
554 sh Global Partners LP	P	various	various	\$19,517.68	\$19,119.95	\$397.73
5 sh Google Inc	P	10/23/12	08/29/13	\$4,291.37	\$3,565.76	\$725.61
246 sh Hospitality PPTYs Tr	P	various	02/01/13	\$6,275.96	\$6,165.41	\$110.55
600 sh Ishares MSCI Japan	P	03/12/13	05/24/13	\$6,842.23	\$6,255.89	\$586.34
59 sh Ishares NASDAQ Biotech	P	various	various	\$12,070.36	\$10,928.79	\$1,141.57
167 sh Ishares iBoxx	P	06/21/12	01/29/13	\$15,788.65	\$15,021.67	\$766.98
123 sh Ishares S&P Global	P	03/19/13	05/20/13	\$10,527.37	\$10,000.00	\$527.37
123 sh Johnson and Johnson	P	07/06/12	01/30/13	\$9,138.81	\$8,310.98	\$827.83
497 sh Kinder Morgan Inc	P	various	various	\$17,402.79	\$18,700.00	(\$1,297.21)
774 sh Linn Energy LLC	P	various	various	\$24,778.89	\$22,998.57	\$1,780.32
860 sh MGM Resorts	P	various	various	\$16,603.91	\$15,687.00	\$916.91
20 sh Marathon Pete Corp	P	02/12/13	03/14/13	\$1,793.51	\$1,670.00	\$123.51
100 sh McDonalds Corp	P	various	08/19/13	\$9,573.87	\$9,274.41	\$299.46
238 sh Merck & Co Inc	P	07/06/12	01/30/13	\$10,364.74	\$9,857.76	\$506.98
59 sh Northern Tier Energy	P	02/12/13	03/14/13	\$1,831.69	\$1,590.79	\$240.90
25 sh Phillips 66 Com	P	02/12/13	03/14/13	\$1,675.23	\$1,669.00	\$6.23
1,250 sh Pimco Corp & Income	P	11/29/12	various	\$25,589.35	\$25,169.63	\$419.72
266 sh Powershares Dynamic Util	P	01/29/13	various	\$4,875.21	\$4,810.00	\$65.21
575 sh Powershares Dynamic Pharm	P	01/30/13	various	\$26,875.18	\$21,200.00	\$5,675.18
224 sh Proshares Ultra Silver	P	various	various	\$7,991.74	\$8,506.34	(\$514.60)
665 sh Regency Energy Partners	P	various	various	\$17,339.53	\$12,524.73	\$4,814.80
51 sh SPDR Gold Shares	P	various	various	\$7,844.35	\$7,994.00	(\$149.65)
78 sh Schlumberger Ltd	P	02/04/13	04/05/13	\$5,837.50	\$6,260.00	(\$422.50)
31 sh Tesoro Pete Corp	P	02/04/13	03/14/13	\$1,750.93	\$1,666.00	\$84.93
176 sh Tesoro Logistics	P	08/19/13	11/12/13	\$9,504.36	\$9,222.68	\$281.68
36 sh Valero Energy Corp	P	02/12/13	03/13/13	\$1,593.39	\$1,667.00	(\$73.61)
150 sh Wal Mart Stores Inc	P	11/29/12	02/19/13	\$10,354.56	\$10,642.42	(\$287.86)
45 sh Western Refng Inc Com	P	02/12/13	03/14/13	\$1,622.98	\$1,668.00	(\$45.02)
180 sh Wisdomtree Japan Hedged	P	various	various	\$8,412.43	\$9,000.00	(\$587.57)

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Schedule 4 - Capital Gains and Losses

Form 990-PF, Part IV - Capital Gains and Losses for Tax on Investment Income

<u>(a) Description of Property</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>	<u>(e) Sale Price</u>	<u>(g) Cost of Basis</u>	<u>(h) Gain or (Loss)</u>
301 sh WPX Energy Inc Com	P	05/21/13	09/09/13	\$5,687.61	\$6,140.00	(\$452.39)
195 sh Seadrill Limited	P	10/17/12	02/14/13	\$7,446.82	\$8,000.00	(\$553.18)
141 sh Teekay Lng Partners	P	various	various	\$6,017.05	\$5,183.17	\$833.88
83 sh Ishares iBoxx	P	various	01/29/13	\$7,865.82	\$7,406.79	\$459.03
24 sh Johnson and Johnson	P	10/21/11	01/30/13	\$1,783.18	\$1,544.75	\$238.43
145 sh Linn Energy LLC	P	02/21/12	05/10/13	\$5,094.84	\$4,521.02	\$573.82
204 sh Tortoise MLP FD Inc	P	12/27/11	various	\$5,519.27	\$4,820.88	\$698.39
0 SPDR Gold Shares	P	various	various	\$2.83	\$2.83	\$0.00
				<b>\$440,327.65</b>	<b>\$413,187.16</b>	<b>\$27,140.49</b>

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**SCHEDULE 5 - OFFICERS AND DIRECTORS**  
Form 990-PF, Pg 6, Part VIII - Officers and Directors

(a) NAME & ADDRESS	(b) TITLE/HOURS	(c) COMPENSATION	(d) EMPLOYEE BENEFITS	(e) EXPENSE ACCOUNT
Stanley Y. Mukai 729 Elepaio Street Honolulu, HI 96816	President Secretary <u>Director</u> Part-Time	0	0	0
Edwin Kobashigawa 60 N. Beretania Street #904 Honolulu, HI 96817	Vice President <u>Treasurer</u> Part-Time	3,000	0	0
Gilbert J. Matsumoto 1060 Young St. #301 Honolulu, HI 96814	<u>Director</u> Part-Time	0	0	0
Total		3,000	0	0

Alexander C. Waterhouse, Sr. Foundation  
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## SCHEDULE 6

### Part XV, Line 2b, Supplementary Information

The following procedures will be followed in determining which organizations will receive grants from the Foundation.

- I. Only those organizations described under IRC §509(a)(1), (2) or (3) will be allowed to apply for grant monies.
  - A. To substantiate such status, a copy of their ruling or determination letter will be required upon submission of their application for funds.
- II. During the review process the organization requesting funds will be checked against the most current Cumulative List of Organizations (described in Section 170(c) of the Internal Revenue Code of 1986) as published by the Department of Treasury. A check will also be made by review of published Internal Revenue Bulletins to ensure that the organization's exempt status has not been revoked.
- III. Upon approval of the grant, the grantee organization will be issued a letter setting out the terms of such grant.
- IV. The Foundation will not earmark any grants to any secondary grantee as described under IRC Reg. §53.4945-5(a)(6).

SCHEDULE 6

Alexander C. Waterhouse, Sr. Foundation

EIN: 99-0263686

Schedule to Form 990-PF

Year - 12/31/13

Schedule 7 - Grants and Contributions Paid During the Year.

Part XV, Line 3a - Grants and Contributions.

<u>Recipient's Name and Address</u>	<u>Relationship to Foundation</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Manoa Heritage Center 2859 Manoa Road Honolulu, HI 96822	N/A	501 (c) (3)	Educational and historical site preservation	2,500
Girl Scouts of Hawaii 401 Atkinson Dr. #2E1 Honolulu, HI 96814	N/A	501 (c) (3)	Educational and leadership programs	3,000
Japanese Women's Society PO Box 3233 Honolulu, HI 96801	N/A	501 (c) (3)	Promote culture and provide education and quality services to the community	5,000
New Mexico Military Institute 101 West College Blvd Roswell, New Mexico 88201	N/A	501 (c) (3)	Educational	1,500
Tzu Chi Foundation USA 1238 Wilhemina Rise Honolulu, HI 96816	N/A	501 (c) (3)	Charity projects, medical mission, education in Chinese history, principles, life education and arts and humanities, promoting culture	500
Waialae Baptist Church 1047 21st Avenue Honolulu, HI 96816	N/A	501 (c) (3)	Religious education	2,000
Miscellaneous	N/A	501 (c) (3)	Funding for programs	150
<b>Total</b>				<b><u>\$ 14,650</u></b>