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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

HAROLD K.L. CASTLE FOUNDATION

A Employer identification number

99-6005445

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

1197 AULOA ROAD

Room/suite

B Telephone number

(808) 263-7073

City or town, state or province, country, and ZIP or foreign postal code

KAILUA, HI 96734C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year

J Accounting method:

☐ Cash☒ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify) _____**\$ 199,522,597.** (Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses**

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	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	5,173.	5,562.		
	4 Dividends and interest from securities	1,643,214.	1,643,214.		
	5a Gross rents	6,948,164.	6,392,310.		STATEMENT 2
	b Net rental income or (loss) 4,920,079.				STATEMENT 3
	6a Net gain or (loss) from sale of assets not on line 10	32,367,610.			STATEMENT 1
	b Gross sales price for all assets on line 6a 129,922,286.				
	7 Capital gain net income (from Part IV, line 2)		84,060,024.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	726,174.	726,178.		STATEMENT 4
	12 Total. Add lines 1 through 11	41,690,335.	92,827,288.		
	13 Compensation of officers, directors, trustees, etc	341,282.	66,235.		275,047.
	14 Other employee salaries and wages	385,823.	184,202.		201,621.
	15 Pension plans, employee benefits	141,261.	52,043.		89,218.
	16a Legal fees STMT 5	19,806.	6,822.		9,556.
	b Accounting fees STMT 6	33,164.	11,423.		21,742.
	c Other professional fees STMT 7	967,329.	252,210.		715,455.
	17 Interest				
	18 Taxes STMT 8	708,699.	374,734.		33,965.
	19 Depreciation and depletion	809,380.	761,308.		
	20 Occupancy OCT 15 2014	14,563.	0.		14,563.
	21 Travel, conferences, and meetings	53,734.	18,508.		35,227.
	22 Printing and publications STMT 9				
	23 Other expenses	2,240,259.	2,063,514.		174,319.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,715,300.	3,790,999.		1,570,713.
	25 Contributions, gifts, grants paid	8,175,464.			8,175,464.
	26 Total expenses and disbursements. Add lines 24 and 25	13,890,764.	3,790,999.		9,746,177.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	27,799,571.			
	b Net investment income (if negative, enter -0-)		89,036,289.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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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		703,162.	106,573,741.	106,573,741.
	2	Savings and temporary cash investments		2,691,808.	3,321,218.	3,321,218.
	3	Accounts receivable ▶ 173,296.				
		Less: allowance for doubtful accounts ▶ 9,451.		181,676.	163,845.	163,845.
	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		559,200.	25,939.	25,939.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 11		62,413,691.	63,684,969.	76,160,699.
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶ STMT 16		5,108,277.		
12		Investments - mortgage loans				
13		Investments - other STMT 12		11,518,386.	10,025,610.	11,676,648.
14		Land, buildings, and equipment: basis ▶ 1,737,464.				
		Less: accumulated depreciation ▶ 215,074.		23,722,605.	1,522,390.	1,522,390.
15		Other assets (describe ▶ OTHER RECEIVABLE)		851.	78,117.	78,117.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		106,899,656.	185,395,829.	199,522,597.
17		Accounts payable and accrued expenses		49,741.	414,720.	
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue		555,854.		
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 13)		1,016,321.	213,720.	
	23	Total liabilities (add lines 17 through 22)		1,621,916.	628,440.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		105,277,740.	184,767,389.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	Total net assets or fund balances		105,277,740.	184,767,389.		
31	Total liabilities and net assets/fund balances		106,899,656.	185,395,829.		

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	105,277,740.
2	Enter amount from Part I, line 27a	2	27,799,571.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	58,936,442.
4	Add lines 1, 2, and 3	4	192,013,753.
5	Decreases not included in line 2 (itemize) ▶ CHANGE IN FMV ADJUSTMENT	5	7,246,364.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	184,767,389.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 129,922,286.	10,237,232.	56,099,494.	84,060,024.

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			84,060,024.

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	84,060,024.
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	7,969,793.	159,812,704.	.049870
2011	7,216,103.	158,719,024.	.045465
2010	6,129,544.	155,196,519.	.039495
2009	9,597,681.	148,483,737.	.064638
2008	8,335,686.	160,921,002.	.051800

2 Total of line 1, column (d)	2	.251268
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	.050254
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	172,315,827.
5 Multiply line 4 by line 3	5	8,659,560.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	890,363.
7 Add lines 5 and 6	7	9,549,923.
8 Enter qualifying distributions from Part XII, line 4	8	9,746,177.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	890,363.
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	890,363.
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	890,363.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	943,231.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	943,231.	
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	52,868.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	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?	6	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	7	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	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.CASTLEFOUNDATION.ORG	13	X	
14	The books are in care of ► CARLTON K.C. AU Telephone no. ► 808-263-8900 Located at ► 1197 AULOA ROAD, KAILUA, HI ZIP+4 ► 96734			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 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 X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b If "Yes," did it have excess business holdings in 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.)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**N/A****7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		341,282.	60,894.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DENNIS ERIC CO	PROGRAM OFFICER	MARINE CONSERVATION		
1197 AULOA ROAD, KAILUA, HI 96734	40.00	102,126.	28,688.	0.
ANN MATSUKADO	ACCOUNTING MANAGER			
1197 AULOA ROAD, KAILUA, HI 96734	36.00	85,925.	17,635.	0.
DONA ELIZABETH MURPH	GRANTS/OFFICE MANAGER			
1197 AULOA ROAD, KAILUA, HI 96734	40.00	53,488.	14,606.	0.
MILES NISHIJIMA	PROPERTY MANAGER			
1197 AULOA ROAD, KAILUA, HI 96734	18.00	54,853.	8,788.	0.

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

4

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CONSTRUCTORS HAWAII INC 1728 KAHAI STREET, HONOLULU, HI 96819	CONSTRUCTION	1,894,044.
TARGETED LEADERSHIP CONSULTING INC - 11022 WINNERS CIRCLE SUITE 200, LOS ALAMITOS, CA	CONSULTING	1,436,800.
SCHLACK ITO - 745 FORT STREET, SUITE 1500, HONOLULU, HI 96813	LEGAL	288,346.
HAWAII SURFACE & MAINTENANCE SYSTEMS, INC P.O. BOX 6600, KANE OHE, HI 96744-9178	CONSTRUCTION/BUILDING MAINTENANCE	217,684.
SECURITAS SECURITY 888 N. NIMITZ HIGHWAY, HONOLULU, HI 96817	SECURITY	164,575.

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

5

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NOT APPLICABLE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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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	84,470,893.
b	Average of monthly cash balances	1b	8,188,994.
c	Fair market value of all other assets	1c	82,280,039.
d	Total (add lines 1a, b, and c)	1d	174,939,926.
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	174,939,926.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,624,099.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	172,315,827.
6	Minimum investment return. Enter 5% of line 5	6	8,615,791.

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	8,615,791.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	890,363.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	890,363.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,725,428.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,725,428.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,725,428.

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	9,746,177.
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	9,746,177.
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	890,363.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,855,814.

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				7,725,428.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			7,503,529.	
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: ► \$ 9,746,177.				
a Applied to 2012, but not more than line 2a			7,503,529.	
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				2,242,648.
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				5,482,780.
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				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 17				8,175,464.
Total			▶ 3a	8,175,464.
b Approved for future payment				
SEE STATEMENT 17				4,716,559.
Total			▶ 3b	4,716,559.

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

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

[illegible]

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

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

**Sign
Here**

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 of officer or trustee

Date 10/10/22 Title CR

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name DEANNA C. AWA	Preparer's signature 	Date 10/8/14	Check ☐ if self-employed	PTIN P00647777
Firm's name ▶ KMH LLP			Firm's EIN ▶ 42-1539623	
Firm's address ▶ 1003 BISHOP STREET, SUITE 2400 HONOLULU, HI 96813			Phone no. 808-526-2255	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a J.P. MORGAN A17106005 - STMT D-1			VARIOUS	VARIOUS
b J.P. MORGAN A17106005 - STMT D-1			VARIOUS	VARIOUS
c J.P. MORGAN A17106005 - STMT D-1			VARIOUS	VARIOUS
d J.P. MORGAN A17113001 - STMT D-2			VARIOUS	VARIOUS
e J.P. MORGAN A17113001 - STMT D-2			VARIOUS	VARIOUS
f J.P. MORGAN A17113001 - STMT D-2			VARIOUS	VARIOUS
g J.P. MORGAN A17115006 - STMT D-3			04/20/10	09/20/13
h J.P. MORGAN A17123000 - STMT D-4			VARIOUS	09/20/13
i J.P. MORGAN A17127001 - STMT D-5			11/27/12	01/31/13
j J.P. MORGAN A19426005 - STMT D-6			VARIOUS	VARIOUS
k J.P. MORGAN A19426005 - STMT D-6			VARIOUS	VARIOUS
l J.P. MORGAN A19426005 - STMT D-6			VARIOUS	VARIOUS
m J.P. MORGAN A31866006 - STMT D-7			12/09/10	08/01/13
n J.P. MORGAN A31874000 - STMT D-8			07/11/11	08/01/13
o J.P. MORGAN A51324001 - STMT D-9			10/19/11	09/20/13

(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 508,454.		467,996.	40,458.
b 71,983.		48,822.	23,161.
c 757,438.		474,439.	282,999.
d 171,625.		157,559.	14,066.
e 203,263.		177,264.	25,999.
f 541,207.		405,711.	135,496.
g 3,035,332.		2,600,000.	435,332.
h 1,800,000.		1,840,005.	<40,005.>
i 5,934.		5,693.	241.
j 473,212.		424,398.	48,814.
k 512,986.		342,017.	170,969.
l 860,155.		740,381.	119,774.
m 900,000.		912,228.	<12,228.>
n 808,124.		849,631.	<41,507.>
o 3,701,573.		2,813,800.	887,773.

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			40,458.
b			23,161.
c			282,999.
d			14,066.
e			25,999.
f			135,496.
g			435,332.
h			<40,005.>
i			241.
j			48,814.
k			170,969.
l			119,774.
m			<12,228.>
n			<41,507.>
o			887,773.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a KAILUA VILLAGE SHOPS, 539 KAILUA ROAD		P	04/19/74	12/20/13
b MACY'S, 573 KAILUA ROAD		P	04/19/74	12/20/13
c KAILUA TOWN CENTER, 591 KAILUA ROAD		P	04/19/74	12/20/13
d PARKING GARAGE, 591 KAILUA ROAD		P	04/19/74	12/20/13
e KAILUA TOWN CENTER, 609 KAILUA ROAD		P	04/19/74	12/20/13
f TESORO HAWAII, 1143 KAILUA ROAD		P	04/19/74	12/20/13
g SEVEN ELEVEN CENTER		P	04/19/74	12/20/13
h PALI LANES, 120 HEKILI STREET		P	04/19/74	12/20/13
i MERCHANT'S ROW, 131 HEKILI STREET		P	04/19/74	12/20/13
j 143 HEKILI STREET, KAILUA		P	04/19/74	12/20/13
k 146 HEKILI STREET, KAILUA		P	04/19/74	12/20/13
l 151 HEKILI STREET, KAILUA		P	04/19/74	12/20/13
m HAWAIIAN ISLAND CREATIONS, 354 HAHANI STREET		P	04/19/74	12/20/13
n MACY'S PARKING, 569 HAHANI STREET		P	04/19/74	12/20/13
o AIKAHI PARK SHOPPING CENTER, 25 KANEOHE BAY DRIVE		P	04/19/74	12/20/13

(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 6,671,371.	630,560.	2,082,535.	5,219,396.
b 3,426,145.	0.	512,100.	2,914,045.
c 5,980,036.	1,385,669.	6,900,399.	465,306.
d 11,608,306.	1,789,893.	8,075,383.	5,322,816.
e 9,436,871.	1,139,495.	5,287,397.	5,288,969.
f 1,714,578.	0.	202,918.	1,511,660.
g 3,758,000.	0.	310,256.	3,447,744.
h 6,150,751.	0.	659,679.	5,491,072.
i 5,465,038.	2,400,794.	2,903,466.	4,962,366.
j 3,439,850.	0.	3,508,439.	<68,589.>
k 2,532,049.	2,034,054.	2,273,463.	2,292,640.
l 9,919,435.	856,767.	6,771,117.	4,005,085.
m 1,186,286.	0.	128,638.	1,057,648.
n 5,911,606.	0.	96,468.	5,815,138.
o 24,430,234.	0.	1,613,229.	22,817,005.

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			5,219,396.
b			2,914,045.
c			465,306.
d			5,322,816.
e			5,288,969.
f			1,511,660.
g			3,447,744.
h			5,491,072.
i			4,962,366.
j			<68,589.>
k			2,292,640.
l			4,005,085.
m			1,057,648.
n			5,815,138.
o			22,817,005.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SERVO AUTO WINDWARD, 45-655 KAM HWY	P	04/19/74	12/20/13
b	POHAKAPU	P	04/19/74	06/14/13
c	GLOBAL ACCESS HEDGE FUND LTD CLASS B	P	VARIOUS	07/01/13
d	BLACKSTONE PARTNERS OFFSHORE FUND LTD CLASS #2	P	VARIOUS	08/01/13
e	EV ENERGY PARTNERS, L.P. BASIS ADJUSTMENT	P	VARIOUS	VARIOUS
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 11,640,444.	0.	972,913.	10,667,531.
b 600,000.	0.	50,530.	549,470.
c 850,000.		750,314.	99,686.
d 850,000.		742,643.	107,357.
e		<2,337.>	2,337.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(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			10,667,531.
b			549,470.
c			99,686.
d			107,357.
e			2,337.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	84,060,024.
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

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A17106005 - STMT D-1	508,454.	467,996.	0.	0.	40,458.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A17106005 - STMT D-1	71,983.	48,822.	0.	0.	23,161.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A17106005 - STMT D-1	757,438.	474,439.	0.	0.	282,999.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
J.P. MORGAN A17113001 - STMT D-2	VARIOUS	VARIOUS			
	171,625.	157,559.	0.	0.	14,066.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
J.P. MORGAN A17113001 - STMT D-2	VARIOUS	VARIOUS			
	203,263.	177,264.	0.	0.	25,999.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
J.P. MORGAN A17113001 - STMT D-2	VARIOUS	VARIOUS			
	541,207.	405,711.	0.	0.	135,496.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
J.P. MORGAN A17115006 - STMT D-3	04/20/10	09/20/13			
	3,035,332.	2,600,000.	0.	0.	435,332.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A17123000 - STMT D-4	1,800,000.	1,840,005.	0.	0.	<40,005.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A17127001 - STMT D-5	5,934.	5,693.	0.	0.	241.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A19426005 - STMT D-6	473,212.	424,398.	0.	0.	48,814.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A19426005 - STMT D-6	512,986.	342,017.	0.	0.	170,969.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A19426005 - STMT D-6	860,155.	740,381.	0.	0.	119,774.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A31866006 - STMT D-7	900,000.	912,228.	0.	0.	<12,228.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A31874000 - STMT D-8	808,124.	849,631.	0.	0.	<41,507.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
J.P. MORGAN A51324001 - STMT D-9	3,701,573.	2,813,800.	0.	0.	887,773.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
KAILUA VILLAGE SHOPS, 539 KAILUA ROAD	6,671,371.	4,075,851.	103,821.	630,560.	3,122,259.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MACY'S, 573 KAILUA ROAD	3,426,145.	7,054,762.	39,613.	0.	<3,668,230.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
KAILUA TOWN CENTER, 591 KAILUA ROAD	5,980,036.	5,546,472.	99,042.	1,385,669.	1,720,191.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PARKING GARAGE, 591 KAILUA ROAD	11,608,306.	9,895,745.	192,258.	1,789,893.	3,310,196.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
KAILUA TOWN CENTER, 609 KAILUA ROAD	PURCHASED	04/19/74	12/20/13		
	9,436,871.	7,930,571.	146,858.	1,139,495.	2,498,937.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
TESORO HAWAII, 1143 KAILUA ROAD	PURCHASED	04/19/74	12/20/13		
	1,714,578.	1,702,586.	66,371.	0.	<54,379.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
SEVEN ELEVEN CENTER	PURCHASED	04/19/74	12/20/13		
	3,758,000.	2,971,121.	43,398.	0.	743,481.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PALI LANES, 120 HEKILI STREET	PURCHASED	04/19/74	12/20/13		
	6,150,751.	4,012,892.	95,719.	0.	2,042,140.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
MERCHANT'S ROW, 131 HEKILI STREET	5,465,038.	5,544,437.	74,118.	2,400,794.		12/20/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
143 HEKILI STREET, KAILUA	3,439,850.	3,994,502.	470,257.	0.	<1,024,909.>	12/20/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
146 HEKILI STREET, KAILUA	2,532,049.	3,314,707.	29,276.	2,034,054.	1,222,120.	12/20/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
151 HEKILI STREET, KAILUA	9,919,435.	5,770,772.	145,822.	856,767.	4,859,608.	12/20/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
HAWAIIAN ISLAND CREATIONS, 354 HAHANI STREET	1,186,286.	1,128,142.	11,343.	PURCHASED	04/19/74	12/20/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
MACY'S PARKING, 569 HAHANI STREET	5,911,606.	20,641.	75,827.	PURCHASED	04/19/74	12/20/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
AIKAHI PARK SHOPPING CENTER, 25 KANEOHE BAY DRIVE	24,430,234.	17,745,299.	373,981.	PURCHASED	04/19/74	12/20/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SERVO AUTO WINDWARD, 45-655 KAM HWY	11,640,444.	10,623,643.	171,060.	PURCHASED	04/19/74	12/20/13

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
POHAKAPU	600,000.	525,000.	43,100.	0.	31,900.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GLOBAL ACCESS HEDGE FUND LTD CLASS B	850,000.	750,314.	0.	0.	99,686.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BLACKSTONE PARTNERS OFFSHORE FUND LTD CLASS #2	850,000.	742,643.	0.	0.	107,357.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
EV ENERGY PARTNERS, L.P. BASIS ADJUSTMENT	0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	32,367,610.

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL PROPERTY	1	6,948,164.
TOTAL TO FORM 990-PF, PART I, LINE 5A		6,948,164.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	3
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
RENTAL EXPENSES		2,028,085.	
- SUBTOTAL -	1		2,028,085.
TOTAL RENTAL EXPENSES			2,028,085.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			4,920,079.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	726,174.	726,174.	
FROM K-1 - ORDINARY INCOME	0.	22.	
FROM K-1 - ROYALTY INCOME	0.	1.	
FROM K-1 - SEC. 1231 GAIN	0.	1.	
FROM K-1 - SEC. 59(E)(2) EXP.	0.	<20.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	726,174.	726,178.	

FORM 990-PF

LEGAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	19,806.	6,822.		9,556.
TO FM 990-PF, PG 1, LN 16A	19,806.	6,822.		9,556.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	33,164.	11,423.		21,742.
TO FORM 990-PF, PG 1, LN 16B	33,164.	11,423.		21,742.

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
OTHER PROFESSIONAL FEES	715,461.	0.		715,455.
MANAGEMENT FEE - INVESTMENTS	251,868.	251,868.		0.
MANAGEMENT FEE - PARTNERSHIPS	0.	342.		0.
TO FORM 990-PF, PG 1, LN 16C	967,329.	252,210.		715,455.

FORM 990-PF

TAXES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	300,000.	0.		0.
HAWAII GENERAL EXCISE TAX	332,579.	332,579.		0.
FOREIGN TAXES	18,350.	18,350.		0.
PAYROLL TAXES	57,770.	23,805.		33,965.
TO FORM 990-PF, PG 1, LN 18	708,699.	374,734.		33,965.

FORM 990-PF

OTHER EXPENSES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	36,944.	10,654.		23,930.
OFFICE EXPENSE	66,394.	9,937.		56,457.
AUTO & TRUCK	3,104.	0.		3,104.
DUES & SUBSCRIPTIONS	7,412.	0.		7,412.
EVENTS	35,944.	0.		35,944.
REPAIRS & MAINTENANCE	37,284.	0.		37,284.
SERVICE FEES	15,641.	5,387.		10,188.
BAD DEBT EXPENSE	9,451.	9,451.		0.
BUILDING & GROUNDS	2,028,085.	2,028,085.		0.
TO FORM 990-PF, PG 1, LN 23	2,240,259.	2,063,514.		174,319.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 10

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAIN/LOSS	7,246,365.
NET FMV ADJUSTMENT - REAL ESTATE SOLD IN 2013	51,690,077.
TOTAL TO FORM 990-PF, PART III, LINE 3	58,936,442.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK AND MUTUAL FUNDS	63,684,969.	76,160,699.
TOTAL TO FORM 990-PF, PART II, LINE 10B	63,684,969.	76,160,699.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIPS	FMV	318,567.	213,151.
HEDGE FUNDS	FMV	9,707,043.	11,463,497.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,025,610.	11,676,648.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
OTHER LIABILITIES	80,602.	79,720.
FEDERAL EXCISE TAX DUE	774,000.	134,000.
SECURITY DEPOSITS	161,719.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,016,321.	213,720.

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
JAMES C. MCINTOSH 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR/CHAIRMAN 0.50	0.	0.	0.
HENRY M. D'OLIER 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR/PRESIDENT/CEO 20.00	81,460.	6,941.	0.
DR. CLAIRE L. ASAM 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR 0.50	0.	0.	0.
DR. KITTREDGE A. BALDWIN 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR 0.50	0.	0.	0.
CORBETT A.K. KALAMA 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR 0.50	0.	0.	0.
RANDOLPH G. MOORE 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR 0.50	0.	0.	0.
ERIC K. YEAMAN 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR 0.50	0.	0.	0.
CARLTON K.C. AU 1197 AULOA ROAD KAILUA, HI 96734	TREASURER/CFO 8.00	34,007.	5,448.	0.
SUSAN L. SUMIDA 1197 AULOA ROAD KAILUA, HI 96734	SECRETARY 0.50	0.	0.	0.
TERRENCE R. GEORGE 1197 AULOA ROAD KAILUA, HI 96734	EXECUTIVE VP/COO 40.00	225,815.	48,505.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		341,282.	60,894.	0.

FORM 990-PF

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

STATEMENT 15

NAME AND ADDRESSES OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

808-263-7073

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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



Capital Gain and Loss Schedule

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

Short-Term Covered

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

Description	Cusp Stock and other symbol	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ALEXANDER & BALDWIN INC	ALEX 014491104	Various 02/14/13	780 000	27,322 78	22,742 40		4,580 38
ANDERSONS INC	ANDE 034164103	Various 02/14/13	580 000	27,691 30	22,271 96		5,419 34
ASSOCIATED BANC CORP	ASBC 045487105	Various 02/14/13	850 000	12,350.73	11,704.79		645 94
ATLAS AIR WORLDWIDE HOLDINGS INC	AAWW 049164205	02/10/12 02/05/13	30 000	1,332 52	1,489 56		-157 04
ATLAS AIR WORLDWIDE HOLDINGS INC	AAWW 049164205	02/10/12 02/05/13	30 000	1,339 44	1,489 56		-150 12
ATLAS AIR WORLDWIDE HOLDINGS INC	AAWW 049164205	02/15/12 02/11/13	10 000	451 09	449 83		1 26
ATLAS AIR WORLDWIDE HOLDINGS INC	AAWW 049164205	02/15/12 02/13/13	33 000	1,509 22	1,484 42		24.80
ATLAS AIR WORLDWIDE HOLDINGS INC	AAWW 049164205	Various 02/13/13	107 000	4,945 88	4,809 76		136 12
ATLAS AIR WORLDWIDE HOLDINGS INC	AAWW 049164205	Various 02/14/13	270 000	12,713 01	11,613 88		1,099 13
BANKUNITED INC	BKU 06652K103	Various 02/14/13	900 000	24,830 44	21,445 57		3,384 87
CARRIZO OIL & GAS INC	CRZO 144577103	Various 02/14/13	330 000	7,546 93	8,639 32		-1,092 39
CASEYS GENERAL STORES INC	CASY 147528103	Various 02/14/13	200 000	11,049 01	9,877 50		1,171 51



Capital Gain and Loss Schedule

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

STATEMENT D 11

Short-Term Covered

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

Description	Stock and other symbol CUSIP	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
CASUAL MALE RETAIL GROUP INC NEW	CMRG 148711302		Various 02/14/13	2,710 000	11,743 52	12,040 49		-296 97
CORE-MARK HOLDING CO INC	CORE 218681104		09/04/12 02/14/13	60 000	2,973 48	2,794 60		178 88
DELTIC TIMBER CORP	DEL 247850100		12/07/12 02/14/13	60 000	4,314 56	4,132 92		181 64
ENCORE CAPITAL GROUP INC	ECPG 292554102		Various 02/14/13	610 000	20,026 46	18,151 41		1,875 05
GLATFELTER CO	GLT 377316104		Various 02/14/13	1,963 000	35,077 04	32,785 96		2,291 08
GULFPORT ENERGY CORPORATION	GPOR 402635304		Various 02/14/13	600 000	23,970 96	24,806 59		-835 63
HARRY WINSTON DIAMOND CORP	HWD 41587B100		Various 02/14/13	1,280 000	19,266 50	19,139 75		126 75
INTREPID POTASH INC	IPI 46121Y102		Various 02/14/13	1,400 000	30,695 43	31,635 49		-940 06
JEFFERIES GROUP INC	JEF 472319102		11/30/12 02/14/13	680 000	14,504 07	11,506 96		2,997 11
M D C HOLDINGS INC	MDC 552676108		Various 02/14/13	840 000	33,565 64	24,237 52		9,328 12
MARCUS CORP	MCS 566330106		Various 02/14/13	440 000	5,627 74	4,976 89		650 85
MATERION CORPORATION	576690101		Various 02/14/13	670 000	19,571 60	18,298 96		1,272 64

J.P.Morgan



Capital Gain and Loss Schedule

Short-Term Covered

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

STATEMENT D-1

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

Description	Cusp	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
NAVIGATORS GROUP INC	NAVIG 638904102		Various 02/14/13	74 000	4,347 80	3,783 08		564 72
OWENS CORNING INC	OC 690742101		Various 02/14/13	440 000	18,989 57	17,844 94		1,144.63
PLEXUS CORP	PLXS 729132100		Various 02/06/13	120 000	3,097 51	3,867 46		-769 95
PLEXUS CORP	PLXS 729132100		Various 02/14/13	480 000	12,494 11	13,679 81		-1,185 70
RAYMOND JAMES FINANCIAL INC	RJF 754730109		01/31/12 01/28/13	60 000	2,668 00	2,086 82		581 18
SCANSOURCE INC	SCSC 806037107		Various 02/14/13	186 000	5,598 47	6,047 28		-448 81
SCHNITZER STEEL INDUSTRIES INC	SCHN 806882106		Various 02/14/13	130 000	3,915 15	3,765 59		149 56
SILVER BAY REALTY TRUST CORP	SBY 82735Q102		Various 02/14/13	900 000	19,187 56	18,973 47		214 09
SUSSEX HOLDINGS CORP	SUSS 869233106		Various 02/14/13	290 000	12,582 81	12,176 54		406 27
TELETECH HOLDINGS INC	TTEC 879939106		Various 02/14/13	1,375 000	25,312 22	22,192 99		3,119 23
TESCO CORP	TEO 88157K101		Various 02/14/13	125 000	1,558 71	1,536 45		22 26
TITAN MACHINERY INC	TITN 88830R101		Various 02/14/13	760 000	23,635 47	18,734 09		4,901 38

J.P.Morgan



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

Capital Gain and Loss Schedule

Short-Term Covered

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

Stock and
other symbol
CUSIP

Description	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
VIAD CORP	VVI 92552R406	Various 02/14/13	765 000	20,647 72	20,781 82		-134 10

Total Short-Term Covered

508,454.45

467,996.43

40,458.02



Capital Gain and Loss Schedule

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

Long-Term Covered

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

Stock and
other symbol
Cusip

Description	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
ATLAS AIR WORLDWIDE HOLDINGS INC	AAWW 049164205	02/10/12 02/11/13	50 000	2,255 42	2,482 61		-227 19
CORE-MARK HOLDING CO INC	CORE 218681104	Various 02/14/13	210 000	10,407 17	7,098 35		3,308 82
FOOT LOCKER INC	FL 344849104	02/23/11 02/13/13	150 000	5,049 63	2,849 19		2,200 44
FOOT LOCKER INC	FL 344849104	02/23/11 02/14/13	890 000	29,627 43	16,905 19		12,722.24
MATERION CORPORATION	576690101	02/02/12 02/14/13	200 000	5,842 27	6,210 74		-368 47
NAVIGATORS GROUP INC	NAVIG 638904102	08/24/11 02/14/13	320 000	18,801 23	13,276 38		5,524 85
Total Long-Term Covered				71,983.15	48,822.46		23,160.69



Capital Gain and Loss Schedule

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

Long-Term Non Covered

STATEMENT D-1

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

Stock and
other symbol
CUSIP

Description	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
AMERICAN RAILCAR INDUSTRIES INC	ARII 02916P103	02/05/10 01/31/13	33 000	1,271 13	297 87		973 26
AMERICAN RAILCAR INDUSTRIES INC	ARII 02916P103	02/05/10 02/04/13	20 000	790 45	180 53		609 92
AMERICAN RAILCAR INDUSTRIES INC	ARII 02916P103	02/05/10 02/05/13	207 000	8,221 54	1,868 46		6,353 08
AMERICAN RAILCAR INDUSTRIES INC	ARII 02916P103	02/05/10 02/14/13	830 000	34,668 82	7,491 91		27,176 91
ANALOGIC CORP	ALOG 032657207	02/05/10 02/13/13	20 000	1,495 46	755 00		740 46
ANALOGIC CORP	ALOG 032657207	02/05/10 02/13/13	20 000	1,499 87	755 00		744 87
ANALOGIC CORP	ALOG 032657207	02/05/10 02/14/13	270 000	20,209 04	10,192 50		10,016 54
AVNET INC	AVT 053807103	02/05/10 02/14/13	940 000	34,121 23	24,866 76		9,254 47
CARRIZO OIL & GAS INC	CRZO 144577103	Various 02/14/13	910 000	20,811 23	16,389 90		4,421 33
CASEYS GENERAL STORES INC	CASY 147528103	02/05/10 02/14/13	400 000	22,098 02	11,704 33		10,393 69
CHICOS FAS INC	CHS 168615102	11/01/10 01/09/13	230 000	4,132 22	2,233 92		1,898 30
CHICOS FAS INC	CHS 168615102	11/01/10 01/10/13	300 000	5,200 08	2,913 81		2,286 27

J.P.Morgan



Capital Gain and Loss Schedule

HAROLD K L CASTLE FNDTN-ADVISORY SM

Account Number A 17106-00-5

Long-Term Non Covered

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Stock and
other symbol

Cusip

Code*

Date Acquired
Date Sold

Units

Sales
Price

Cost or
Other Basis

Adjustments to
gain or loss

Gain or Loss
Ordinary Income**

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CHICOS FAS INC	CHS 168615102		11/01/10 01/22/13	20 000	359 79	194 25		165.54
CHICOS FAS INC	CHS 168615102		11/01/10 01/22/13	10 000	181 28	97 13		84 15
CHICOS FAS INC	CHS 168615102		11/01/10 01/22/13	310 000	5,537 52	3,010 94		2,526 58
CHICOS FAS INC	CHS 168615102		11/01/10 01/25/13	330 000	5,925 57	3,205 19		2,720 38
CORE-MARK HOLDING CO INC	CORE 218681104		10/13/10 02/14/13	470 000	23,292 25	15,169 49		8,122 76
DELTIC TIMBER CORP	DEL 247850100		02/05/10 02/14/13	600 000	43,145 56	24,496 86		18,648 70
ENCORE WIRE CORP	WIRE 292562105		02/05/10 02/14/13	800 000	27,171 87	15,593 92		11,577 95
ENSTAR GROUP LIMITED	ESGR G3075P101		06/09/10 02/08/13	40 000	4,990 18	2,600 99		2,389 19
ENSTAR GROUP LIMITED	ESGR G3075P101		06/09/10 02/14/13	190 000	23,761 75	12,354 72		11,407 03
EV ENERGY PARTNER LP	EVEP 26926V107		03/28/11 01/17/13	100 000	5,858 32	5,111 09		747 23
EV ENERGY PARTNER LP	EVEP 26926V107		03/28/11 01/25/13	100 000	5,769 78	5,111 09		658 69
GATX CORP	GMT 361448103		02/05/10 02/14/13	497 000	24,804 71	12,961 76		11,842 95

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Capital Gain and Loss Schedule

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

Long-Term Non Covered

STATEMENT D-1

* Code, W indicates Wash Sale

L Indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Stock and
other symbol
Cusip

Description	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
HEALTHCARE SERVICES GROUP INC	HCSE 421906108	02/05/10 01/14/13	56 000	1,364 05	773 82		590 23
HEALTHCARE SERVICES GROUP INC	HCSE 421906108	02/05/10 01/14/13	28 000	676 74	386 91		289 83
HEALTHCARE SERVICES GROUP INC	HCSE 421906108	02/05/10 01/16/13	15 000	360 49	207 27		153 22
HEALTHCARE SERVICES GROUP INC	HCSE 421906108	02/05/10 01/17/13	70 000	1,689 78	967 28		722 50
HEALTHCARE SERVICES GROUP INC	HCSE 421906108	02/05/10 01/22/13	81 000	1,958 56	1,119 28		839 28
HEALTHCARE SERVICES GROUP INC	HCSE 421906108	02/05/10 01/24/13	220 000	5,395 57	3,040 02		2,355 55
HEALTHCARE SERVICES GROUP INC	HCSE 421906108	02/05/10 02/14/13	992 000	23,416 52	13,707 72		9,708 80
INVESTORS BANCORP INC	46146P102	02/05/10 02/14/13	1,980 000	36,099 54	23,114 32		12,985 22
KAISER ALUMINUM CORP (NEW)	KALU 483007704	02/05/10 01/22/13	80 000	5,050 06	2,762 97		2,287 09
KAISER ALUMINUM CORP (NEW)	KALU 483007704	02/05/10 01/28/13	11 000	688 20	379 91		308 29
KAISER ALUMINUM CORP (NEW)	KALU 483007704	02/05/10 01/28/13	26 000	1,624 56	897 97		726 59
KAISER ALUMINUM CORP (NEW)	KALU 483007704	02/05/10 01/31/13	43 000	2,669 69	1,485 10		1,184 59

J.P.Morgan



Capital Gain and Loss Schedule

Long-Term Non Covered

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

STATEMENT D-1

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

Description	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
KAISER ALUMINUM CORP (NEW)	KALU 483007704	02/05/10 02/08/13	100 000	6,297 30	3,453 72		2,843 58
KAISER ALUMINUM CORP (NEW)	KALU 483007704	02/05/10 02/14/13	390 000	25,079 24	13,469 50		11,609 74
LEUCADIA NATIONAL CORP	LUK 527288104	Various 02/14/13	890 000	24,342 11	18,785 87		5,556.24
MARCUS CORP	MCS 566330106	02/05/10 02/14/13	840 000	10,743 86	8,828 82		1,915 04
MENS WEARHOUSE INC	MW 587118100	02/05/10 02/04/13	50 000	1,465 55	1,000 68		464 87
MENS WEARHOUSE INC	MW 587118100	02/05/10 02/04/13	50 000	1,464 44	1,000 68		463 76
MENS WEARHOUSE INC	MW 587118100	02/05/10 02/05/13	20 000	595 84	400 27		195 57
MENS WEARHOUSE INC	MW 587118100	02/05/10 02/05/13	40 000	1,192 03	800 54		391 49
MENS WEARHOUSE INC	MW 587118100	02/05/10 02/11/13	170 000	5,029 47	3,402 32		1,627.15
MENS WEARHOUSE INC	MW 587118100	Various 02/14/13	400 000	11,533 74	7,852 13		3,681 61
MOLEX INC CL A NON-VOTING	MOLX 608554200	Various 02/14/13	1,360 000	31,181 24	23,030 56		8,150 68
ONEBEACON INSURANCE GROUP LTD	OB G67742109	02/05/10 01/07/13	20 000	286 03	269 23		16 80

J.P.Morgan

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

Capital Gain and Loss Schedule

Long-Term Non Covered

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

Description
ONEBEACON INSURANCE GROUP LTD
ONEBEACON INSURANCE GROUP LTD
ONEBEACON INSURANCE GROUP LTD
ONEBEACON INSURANCE GROUP LTD
ONEBEACON INSURANCE GROUP LTD
RAYMOND JAMES FINANCIAL INC
RAYMOND JAMES FINANCIAL INC
RAYMOND JAMES FINANCIAL INC
RAYMOND JAMES FINANCIAL INC
RESOLUTE ENERGY CORP
RESOLUTE ENERGY CORP
RESOLUTE ENERGY CORP

Stock and
other symbol
CUSIP
OB
OB
OB
OB
OB
RJF
RJF
RJF
RJF
COM
COM
COM

Date Acquired
Date Sold
02/05/10
01/09/13
02/05/10
01/09/13
02/05/10
01/14/13
02/05/10
02/06/13
02/05/10
02/14/13
02/05/10
01/28/13
02/05/10
01/31/13
02/05/10
02/14/13
02/05/10
01/02/13
02/05/10
01/02/13
02/05/10
01/04/13

Code *

Units

Sales
PriceCost or
Other BasisAdjustments to
gain or lossGain or Loss
Ordinary Income **

ONEBEACON INSURANCE GROUP LTD	OB	G67742109	02/05/10	20 000	283 85	269 23		14 62
			01/09/13					
ONEBEACON INSURANCE GROUP LTD	OB	G67742109	02/05/10	40 000	563 58	538 46		25 12
			01/09/13					
ONEBEACON INSURANCE GROUP LTD	OB	G67742109	02/05/10	170 000	2,433 86	2,288 45		145 41
			01/14/13					
ONEBEACON INSURANCE GROUP LTD	OB	G67742109	02/05/10	330 000	4,250 89	4,442 30		-191 41
			02/06/13					
ONEBEACON INSURANCE GROUP LTD	OB	G67742109	02/05/10	880 000	11,728 02	11,846 12		-118 10
			02/14/13					
RAYMOND JAMES FINANCIAL INC	RJF	754730109	02/05/10	40 000	1,778 66	995 24		783 42
			01/28/13					
RAYMOND JAMES FINANCIAL INC	RJF	754730109	02/05/10	140 000	6,227 86	3,483 32		2,744 54
			01/28/13					
RAYMOND JAMES FINANCIAL INC	RJF	754730109	02/05/10	140 000	6,255 83	3,483 33		2,772 50
			01/31/13					
RAYMOND JAMES FINANCIAL INC	RJF	754730109	02/05/10	550 000	25,062 93	13,684 49		11,378 44
			02/14/13					
RESOLUTE ENERGY CORP		76116A108	02/05/10	138 000	1,142 94	1,479 29		-336 35
COM			01/02/13					
RESOLUTE ENERGY CORP		76116A108	02/05/10	9 000	74 83	96 48		-21 65
COM			01/02/13					
RESOLUTE ENERGY CORP		76116A108	02/05/10	203 000	1,737 23	2,176 06		-438 83
COM			01/04/13					



Capital Gain and Loss Schedule

Long-Term Non Covered

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

STATEMENT D-1

* Code W indicates Wash Sale

L Indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O Indicates Ordinary Income gain or loss

F Indicates Foreign Exchange gain or loss on Capital Transactions

Stock and
other symbol
Cusip

Description	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
RESOLUTE ENERGY CORP COM	76116A108	02/05/10 01/30/13	240 000	2,057 85	2,572 68		-514 83
RESOLUTE ENERGY CORP COM	76116A108	02/05/10 02/14/13	1,413 000	11,985 08	15,146 66		-3,161 58
SCHNITZER STEEL INDUSTRIES INC	SCHN 806882106	02/05/10 02/14/13	450 000	13,552 43	18,666 31		-5,113 88
STAGE STORES INC	SSI 85254C305	11/09/10 01/08/13	110 000	2,486 73	1,527 35		959 38
STAGE STORES INC	SSI 85254C305	11/09/10 01/31/13	62 000	1,413 05	860 87		552 18
STAGE STORES INC	SSI 85254C305	11/09/10 01/31/13	47 000	1,072 54	652 59		419 95
STAGE STORES INC	SSI 85254C305	11/09/10 02/01/13	50 000	1,145 82	694 25		451 57
STAGE STORES INC	SSI 85254C305	11/09/10 02/01/13	10 000	229 54	138 85		90 69
STAGE STORES INC	SSI 85254C305	11/09/10 02/05/13	61 000	1,435 80	846 99		588 81
STAGE STORES INC	SSI 85254C305	Various 02/14/13	538 000	13,145 73	7,275 04		5,870 69
SYMETRA FINANCIAL CORPORATION	SYA 87151Q106	Various 02/14/13	2,850 000	37,316 49	30,378 34		6,938 15
TRINITY INDUSTRIES INC	TRN 896522109	02/05/10 02/04/13	70 000	2,779 39	1,061 80		1,717 59

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Capital Gain and Loss Schedule

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

Long-Term Non Covered

STATEMENT D-1

* Code W indicates Wash Sale
L Indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O Indicates Ordinary Income gain or loss
F Indicates Foreign Exchange gain or loss on Capital Transactions
Stock and other symbol

Description	Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
TRINITY INDUSTRIES INC	TRN 896522109		02/05/10 02/12/13	110 000	4,521 53	1,668 55		2,852 98
TRINITY INDUSTRIES INC	TRN 896522109		02/05/10 02/14/13	900 000	37,773 14	13,651 74		24,121 40
VAIL RESORTS INC	MTN 91879Q109		02/05/10 02/14/13	720 000	39,460 15	23,819.83		15,640 32
Total Long-Term Non Covered					757,438.03	474,438.93		282,999.10



Capital Gain and Loss Schedule

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

Short-Term Covered

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

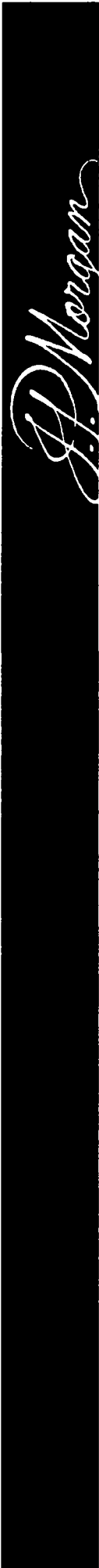
** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Stock and
other symbol

Description	Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ADTRAN INC	ADTN		03/16/12	293 000	5,926 70	9,017 86		-3,091 16
	00738A106		01/29/13					
ADTRAN INC	ADTN		03/16/12	392 000	7,889 29	12,064 86		-4,175 57
	00738A106		01/30/13					
ANSYS INC	ANSS		11/01/12	13 000	1,041 79	833 44		208 35
	03662Q105		03/14/13					
CONCUR TECHNOLOGIES INC	CNQR		01/31/13	285 000	31,255 51	19,408 16		11,847 35
	206708109		09/30/13					
DEALERTRACK TECHNOLOGY	TRAK		Various	425 000	13,278 95	10,474 70		2,804 25
	242309102		01/15/13					
DEALERTRACK TECHNOLOGY	TRAK		11/19/12	165 000	6,556 60	4,023 28		2,533 32
	242309102		08/20/13					
GARDNER DENVER INC	GDI		Various	472 000	35,264 63	28,086 86		7,177 77
	365558105		03/11/13					
II VI INC	IVI		Various	1,050 000	18,477 80	19,193 71		-715 91
	902104108		01/28/13					
INNERWORKINGS INC	INWK		Various	2,754,000	17,330 61	31,989 89		-14,659 28
	45773Y105		11/13/13					
NIC INC	EGOV		06/21/12	329 000	5,969 17	4,012 59		1,956 58
	62914B100		04/19/13					
SCHLUMBERGER LTD	SLB		04/03/12	92 000	7,316 34	6,437 70		878 64
	806857108		01/28/13					
TEVA PHARMACEUTICAL INDUSTRIES LTD SPONS ADR	TEVA		11/01/12	25 000	931 50	1,028 55		-97 05
	881624209		03/04/13					

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

Capital Gain and Loss Schedule

Short-Term Covered

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

Description
TYLER TECHNOLOGIES INC
TYLER TECHNOLOGIES INC

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
TYLER TECHNOLOGIES INC	TYL 902252105		01/09/13 09/26/13	122 000	10,706 25	6,168 25		4,538 00
TYLER TECHNOLOGIES INC	TYL 902252105		Various 10/29/13	99 000	9,679 91	4,818 99		4,860 92
Total Short-Term Covered					171,625.05	157,558.84		14,066.21

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

Capital Gain and Loss Schedule

Long-Term Covered

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Stock and

other symbol

Cusp

Code*

Date Acquired
Date Sold

Units

Sales
PriceCost or
Other BasisAdjustments to
gain or lossGain or Loss
Ordinary Income**

Description	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ADTRAN INC	ADTN	Various	780 000	15,943 62	31,998 94		-16,055 32
	00738A106	01/28/13					
AMERICAN PUBLIC EDUCATION INC	APEI	10/20/11	415 000	18,668 40	13,017 64		5,650 76
	02913V103	12/23/13					
CONCUR TECHNOLOGIES INC	CNQR	11/23/11	67 000	7,347 79	2,924 85		4,422 94
	206708109	09/30/13					
COSTAR GROUP INC	CSGP	11/23/11	65 000	11,122 76	3,790 16		7,332 60
	22160N109	10/17/13					
INNERWORKINGS INC	INWK	Various	1,150 000	7,236 82	14,405 35		-7,168 53
	45773Y105	11/13/13					
MARKEL CORPORATION	MKL	01/05/11	2 000	1,007 09	784 39		222 70
	570535104	03/14/13					
NIC INC	EGOV	06/21/12	645 000	14,522 24	7,866 63		6,655 61
	62914B100	08/20/13					
POLYPORE INTERNATIONAL INC	PPO	05/03/12	282 000	12,650 21	11,030 49		1,619 72
	73179V103	08/07/13					
POLYPORE INTERNATIONAL INC	PPO	05/03/12	98 000	4,530 41	3,833 29		697 12
	73179V103	08/08/13					
POLYPORE INTERNATIONAL INC	PPO	05/03/12	304 000	13,292 86	11,891 02		1,401 84
	73179V103	08/12/13					
POLYPORE INTERNATIONAL INC	PPO	05/03/12	60 000	2,575 61	2,346 91		228 70
	73179V103	08/13/13					
POTASH CORP SASKATCHEWAN INC	POT	Various	378,000	12,143 26	20,248 96		-8,105 70
	73755L107	10/17/13					



Capital Gain and Loss Schedule

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

Long-Term Covered

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** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital Transactions

Stock and
other symbol

Cusip

Code *

Date Acquired
Date Sold

Units

Sales
Price

Cost or
Other Basis

Adjustments to
gain or loss

Gain or Loss
Ordinary Income**

Description

POTASH CORP SASKATCHEWAN INC

POT
73755L107

10/12/11
11/27/13

147 000

4,564 53

7,037 15

-2,472 62

SCHLUMBERGER LTD

SLB
806857108

01/06/12
01/28/13

88 000

6,998 23

5,982 03

1,016.20

T ROWE PRICE GROUP INC

TROW
74144T108

08/05/11
04/09/13

245 000

18,244 09

12,647 95

5,596 14

TEVA PHARMACEUTICAL INDUSTRIES LTD
SPONS ADR

TEVA
881624209

01/05/11
03/04/13

376 000

14,009 67

19,655 59

-5,645 92

3D SYSTEMS CORP DEL

DDD
88554D205

06/10/11
05/15/13

409 000

19,586 53

4,904 28

14,682.25

3D SYSTEMS CORP DEL

DDD
88554D205

Various
11/13/13

242 000

18,819 11

2,898 55

15,920 56

Total Long-Term Covered

203,263.23 177,264.18

25,999.05

J.P.Morgan



Capital Gain and Loss Schedule

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

STATEMENT D - 2

Long-Term Non Covered

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

Description Stock and
other symbol
Cusip

Date Acquired
Date Sold

Code *

Units

Sales
Price

Cost or
Other Basis

Adjustments to
gain or loss

Gain or Loss
Ordinary Income**

ADTRAN INC

ADTN
00738A106

12/02/10
01/28/13

104 000

2,125 81

3,421 17

-1,295 36

ADTRAN INC

ADTN
00738A106

12/02/10
01/29/13

286 000

5,785 10

9,408 23

-3,623 13

AMERICAN PUBLIC EDUCATION INC

APEI
02913V103

Various
12/23/13

661 000

29,734 50

20,169 57

9,564 93

ANSYS INC

ANSS
03662Q105

10/25/10
03/14/13

32 000

2,564 42

1,454 82

1,109 60

APACHE CORP

APA
037411105

Various
05/09/13

355 000

28,593 22

34,088 86

-5,495 64

CELGENE CORPORATION

CELG
151020104

Various
01/18/13

170 000

16,978 67

10,299 84

6,678.83

DEALERTRACK TECHNOLOGY

TRAK
242309102

Various
08/20/13

330 000

13,113 21

5,775 94

7,337 27

IDEXX LABORATORIES INC

IDXX
45168D104

Various
01/02/13

193 000

18,098 47

9,875 00

8,223 47

IDEXX LABORATORIES INC

IDXX
45168D104

11/02/09
01/03/13

74 000

6,932 51

3,764 38

3,168 13

IDEXX LABORATORIES INC

IDXX
45168D104

11/02/09
01/07/13

167 000

15,823 27

8,495 29

7,327 98

IDEXX LABORATORIES INC

IDXX
45168D104

11/02/09
03/07/13

392 000

35,682 02

19,941 04

15,740 98

IDEXX LABORATORIES INC

IDXX
45168D104

Various
04/23/13

447 000

38,679 07

22,488 87

16,190 20

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Capital Gain and Loss Schedule

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

Long-Term Non Covered

* Code W indicates Wash Sale

L Indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O Indicates Ordinary Income gain or loss

F Indicates Foreign Exchange gain or loss on Capital Transactions
Stock and
other symbol
Cusip

Description	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
II VI INC	II VI	07/16/10	725.000	12,758.47	11,201.94		1,556.53
	902104108	01/28/13					
II VI INC	II VI	Various	1,691.000	29,239.44	22,527.14		6,712.30
	902104108	03/05/13					
JACOBS ENGINEERING GROUP INC	JEC	10/30/09	335.000	20,130.19	14,233.95		5,896.24
	469814107	08/21/13					
K12 INC	LRN	Various	727.000	17,965.65	16,241.85		1,723.80
	48273U102	04/23/13					
K12 INC	LRN	Various	773.000	19,782.86	15,543.49		4,239.37
	48273U102	05/07/13					
POTASH CORP SASKATCHEWAN INC	POT	Various	1,074.000	33,349.05	39,093.77		-5,744.72
	73755L107	11/27/13					
QUALCOMM INC	QCOM	10/30/09	280.000	18,280.96	11,687.20		6,593.76
	747525103	08/07/13					
RESMED INC	RMD	Various	580.000	28,724.80	14,315.40		14,409.40
	761152107	08/20/13					
RESMED INC	RMD	Various	734.000	39,393.75	18,104.02		21,289.73
	761152107	09/17/13					
RESMED INC	RMD	11/02/09	726.000	38,212.70	17,888.28		20,324.42
	761152107	09/24/13					
T ROWE PRICE GROUP INC	TROW	11/16/09	31.000	2,308.44	1,590.45		717.99
	74144T108	04/09/13					
T ROWE PRICE GROUP INC	TROW	11/16/09	79.000	5,920.70	4,053.10		1,867.60
	74144T108	04/10/13					

J.P.Morgan



Capital Gain and Loss Schedule

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

STATEMENT D-2

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions
Stock and
other symbol
Cusip

Long-Term Non Covered

Description	Stock and other symbol Cusip	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
T ROWE PRICE GROUP INC	TROW 74144T108	Various 12/04/13	240 000	19,095 76	12,230 02		6,865 74
TEVA PHARMACEUTICAL INDUSTRIES LTD SPONS ADR	TEVA 881624209	Various 03/04/13	1,125 000	41,917 23	57,817 84		-15,900 61
3D SYSTEMS CORP DEL	DDD 88554D205	00/00/00 03/07/13	0 500	17 20	00		17 20
Total Long-Term Non Covered				541,207.47	405,711.46		135,496.01



Capital Gain and Loss Schedule

HAROLD K L CASTLE FNDTN-MID CAP
Account Number A 17115-00-6

Long-Term Non Covered

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

Stock and
other symbol

Cusip

Date Acquired
Date Sold

Code *

Units

Sales
Price

Cost or
Other Basis

Adjustments to
gain or loss

Gain or Loss
Ordinary Income**

Description
PERKINS MID CAP VAL-T

JMCV
471023598

04/20/10
09/20/13

119,926 199

3,035,332 10

2,600,000 00

435,332 10

Total Long-Term Non Covered

3,035,332.10 2,600,000.00

435,332.10



Capital Gain and Loss Schedule

HAROLD K L CASTLE FNDTN-PIMCO LOW DU
Account Number A 17123-00-0

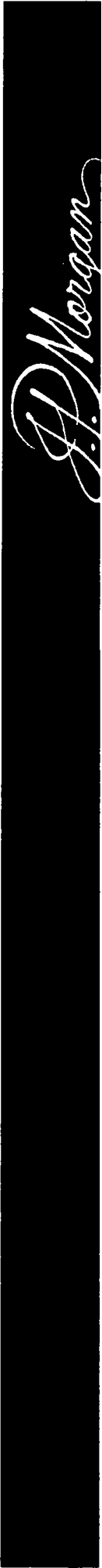
STATEMENT D-4

Long-Term Non Covered

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

Stock and
other symbol
CUSIP

Description	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
PIMCO LOW DURATION FUND-INST	PTLD 693390304	Various 09/20/13	175,097 276	1,800,000 00	1,840,005 44		-40,005 44
Total Long-Term Non Covered				1,800,000.00	1,840,005.44		-40,005.44



HAROLD K L CASTLE FNDTN - CASH
Account Number A 17127-00-1

Capital Gain and Loss Schedule

Short-Term Covered

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

Description
IRON MOUNTAIN INC PA
IRM
462846106

Stock and
other symbol
CUSIP

Date Acquired
Date Sold

Code *

Units

Sales
Price

Cost or
Other Basis

Adjustments to
gain or loss

Gain or Loss
Ordinary Income **

11/27/12 01/31/13 173 000 5,933.80 5,692.72 241.08

Total Short-Term Covered

5,933.80 5,692.72

241.08

HAROLD K L CASTLE FNDTN-OSTERWEIS
Account Number A 19426-00-5

Capital Gain and Loss Schedule

Short-Term Covered

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

Description	Stock and other symbol	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
H & R BLOCK INC	HRB 093671105	Various 04/01/13	530 000	15,466 59	11,859 79		3,606 80
H & R BLOCK INC	HRB 093671105	01/25/13 04/02/13	1,455 000	42,564 05	32,105 59		10,458.46
H & R BLOCK INC	HRB 093671105	Various 05/20/13	710 000	21,147 01	15,479 78		5,667 23
H & R BLOCK INC	HRB 093671105	01/24/13 05/21/13	670 000	19,867 46	14,474 88		5,392 58
H & R BLOCK INC	HRB 093671105	01/24/13 05/22/13	720 000	21,480 32	15,555 10		5,925 22
HOLOGIC INC	HOLX 436440101	Various 11/21/13	1,890 000	43,244 14	36,870 41		6,373 73
PROFESSIONALLY MANAGED PORTFOLIOS THE OSTERWEIS STRATEGIC INCOME FUND	OSTI 742935489	09/19/12 02/19/13	6,700 000	79,395 00	77,988 00		1,407 00
PROFESSIONALLY MANAGED PORTFOLIOS THE OSTERWEIS STRATEGIC INCOME FUND	OSTI 742935489	Various 03/21/13	15,800 000	187,072 00	181,208 84		5,863 16
PROFESSIONALLY MANAGED PORTFOLIOS THE OSTERWEIS STRATEGIC INCOME FUND	OSTI 742935489	06/21/12 03/26/13	150 000	1,776 00	1,717 50		58 50
PROFESSIONALLY MANAGED PORTFOLIOS THE OSTERWEIS STRATEGIC INCOME FUND	OSTI 742935489	06/21/12 06/03/13	2,587 918	31,003 26	29,631 66		1,371 60
SYMETRA FINANCIAL CORPORATION	SYA 87151Q106	05/31/13 12/06/13	100 000	1,899 78	1,403 10		496 68
SYMETRA FINANCIAL CORPORATION	SYA 87151Q106	05/31/13 12/09/13	260 000	4,956 63	3,648 06		1,308 57



STATEMENT D - 6

Capital Gain and Loss Schedule

HAROLD K L CASTLE FNDTN-OSTERWEIS

Account Number A 19426-00-5

* Code W indicates Wash Sale
L Indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O Indicates Ordinary Income gain or loss

F Indicates Foreign Exchange gain or loss on Capital transactions

Short-Term Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
SYMETRA FINANCIAL CORPORATION	SYA 87151Q106		05/31/13 12/23/13	125 000	2,382 56	1,753 88		628 68
SYMETRA FINANCIAL CORPORATION	SYA 87151Q106		05/31/13 12/26/13	50 000	957 73	701 55		256 18
Total Short-Term Covered					473,212.53	424,398.14		48,814.39

J.P.Morgan

HAROLD K L CASTLE FNDTN-OSTERWEIS
Account Number A 19426-00-5

Capital Gain and Loss Schedule

Long-Term Covered

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

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ALLEGHANY CORP	Y 017175100		12/05/11	8 000	3,144 94	2,298 28		846 66
			08/23/13					
ALLEGHANY CORP	Y 017175100		12/05/11	20 000	8,082 27	5,745 71		2,336 56
			09/24/13					
ALLEGHANY CORP	Y 017175100		12/05/11	20 000	8,061 96	5,745 70		2,316 26
			09/25/13					
COMPUWARE CORP	CPWR 205638109		08/15/11	50 000	563 37	416 00		147 37
			05/21/13					
COMPUWARE CORP	CPWR 205638109		Various	365 000	4,164.68	3,014.02		1,150.66
			05/22/13					
COMPUWARE CORP	CPWR 205638109		Various	415 000	4,670 49	3,397 57		1,272 92
			05/24/13					
COMPUWARE CORP	CPWR 205638109		11/21/11	210 000	2,380 30	1,709 28		671 02
			05/28/13					
COMPUWARE CORP	CPWR 205638109		11/21/11	180 000	2,040 33	1,465 09		575 24
			05/29/13					
COMPUWARE CORP	CPWR 205638109		11/21/11	320 000	3,615 67	2,604 61		1,011 06
			05/30/13					
COMPUWARE CORP	CPWR 205638109		Various	195 000	2,200 30	1,572 77		627.53
			05/31/13					
COMPUWARE CORP	CPWR 205638109		11/22/11	160 000	1,788.10	1,282 26		505 84
			06/03/13					
COMPUWARE CORP	CPWR 205638109		Various	1,585 000	17,205 82	12,478 97		4,726 85
			06/06/13					

HAROLD K L CASTLE FNDTN-OSTERWEIS
Account Number A 19426-00-5

Capital Gain and Loss Schedule

Long-Term Covered

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

Description	Cusp	Date Acquired	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
FIRST REPUBLIC BANK SAN FRAN	FRC	07/01/11	285,000	10,562 63	9,048 75		1,513 88
	33616C100	02/19/13					
HOLOGIC INC	HOLX	Various	535 000	11,935 85	9,878 21		2,057 64
	436440101	12/27/13					
HOLOGIC INC	HOLX	05/14/12	620 000	13,782 47	10,983 73		2,798 74
	436440101	12/30/13					
HOLOGIC INC	HOLX	05/14/12	320 000	7,123 74	5,669 03		1,454 71
	436440101	12/31/13					
KRAFT FOODS GROUP INC	KRFT	Various	1,103 000	51,356 40	36,854 12		14,502 28
COM	50076Q106	01/24/13					
NATIONSTAR MORTGAGE HOLDINGS	NSM	03/07/12	300 000	16,961 82	4,200 00		12,761 82
	63861C109	09/24/13					
NATIONSTAR MORTGAGE HOLDINGS	NSM	03/07/12	1,525 000	57,357 00	21,350 00		36,007 00
	63861C109	11/08/13					
NATIONSTAR MORTGAGE HOLDINGS	NSM	Various	1,320 000	49,106 18	18,262 26		30,843 92
	63861C109	11/11/13					
NATIONSTAR MORTGAGE HOLDINGS	NSM	03/08/12	205 000	7,659 34	2,826 66		4,832 68
	63861C109	11/12/13					
SPIRIT AEROSYSTEMS HOLD-CL A	SPR	01/19/11	330 000	5,834 72	7,965 11		-2,130 39
	848574109	03/05/13					
SPIRIT AEROSYSTEMS HOLD-CL A	SPR	01/19/11	570 000	10,105 02	13,757 92		-3,652 90
	848574109	03/06/13					
SPIRIT AEROSYSTEMS HOLD-CL A	SPR	01/19/11	640 000	11,398 14	15,447 50		-4,049 36
	848574109	03/07/13					



Capital Gain and Loss Schedule

HAROLD K L CASTLE FNDTN-OSTERWEIS
Account Number A 19426-00-5

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

Long-Term Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
SPIRIT AEROSYSTEMS HOLD-CL A	SPR 848574109		Various 03/08/13	340 000	6,140 94	8,127 73		-1,986 79
SPIRIT AEROSYSTEMS HOLD-CL A	SPR 848574109		01/25/11 10/01/13	575 000	14,049 01	13,690 52		358.49
SPIRIT AEROSYSTEMS HOLD-CL A	SPR 848574109		Various 10/02/13	780 000	18,891 11	18,490 82		400 29
SPIRIT AEROSYSTEMS HOLD-CL A	SPR 848574109		01/26/11 10/03/13	90 000	2,153 71	2,128 87		24 84
SPIRIT AEROSYSTEMS HOLD-CL A	SPR 848574109		01/26/11 11/22/13	155 000	4,990 17	3,666 39		1,323 78
SPIRIT AEROSYSTEMS HOLD-CL A	SPR 848574109		01/26/11 11/25/13	300 000	9,708 67	7,096 23		2,612 44
SPIRIT AEROSYSTEMS HOLD-CL A	SPR 848574109		01/26/11 11/26/13	165 000	5,359 10	3,902 93		1,456 17
SPIRIT AEROSYSTEMS HOLD-CL A	SPR 848574109		Various 12/12/13	305 000	9,796 48	7,183 19		2,613 29
SPIRIT AEROSYSTEMS HOLD-CL A	SPR 848574109		Various 12/13/13	245 000	7,822 71	5,763 89		2,058 82
SPIRIT AEROSYSTEMS HOLD-CL A	SPR 848574109		Various 12/16/13	450 000	14,483 04	10,557 13		3,925 91
SPIRIT AEROSYSTEMS HOLD-CL A	SPR 848574109		Various 12/17/13	840 000	26,843 41	16,200 09		10,643 32
SPIRIT AEROSYSTEMS HOLD-CL A	SPR 848574109		08/15/11 12/18/13	345 000	11,154 41	5,461 04		5,693 37



HAROLD K L CASTLE FNDTN-OSTERWEIS
Account Number A 19426-00-5

Capital Gain and Loss Schedule

Long-Term Covered

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

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
VIACOM INC CLASS B	VIA 92553P201		01/20/12 08/22/13	250 000	19,886 55	12,004 32		7,882 23
VIACOM INC CLASS B	VIA 92553P201		01/20/12 09/10/13	415 000	33,533 15	19,927 18		13,605 97
VIACOM INC CLASS B	VIA 92553P201		01/20/12 09/26/13	120 000	10,015 76	5,762 08		4,253 68
VIACOM INC CLASS B	VIA 92553P201		01/20/12 09/25/13	85 000	7,056 33	4,081 47		2,974 86
Total Long-Term Covered					512,986.09	342,017.43		170,968.66

HAROLD K L CASTLE FNDTN-OSTERWEIS
Account Number A 19426-00-5

Capital Gain and Loss Schedule

Long-Term Non Covered

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

Stock and
other symbol
Cusip

Description	Code *	Date Acquired/ Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ALLEGHANY CORP	Y	10/15/10	7 000	2,751 82	2,048 77		703 05
	017175100	08/23/13					
AVNET INC	AVT	Various	1,965 000	67,596 05	55,936 32		11,659 73
	053807103	01/24/13					
BAYER AG REGISTERED SHS	BAYN	04/15/10	375 000	34,357 84	25,559 29		8,798 55
ISIN DE000BAY0017 SEDOL 5069211	072733918	02/19/13					
BAYER AG REGISTERED SHS	BAYN	04/15/10	55 000	6,359 55	3,748 70		2,610 85
ISIN DE000BAY0017 SEDOL 5069211	072733918	08/23/13					
COMPUWARE CORP	CPWR	04/14/10	805 000	9,350 59	7,092 21		2,258 38
	205638109	04/04/13					
COMPUWARE CORP	CPWR	04/14/10	415 000	4,788 87	3,656 23		1,132 64
	205638109	04/05/13					
COMPUWARE CORP	CPWR	04/14/10	410 000	4,726 94	3,612 18		1,114.76
	205638109	04/08/13					
COMPUWARE CORP	CPWR	04/14/10	420 000	4,859 00	3,700 28		1,158 72
	205638109	04/09/13					
COMPUWARE CORP	CPWR	04/14/10	2,155 000	25,534 66	18,985 98		6,548 68
	205638109	05/01/13					
COMPUWARE CORP	CPWR	04/14/10	360 000	4,238 18	3,171 67		1,066 51
	205638109	05/06/13					
COMPUWARE CORP	CPWR	04/14/10	600 000	7,096 16	5,286 12		1,810 04
	205638109	05/07/13					
COMPUWARE CORP	CPWR	04/14/10	420 000	4,901 36	3,700 29		1,201 07
	205638109	05/09/13					



Capital Gain and Loss Schedule

HAROLD K L CASTLE FNDTN-OSTERWEIS

Account Number A 19426-00-5

Long-Term Non Covered

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Stock and
other symbol

Description	Cusip	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
COMPUWARE CORP	CPWR 205638109		04/14/10 05/16/13	195 000	2,194 58	1,717 99		476 59
COMPUWARE CORP	CPWR 205638109		04/14/10 05/17/13	650 000	7,354 97	5,726 63		1,628 34
COMPUWARE CORP	CPWR 205638109		04/14/10 05/20/13	405 000	4,567 97	3,568 13		999 84
COMPUWARE CORP	CPWR 205638109		04/14/10 05/21/13	440 000	4,957 67	3,876 49		1,081 18
COMPUWARE CORP	CPWR 205638109		08/13/10 06/06/13	185 000	2,008 25	1,395 84		612 41
COMPUWARE CORP	CPWR 205638109		08/13/10 06/07/13	755 000	8,278 65	5,696 56		2,582 09
COMPUWARE CORP	CPWR 205638109		Various 06/10/13	850 000	9,316.60	6,404 26		2,912 34
FIRST REPUBLIC BANK SAN FRAN	FRC 33616C100		12/09/10 02/19/13	200 000	7,412 37	5,480 34		1,932 03
FIRST REPUBLIC BANK SAN FRAN	FRC 33616C100		12/09/10 02/20/13	485 000	17,906 86	13,289 82		4,617 04
FIRST REPUBLIC BANK SAN FRAN	FRC 33616C100		12/09/10 02/21/13	40 000	1,469.11	1,096 07		373 04
FIRST REPUBLIC BANK SAN FRAN	FRC 33616C100		12/09/10 02/21/13	500 000	18,209 54	13,700 85		4,508 69
FIRST REPUBLIC BANK SAN FRAN	FRC 33616C100		Various 04/01/13	1,080 000	40,989 51	29,460 72		11,528 79

HAROLD K L CASTLE FNDTN-OSTERWEIS
Account Number A 19426-00-5

Capital Gain and Loss Schedule

Long-Term Non Covered

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Stock and

other symbol

Cusip

Description	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
FIRST REPUBLIC BANK SAN FRAN	FRC	12/08/10	130 000	4,846 88	3,315 00		1,531 88
	33616C100	04/03/13					
FIRST REPUBLIC BANK SAN FRAN	FRC	12/08/10	150 000	5,610 64	3,825 00		1,785 64
	33616C100	04/04/13					
FIRST REPUBLIC BANK SAN FRAN	FRC	12/08/10	300 000	11,105 48	7,650 00		3,455 48
	33616C100	04/05/13					
HEALTHSOUTH CORP	HLS	04/14/10	225 000	7,351 72	4,420 46		2,931 26
	421924309	08/12/13					
HEALTHSOUTH CORP	HLS	04/14/10	175 000	5,728 42	3,438 14		2,290 28
	421924309	08/13/13					
HEALTHSOUTH CORP	HLS	04/14/10	75 000	2,454 21	1,473 49		980 72
	421924309	08/14/13					
HEALTHSOUTH CORP	HLS	04/14/10	40 000	1,288 72	785 86		502 86
	421924309	08/15/13					
HEALTHSOUTH CORP	HLS	04/14/10	205 000	7,071 18	4,027 53		3,043 65
	421924309	09/24/13					
HEALTHSOUTH CORP	HLS	04/14/10	225 000	7,725 15	4,420 46		3,304 69
	421924309	09/25/13					
HEALTHSOUTH CORP	HLS	04/14/10	60 000	2,067 58	1,178 79		888.79
	421924309	09/26/13					
PROFESSIONALLY MANAGED PORTFOLIOS	OSTI	09/30/11	5,512 082	66,034 74	62,176 28		3,858 46
THE OSTERWEIS STRATEGIC INCOME FUND	742935489	06/03/13					
PROFESSIONALLY MANAGED PORTFOLIOS	OSTI	09/30/11	22,000 000	260,040 00	248,160 00		11,880 00
THE OSTERWEIS STRATEGIC INCOME FUND	742935489	07/17/13					



HAROLD K L CASTLE FNDTN-OSTERWEIS
Account Number A 19426-00-5

Capital Gain and Loss Schedule

Long-Term Non Covered

* Code W indicates Wash Sale

L Indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions
Stock and
other symbol
Cusip

Description	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
PROFESSIONALLY MANAGED PORTFOLIOS	OSTI	09/30/11	14,359 035	169,867 38	161,969 92		7,897.46
THE OSTERWEIS STRATEGIC INCOME FUND	742935489	08/29/13					
SYMETRA FINANCIAL CORPORATION	SYA	04/14/10	145 000	2,777 41	2,015 27		762 14
	87151Q106	12/26/13					
SYMETRA FINANCIAL CORPORATION	SYA	04/14/10	95 000	1,815 96	1,320 35		495 61
	87151Q106	12/27/13					
SYMETRA FINANCIAL CORPORATION	SYA	04/14/10	120 000	2,287 53	1,667 81		619 72
	87151Q106	12/30/13					
SYMETRA FINANCIAL CORPORATION	SYA	04/14/10	45 000	855 19	625 43		229 76
	87151Q106	12/31/13					

Total Long-Term Non Covered

860,155.29

740,381.53

119,773.76



Capital Gain and Loss Schedule

HAROLD K L CASTLE FNDTN-HARBOR HY
Account Number A 31866-00-6

Long-Term Non Covered

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

Stock and
other symbol
CUSIP

Description	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
HARBOR HIGH YIELD BOND-INST	HYFA 411511553	12/09/10 08/01/13	81.521 739	900,000 00	912,228 26		-12,228 26
Total Long-Term Non Covered				900,000.00	912,228.26		-12,228.26

STATEMENT D-7



HAROLD K L CASTLE FNDTN-DREYFUS EM
Account Number A 31874-00-0

Capital Gain and Loss Schedule

Long-Term Non Covered

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

Stock and
other symbol
CUSIP

Description	Code *	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income **
JPM INTL CURR INCOME FD - SEL FUND 3831	JCIS 4812A3296	07/11/11 08/01/13	73,465 860	808,124 46	849,631 64		-41,507 18
Total Long-Term Non Covered				808,124.46	849,631.64		-41,507.18



Capital Gain and Loss Schedule

HAROLD K L CASTLE FOUNDATION

Account Number A 51324-00-1

Long-Term Non Covered

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Stock and

other symbol

Cusip

Date Acquired
Date Sold

Code *

Units

Sales
Price

Cost or
Other Basis

Adjustments to
gain or loss

Gain or Loss
Ordinary Income **

Description
ISHARES DJ SELECT DIVIDEND INDEX
FUND

DVY
464287168

10/19/11
09/20/13

55,000 000

3,701,573 06

2,813,800 00

887,773 06

Total Long-Term Non Covered

3,701,573.06 2,813,800.00

887,773.06

STATEMENT D-9

HAROLD K.L. CASTLE FOUNDATION

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

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

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

COST BASIS				
DESCRIPTION	BEGINNING BALANCE	ADDITIONS	DISPOSALS	RECLASS
146 HEKILI - BUILDING & IMPROVEMENTS	2,126,941		(2,126,941)	-
MERCH ROW - BUILDING & IMPROVEMENTS	2,469,135	13,044	(2,482,179)	-
KAILUA VILLAGE - BLDG & IMPROVEMENTS	1,708,782	14,003	(1,722,785)	-
151 HEKILI - BUILDING & IMPROVEMENTS	6,328,243		(6,328,243)	-
609 KAILUA - BLDG & IMPROVEMENTS	4,824,621		(4,824,621)	-
591 KAILUA - BLDG & IMPROVEMENTS	6,620,892	22,326	(6,643,218)	-
143 HEKILI - BLDG & IMPROVEMENTS	-	2,912,491	(2,912,491)	-
PARKING GARAGE - BLDG	7,549,454		(7,549,454)	-
FOUNDATION OFFICE	1,669,279			1,669,279
	33,297,347	2,961,864	(34,589,932)	-
	70,353		(2,168)	
FURNITURE & FIXTURES	33,367,700	2,961,864	(34,592,100)	-
				1,737,464

ACCUMULATED DEPRECIATION				
DESCRIPTION	BEGINNING BALANCE	DEPRECIATION	DISPOSALS	ENDING BALANCE
146 HEKILI - BUILDING & IMPROVEMENTS	2,028,867	5,187	(2,034,054)	-
MERCH ROW - BUILDING & IMPROVEMENTS	2,393,427	7,366	(2,400,793)	-
KAILUA VILLAGE - BLDG & IMPROVEMENTS	583,554	47,005	(630,559)	-
151 HEKILI - BUILDING & IMPROVEMENTS	662,456	194,311	(856,767)	-
609 KAILUA - BLDG & IMPROVEMENTS	1,001,183	138,313	(1,139,496)	-
591 KAILUA - BLDG & IMPROVEMENTS	1,204,222	181,447	(1,385,669)	-
143 HEKILI - BLDG & IMPROVEMENTS	-	-	-	-
PARKING GARAGE - BLDG	1,602,214	187,679	(1,789,893)	-
FOUNDATION OFFICE	128,406	42,802	-	171,208
	9,604,329	804,110	(10,237,231)	171,208
	40,766	5,270	(2,170)	43,866
FURNITURE & FIXTURES	9,645,095	809,380	(10,239,401)	215,074

Fiscal Year 2013

Schedule of Appropriations and Payments

HAROLD K L CASTLE FOUNDATION
12/31/2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Aloha Harvest	501(c)(3)	\$37,500 00	\$0 00	\$0 00	\$37,500 00	\$0 00
3599 Waialae Ave #23 Honolulu, Hawaii 96816 <i>to build capacity to expand food distribution in Windward Oahu [3608, PC]</i>						
\$75,000 00 2012						
American Youth Soccer Organization	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
103 South Kalaheo Ave Kailua, Hawaii 96734 <i>AYSO Region 100 U12 Boys Kaha Park Gardening and Community Service Project [3847, PC]</i>						
\$5,000 00 2013						
Armed Services Ymca Of The Usa	501(c)(3)	\$0 00	\$22,000 00	\$0 00	\$22,000 00	\$0 00
1260 Pierce Street, Suite 145 Pearl Harbor, Hawaii 96860 <i>Capital Request for the Kaneohe Bay ASYMCA Early Childhood Expansion Project [3790, PC]</i>						
\$22,000 00 2013						
Armed Services Special Education and Training Society	501(c)(3)	\$0 00	\$250,000 00	\$0 00	\$0 00	\$250,000 00
1 'Ohana Nui Way Honolulu, HI 96818 <i>Assets School's Capital Campaign Building a Sustainable Future [3796, PC]</i>						
\$250,000 00 2013						

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Bishop Museum 1525 Bernice Street Honolulu, HI 96817 <i>A multi-year challenge grant for educational exhibits in a new Pacific Hall, formerly Polynesian Hall [3658, PC]</i> \$750,000 00 2012	501(c)(3)	\$500,000 00	\$0 00	\$0 00	\$500,000 00	\$0 00
Bobby Benson Center 56-660 Kamehameha Hwy Kahuku, HI 96731 <i>Capital Expense Project to improve overall client rehabilitation environment including extensive cabin space renovations (bedrooms and bathrooms), new covered lanai for activities, and installation of new air-conditioning units [3638, PC]</i> \$30,000 00 2012	501(c)(3)	\$30,000 00	\$0 00	\$0 00	\$30,000 00	\$0 00
Boys & Girls Club of Hawaii 1523 Kalakaua Avenue, Suite 202 Honolulu, HI 96826 <i>Lead challenge grant at the Windward Clubhouse to broaden community support and sustain ongoing youth programs that develop skills they need to have success in school and in life [3825, PC]</i> \$250,000 00 2013	501(c)(3)	\$0 00	\$250,000 00	\$0 00	\$50,000 00	\$200,000 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Bulls Soccer Club PO Box 240277 Honolulu, HI 96824-0277 <i>Fishpond Restoration at Paepae o He'eia Fishpond [3761, PC]</i> \$5,000 00 2012	501(c)(3)	\$5,000 00	\$0 00	\$0 00	\$0 00	\$5,000 00
Bulls Soccer Club PO Box 240277 Honolulu, HI 96824-0277 <i>Kahiau to give without expectation [3786, PC]</i> \$5,000 00 2012	501(c)(3)	\$5,000 00	\$0 00	\$0 00	\$0 00	\$5,000 00
Castle Medical Center 640 Ulukahiki Street Kailua, HI 96734-4498 <i>For capital renovation and renewal to strengthen the hospital's ability to provide high-quality health services to Windward Oahu residents [3370, PC]</i> \$2,000,000 00 2010	501(c)(3)	\$1,500,000 00	\$0 00	\$0 00	\$1,500,000 00	\$0 00
The Coral Reef Alliance 351 California Street, Suite 650 San Francisco, CA 94104 <i>Engaging West Maui businesses to improve nearshore water quality by increasing wastewater reuse [3591, PC]</i> \$20,000 00 2012	501(c)(3)	\$10,000 00	\$0 00	\$0 00	\$10,000 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Council on Foundations Inc.	501(c)(3)	\$0 00	\$17,580 00	\$0 00	\$17,580 00	\$0 00
2121 Crystal Drive, Suite 700 Arlington, VA 22202						
<i>Membership dues for 2013 [3691, PC]</i>						
\$17,580 00						
2013						
Department of Land and Natural Resources	Government	\$100,000 00	\$0 00	\$0 00	\$100,000 00	\$0 00
Department of Land and Natural Resources						
DOCARE						
Kalanimoku Building						
1151 Punchbowl St						
Honolulu, HI 96813						
<i>Partial support for the establishment of a Fisheries Enforcement Unit Initiative in the Main Hawaiian Islands to improve the health of nearshore ecosystems [3485, NC]</i>						
\$203,008 00						
2011						
Department of Land and Natural Resources	Government	\$250,000 00	\$0 00	\$0 00	\$0 00	\$250,000 00
Division of Forestry and Wildlife						
2135 Makiki Heights Drive						
Honolulu, HI 96822						
<i>Acquisition of 3 44-acre open space buffer for Ulupo Heiau State Historical Park [3633, NC]</i>						
\$250,000 00						
2012						

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Enchanted Lake Elementary School 770 Keolu Drive Kailua, HI 96734 <i>Enchanted Lake Elementary School 50th Anniversary Celebration [3692, NC]</i> \$2,000 00 2013	Government	\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Family Programs of Hawaii 250 Vineyard St Honolulu, HI 96813 <i>A one-time grant for volunteer recruitment, training, and retention to increase the number of community volunteers to facilitate visits for siblings separated through the foster care system [3721, PC]</i> \$10,000 00 2013	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Friends of Kailua High School 451 Ulumanu Drive Kailua, Hawaii 96734 <i>Kailua High School Class of 2014 Project Graduation [3831, NC]</i> \$5,000 00 2013	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
Girls On The Run Of Hawaii 46-060 Konane Place #3616 Kaneohe, HI 96744 <i>One-time support to expand Windward Oahu schools' access to this program to teach girls age 8-13 life skills through running, community service, and after-school activities [3748, PC]</i> \$2,500 00 2013	501(c)(3)	\$0 00	\$2,500 00	\$0 00	\$2,500 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Grantees to be Determined						
HI	501(c)(3)	-\$50,000 00	\$0 00	\$50,000 00	\$0 00	\$0 00
<i>For the 2007 Windward Youth Leadership Fund [2729 01, PC] \$50,000 00 2006</i>						
Grantees to be Determined						
HI	501(c)(3)	\$45,000 00	\$0 00	-\$45,000 00	\$0 00	\$0 00
<i>For the 2013 Windward Youth Leadership Fund (\$50,000 00 approved 12/4/2012 with supplemental addition of \$25,000 added 6/7/2013) [3672, PC] \$0 00 2012</i>						
Grantees to be Determined						
HI	501(c)(3)	\$0 00	\$100,000 00	\$0 00	\$0 00	\$100,000 00
<i>For the 2014 Windward Youth Leadership Fund [3824, PC] \$85,000 00 2013</i>						
Grantees to be Determined						
HI	501(c)(3)	\$0 00	\$25,000 00	\$0 00	\$0 00	\$25,000 00
<i>Support for the Mustard Seed Ministry [3826, PC] \$25,000 00 2013</i>						
Grantmakers for Education						
720 S W Washington Street, Suite 605 Portland, OR 97205	501(c)(3)	\$0 00	\$1,750 00	\$0 00	\$1,750 00	\$0 00
<i>For 2013 membership dues [3710, PC] \$1,750 00 2013</i>						

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Halau Ku Mana PCS 2101 Makiki Heights Drive Honolulu, HI 96822 <i>Halau Ku Mana 2013-2014 SY Student Planner and Summer Teacher Training on How to utilize the planner for classroom instruction [3570, NC]</i> \$5,000 00 2013	Government	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Hauula Elementary School 54-046 Kamehameha Highway Hauula, HI 96717 <i>Reader Leaders - Increasing reading comprehension through refined reading instruction [3632, NC]</i> \$20,000 00 2013	Government	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Hawaii Appleseed Center for Law and Economic Justice (Lawyers for Equal Justice) 119 Merchant St., Suite 605A Honolulu, HI 96813 <i>Breakfast after the Bell a financially self-supporting pilot program for select Windward Oahu public schools to make breakfast a regular part of the structured school day [3727, PC]</i> \$55,803 75 2013	501(c)(3)	\$0 00	\$56,000 00	-\$196 25	\$0 00	\$55,803.75

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Hawaii Community Foundation (HCF) 827 Fort Street Mall Honolulu, HI 96813-4317 <i>Building Environmental Philanthropic Capacity in Hawaii Phase 2 [3636, PC]</i> \$18,000 00 2012	501(c)(3)	\$18,000 00	\$0 00	\$0 00	\$9,000 00	\$9,000 00
Hawaii Community Foundation (HCF) 827 Fort Street Mall Honolulu, HI 96813-4317 <i>Partnership between the Bishop Museum and the Smithsonian Institution to serve as a repository and interpreter of the Asian American/Pacific experience, as well as to share contributions in the fields of astronomy, ocean and natural sciences [3763, PC]</i> \$100,000 00 2013	501(c)(3)	\$0 00	\$100,000 00	\$0 00	\$33,333 33	\$66,666 67
Hawaii Community Foundation (HCF) 827 Fort Street Mall Honolulu, HI 96813-4317 <i>Pathways to Resilient Communities [3705, PC]</i> \$750,000 00 2013	501(c)(3)	\$0 00	\$750,000 00	\$0 00	\$250,000 00	\$500,000 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Hawaii Community Foundation (HCF) 827 Fort Street Mall Honolulu, HI 96813-4317 <i>The Community Restoration Partnership is a funding partnership that leverages the interests and resources of its partners to maximize the impact of their investments in on-the-ground restoration projects in Hawaii [3779, PC]</i> \$450,000 00 2013	501(c)(3)	\$0 00	\$450,000 00	\$0 00	\$0 00	\$450,000 00
Hawaii Conservation Alliance Foundation 677 Ala Moana Blvd, Suite 320 Honolulu, HI 96813 <i>Support to Develop Hawai'i's Watershed Snapshot- An Integrated Place-Based Assessment to Catalyze Resilient Ecosystems Across the Hawaiian Islands [3576, PC]</i> \$95,000 00 2012	501(c)(3)	\$45,000 00	\$0 00	\$0 00	\$45,000 00	\$0 00
Hawai'i Education of the ARTS 150 Hamakua Drive, Box 517 Kailua, HI 96734 <i>Hearts for Heeia Hui O Koolauopoko Stream Restoration Project [3597, PC]</i> \$4,720 00 2011	501(c)(3)	\$5,000 00	\$0 00	-\$280 00	\$4,720 00	\$0 00
Hawai'i Education of the ARTS 150 Hamakua Drive, Box 517 Kailua, HI 96734 <i>Educational Concert Tour to New York City [3719, PC]</i> \$30,000 00 2013	501(c)(3)	\$0 00	\$25,000 00	\$5,000 00	\$30,000 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Hawaii Pastors Roundtable P.O. Box 699 Honolulu, HI 96809 <i>Strengthening disaster preparedness and response in Windward Oahu [3744, PC]</i> \$15,000 00 2013	501(c)(3)	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
Hawaii Public Television Foundation 2350 Dole Street Honolulu, HI 96822 <i>Capital campaign support for a new media complex, including a HIKI No Student News Center [3523, PC]</i> \$150,000.00 2011	501(c)(3)	\$100,000 00	\$0 00	\$0 00	\$0 00	\$100,000 00
Hawaii State Public Charter School Commission 1111 Bishop St Suite 516 Honolulu, HI 96813 <i>Professional Development and Training for the Commission [3753, NC]</i> \$9,225 00 2013	Government	\$0 00	\$9,225 00	\$0 00	\$9,225 00	\$0 00
Hawaii Symphony Orchestra 3610 Waiālae Avenue Honolulu, Hawai'i 96816 <i>The final grant to Hawaii Symphony Orchestra to build and launch a world class symphony orchestra for all of Hawai'i as an important component of the cultural fabric of our State [3495, PC]</i> \$320,000 00 2012	501(c)(3)	\$213,000 00	\$0 00	\$0 00	\$107,000 00	\$106,000 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Hawaiian Educational Council, Inc. 1585 Kapiolani Blvd #1212 Honolulu, HI 96814 <i>One-time grant to develop curriculum, assessments, leadership, and staff for the Malama Honua Learning Center, a new charter school for K-6th grade in Windward Oahu [3751, PC]</i> \$125,000.00 2013	501(c)(3)	\$0.00	\$125,000.00	\$0.00	\$65,000.00	\$60,000.00
Hawaiian Educational Council, Inc. 1585 Kapiolani Blvd #1212 Honolulu, HI 96814 <i>For unsolicited support to improve talent recruitment to drive public education reform in Hawaii [3813, PC]</i> \$5,000.00 2013	501(c)(3)	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Hawaiian Islands Ministries P O Box 777 Honolulu, HI 96808 <i>Organizational capacity-building support [3767, PC]</i> \$52,500.00 2013	501(c)(3)	\$0.00	\$52,500.00	\$0.00	\$30,000.00	\$22,500.00
Hawaiian Mission Children's Society 553 South King Street Honolulu, Hawaii 96813-3002 <i>Fostering thoughtful dialogue and greater understanding of the missionary role in the history of Hawaii by implementing the HMMHSA 2012 Strategic Plan [3745, PC]</i> \$75,000.00 2013	501(c)(3)	\$0.00	\$75,000.00	\$0.00	\$25,000.00	\$50,000.00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Hospice Maui 400 Mahalanani Street Wailuku, Maui, HI 96793 <i>Support for a new hospice care coordination center and a five-bed hospice residence [3782, PC]</i> \$100,000 00 2013	501(c)(3)	\$0 00	\$100,000 00	\$0 00	\$0 00	\$100,000 00
Hui Malama I Ke Kai Foundation 41-1537 Kalanianaʻole Highway, Suite 201B Waimanalo, HI 96795 <i>Support to repair the plumbing between the Waimanalo Teen Project program site and the fire hydrant [3820, PC]</i> \$7,000 00 2013	501(c)(3)	\$0 00	\$7,000 00	\$0 00	\$7,000 00	\$0 00
International Church Of The Foursquare Gospel 1585 Kapiolani Blvd Suite 1800 Honolulu, HI 96814 <i>One-time partial matching support for Camp Agape, a series of activities to transform lives of children of incarcerated parents by sharing God's unconditional love [3760, PC]</i> \$50,000 00 2013	501(c)(3)	\$0 00	\$50,000 00	\$0 00	\$17,000 00	\$33,000 00
James B. Castle High School 45-386 Kaneohe Bay Drive Kaneohe, HI 96744 <i>Outreach to Residents of Windward Long term care facilities via performing arts [3821, NC]</i> \$5,000 00 2013	Government	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Kahuku High and Intermediate School 56-490 Kamehameha Hwy. Kahuku, HI 96731 <i>Kahuku High School We the People, the Citizen and the Constitution, Hawaii State First Place Team [3699, NC]</i> \$10,000 00 2013	Government	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Kailua Canoe Club P O Box 177 Kailua, HI 96744 <i>KCC 13-Girls Give Back [3742, PC]</i> \$1,255 00 2012	501(c)(3)	\$5,000 00	\$0 00	-\$3,745 00	\$1,255 00	\$0 00
Kailua High School 451 Ulumanu Drive Kailua, Hawaii 96734 <i>For Kailua High School Varsity Robotics team which placed first at the MATE Regional Underwater Robotics Challenge and qualified to compete at the International Competition in Federal Way, Washington, June 20-23, 2013 [3749, NC]</i> \$7,500 00 2013	Government	\$0 00	\$7,500 00	\$0 00	\$7,500 00	\$0 00
Kailua High School 451 Ulumanu Drive Kailua, Hawaii 96734 <i>E He'e Nalu Hookui Hana "Surfriders Joined Together To Work " [3816, NC]</i> \$5,000 00 2013	Government	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Kailua Mustangs Pop Warner Association P O Box 1321 Kailua, HI 96734 <i>Mustang Power - Let's Make it Pretty!</i> [3650, PC] \$5,000 00 2012	501(c)(3)	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0 00
Kailua Mustangs Pop Warner Association P O Box 1321 Kailua, HI 96734 <i>Building Kailua Mustang Community Pride [3789, PC]</i> \$5,000 00 2013	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
Kailua United Methodist Church 1110 Kailua Road Kailua, HI 96734 <i>Start-up support for the Beacon of Hope Project to help furloughed women prisoners in their transition back into the community [3703, PC]</i> \$60,000 00 2013	501(c)(3)	\$0 00	\$60,000 00	\$0 00	\$30,000 00	\$30,000 00
Kainalu Elementary School 165 Kaiholu Street Kailua, HI 96734 <i>Kaha Garden Clean Up and Sign Waving Don't Drink And Drive [3731, NC]</i> \$5,000 00 2012	Government	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Kapiolani Health Foundation 55 Merchant St., 26th Flr Honolulu, HI 96813 <i>Phase I Renovation of Kapiolani Medical Center for Women & Children</i> [3780, PC] \$300,000 00 2013	501(c)(3)	\$0 00	\$300,000 00	\$0 00	\$0 00	\$300,000 00
Kawaihoa Foundation P O Box 670 Kaneohe, HI 96744-0670 <i>E Ola Pono -- "Live Righteously" the wellness of living harmonious with oneself in mind, body and spirit [3702, PC]</i> \$3,470 00 2012	501(c)(3)	\$5,000 00	\$0 00	-\$1,530 00	\$3,470 00	\$0 00
Koolauloa Youth Athletic Club KYAC 54-268 Kawathemo Pl Hauula, Hawaii 96717 <i>Keep the country beautiful! [3757, PC]</i> \$5,000 00 2012	501(c)(3)	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0 00
Kuaaaina Ulu Auamo (KUA) 307A Kamaui St Honolulu, Hawaii 96813 <i>Building What Works 4 Strengthening the Management of the E Alu Pu Network for Greater Impact (2 year proposal) [3712, PC]</i> \$550,400 00 2013	501(c)(3)	\$0 00	\$550,400 00	\$0 00	\$275,200 00	\$275,200 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Kuaaaina Ulu Auamo (KUA) 307A Kamani St Honolulu, Hawaii 96813 <i>Understanding Multiple Pathways Toward Marine Resource Co-Management Developing Guidance for Community Stakeholders [3772, PC]</i> \$24,741 00 2013	501(c)(3)	\$0 00	\$24,741 24	-\$0 24	\$0 00	\$24,741 00
Kupu 677 Ala Moana Boulevard Suite 1200 Honolulu, HI 96813 <i>For Hawaii Youth Conservation Corps Support of year-round and summer programs focusing on wetland restoration in Windward Oahu through conserving service, education, and invigorating communities [3708, PC]</i> \$250,000 00 2013	501(c)(3)	\$0 00	\$250,000 00	\$0 00	\$250,000 00	\$0 00
Kupu 677 Ala Moana Boulevard Suite 1200 Honolulu, HI 96813 <i>Support for a year-round intern from KUPU embedded in the Kahuiku Complex to increase student awareness and interest in natural resource management as a college and career pathway [3777, PC]</i> \$35,000 00 2013	501(c)(3)	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Lanikai Beach Preservation Foundation, Inc.	501(c)(3)	\$0 00	\$60,000 00	\$0 00	\$30,000 00	\$30,000 00
1100 Bishop St Suite 2200 Honolulu, Hawaii 96813 <i>Biological, human use, and cultural assessment of the coral reef ecosystem of Lanikai to inform education and outreach and management decision-making [3750. PC]</i>						
\$60,000 00 2013						
Lanikai Elementary Public Charter School	Government	\$5,000 00	\$0 00	\$0 00	\$0 00	\$5,000.00
140 Alala Road Kailua, HI 96734 <i>Caring for Our Island [3783, NC]</i>						
\$5,000 00 2012						
Le Jardin Academy Inc.	501(c)(3)	\$325,000 00	\$0 00	\$0 00	\$325,000 00	\$0 00
917 Kalanianaʻole Highway Kailua, HI 96734 <i>Matching grant for Phase 2 of the capital campaign [2268, PC]</i>						
\$3,000,000 00 2004						

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Le Jardin Academy Inc. 917 Kalanianaʻole Highway Kailua, HI 96734 <i>A one-time matching grant award for Le Jardin Academy Alumni Giving Capacity Building Project, with funds to be matched in cash (not in-kind) by personal or corporate contributions of Le Jardin's Board of Directors [3532, PC]</i> \$50,000 00 2012	501(c)(3)	\$25,000 00	\$0 00	\$0 00	\$25,000 00	\$0 00
Le Jardin Academy Inc. 917 Kalanianaʻole Highway Kailua, HI 96734 <i>Project CLEAN [3842, PC]</i> \$5,000.00 2013	501(c)(3)	\$0 00	\$5,000 00	\$0 00	\$0 00	\$5,000 00
Lutheran Church Missouri Synod 45-725 Kamehameha Highway Kaneohe, Hawaii 96744 <i>Construction of a new Early Education Facility for Saint Mark Lutheran School in Kaneohe [3788, PC]</i> \$350,000 00 2013	501(c)(3)	\$0 00	\$350,000 00	\$0 00	\$0 00	\$350,000 00
Malama Kai Foundation P O Box 6882 Kamuela, HI 96743 <i>Expanding nearshore resource management at the individual, community, and public-private partnership levels [3529, PC]</i> \$50,000 00 2011	501(c)(3)	\$25,000 00	\$0 00	\$0.00	\$25,000 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Malama Maunaloa P.O. Box 240421 Honolulu, HI 96824-0331 <i>Matching support to restore Maunaloa Bay by removing invasive algae, reducing watershed run-off, and building community stewardship [3683, PC]</i> \$0 00 2013	501(c)(3)	\$0 00	\$150,000 00	-\$150,000 00	\$0 00	\$0 00
Manoa Heritage Center 2859 Manoa Road Honolulu, Hawaii 96822 <i>Capital Request for Manoa Heritage Center Construction of New Visitor Education Center and Expansion of the Native Hawaiian Gardens [3795, PC]</i> \$400,000 00 2013	501(c)(3)	\$0 00	\$400,000 00	\$0 00	\$150,000 00	\$250,000 00
Marimed Foundation for Island Health Care Training 45-021 Likelike Place Kaneohe, HI 96744 <i>Long-term outcome tracking of KAILANA Program graduates aimed at improving this intensive Windward Oahu residential program for at-risk teenage boys [3733, PC]</i> \$17,500 00 2013	501(c)(3)	\$0 00	\$17,500 00	\$0 00	\$17,500 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Mental Health Association in Hawaii, Inc. 1124 Fort Street Mall Suite 205 Honolulu, HI 96813 <i>To train faculty, staff, and students at Windward Community College to identify and respond to those with mental health challenges and reduce the stigma of mental illness campus-wide [3747, PC]</i> \$35,000 00 2013	501(c)(3)	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00
Michael Mackinnon Fund Inc 290 Akiuhala Street Kailua, Hawaii 96734 <i>Kids Helping Our Kupuna [3756, PC]</i> \$1,687 50 2012	501(c)(3)	\$5,000 00	\$0 00	-\$3,312 50	\$1,687 50	\$0 00
National Fish and Wildlife Foundation 1133 15th St, NW Suite 1100 Washington, DC 20005 <i>Building capacity for effective conservation of coral reefs adjacent to the Wahikuli and Honokowai watersheds [3681, PC]</i> \$85,500 00 2013	501(c)(3)	\$0 00	\$85,500 00	\$0 00	\$85,500 00	\$0 00
National Marine Sanctuary Foundation 8601 Georgia Avenue, Suite 501 Silver Spring, MD 20910 <i>Support for coordinated marine ecosystem-based management in the Anau Channel area involving communities and jurisdictional authorities [3742, PC]</i> \$100,000 00 2013	501(c)(3)	\$0 00	\$100,000 00	\$0 00	\$0 00	\$100,000.00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Nature Conservancy, Inc. 923 Nuuanu Avenue, Honolulu, HI 96813 Honolulu, HI 96817 <i>This project will build capacity for local marine resource management in 12 coastal communities and measure the effectiveness of their conservation efforts [3709. PC]</i> \$400,000 00 2013	501(c)(3)	\$0 00	\$400,000 00	\$0 00	\$400,000 00	\$0 00
New Leaders 30 West 26th Street, Ninth Floor New York, NY 10010 <i>The Emerging Leaders Program [3734, PC]</i> \$80,000 00 2013	501(c)(3)	\$0 00	\$80,000 00	\$0 00	\$80,000 00	\$0 00
The New Teacher Center 725 Front Street Suite 400 Santa Cruz, CA 95060 <i>Building the foundation for instructional skills development of Hawaii's School Leaders [3714. PC]</i> \$450,000 00 2013	501(c)(3)	\$0 00	\$450,000 00	\$0 00	\$450,000 00	\$0 00
Oahu Church Of Christ P O Box 700026 Kapolei, Hawaii 96709 <i>Heaia Stream Part III - Mauka to Makai Restoration [3726, PC]</i> \$5,000 00 2012	501(c)(3)	\$5,000 00	\$0 00	\$0 00	\$0 00	\$5,000 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
The Pacific American Foundation (PAF) 45-285 Kaneohe Bay Drive Kaneohe, HI 96744 <i>To support the 2013 World Wetlands Day event in Kailua [3689, PC]</i> \$1,000 00 2013	501(c)(3)	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
The Pacific American Foundation (PAF) 45-285 Kaneohe Bay Drive Kaneohe, HI 96744 <i>Tie-off grant for a bilingual aunaikai stewardship program based in Anahola Bay, Kauai focused on revitalizing local fishing traditions and cultural resource management practices for subsistence, recreational, and educational purposes [3684, PC]</i> \$35,000 00 2013	501(c)(3)	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00
Parents and Children Together 1485 Linapuni Street, Ste 105 Honolulu, HI 96819 <i>For capital funds to help purchase a transitional housing residence for women leaving the PACT short-term emergency and crisis shelter in Windward Oahu [3119, PC]</i> \$200,000 00 2008	501(c)(3)	-\$100,000 00	\$0 00	\$100,000 00	\$0 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Parents and Children Together 1485 Linapuni Street, Ste 105 Honolulu, HI 96819 <i>Complete Renovation of the Front Structure of the Ohia Domestic Violence Emergency Shelter [3799, PC]</i> \$300,000 00 2013	501(c)(3)	\$0 00	\$300,000 00	\$0 00	\$78,000 00	\$222,000 00
Polynesian Voyaging Society 10 Sand Island Parkway Honolulu, HI 96819 <i>Support for the Worldwide Voyage - Island Wisdom, Ocean Connections, Global Lessons [3706, PC]</i> \$225,000 00 2013	501(c)(3)	\$0 00	\$225,000 00	\$0 00	\$225,000 00	\$0 00
PTA Hawaii Congress Kalaheo High PTSA 730 Iliaia St Kailua, Hawaii 96734 <i>\$70 00 per student participant in the 1997 "Project Graduation" celebration [215, PC]</i> \$13,160.00 1996	501(c)(3)	\$21,840 00	\$0 00	-\$21,840 00	\$0 00	\$0 00
PTA Hawaii Congress Kalaheo High PTSA 730 Iliaia St Kailua, Hawaii 96734 <i>Project Grad Restoration of He'eia Wetlands [3784, PC]</i> \$5,000 00 2012	501(c)(3)	\$5,000 00	\$0 00	\$0 00	\$0 00	\$5,000 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
PTA Hawaii Congress Kalaheo High PTSA	501(c)(3)					
730 Iliauna St		\$5,000 00	\$0 00	-\$1,285 00	\$3,715 00	\$0 00
Kailua, Hawaii 96734						
<i>Restoration of He'eia wetlands by</i>						
<i>supporting native animals, removing</i>						
<i>invasive species that prevent kalo growth</i>						
<i>and restoring native vegetation along</i>						
<i>He'eia Stream [3662, PC]</i>						
\$3,715 00						
2012						
Puakea Foundation Of Hawaii	501(c)(3)	\$60,000 00	\$0 00	\$0 00	\$0 00	\$60,000 00
P O Box 1799						
Kailua, HI 96734						
<i>Capital support to establish the Puakea</i>						
<i>Learning Center at Heeia State Park to</i>						
<i>promote understanding of canoe building</i>						
<i>and use [3646, PC]</i>						
\$60,000 00						
2012						
Rainbow Schools	501(c)(3)	\$0 00	\$65,000 00	\$0 00	\$0 00	\$65,000 00
56-463 Kamehameha Highway						
Kahuku, HI 96731						
<i>Support for a new playground structure</i>						
<i>and replacement of playground surface at</i>						
<i>the Kahuku preschool [3775, PC]</i>						
\$65,000 00						
2013						

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Roman Catholic Church in the State of Hawaii	501(c)(3)	\$47,500 00	\$0 00	\$0 00	\$47,500 00	\$0 00
6301 Pali Highway Kaneohe, HI 96744 <i>Pilot support for the implementation of Common Core Standards in three Windward Oahu schools via an effective professional development program for principals and teachers [3584, PC]</i>						
\$95,000 00 2012						
School for Examining Essential Questions of Sustainability	Government	\$0 00	\$125,000 00	\$0 00	\$125,000 00	\$0 00
P O Box 11737 Honolulu, HI 96828-0737 <i>A one-time grant for building leadership capacity and starting up the newly authorized School for Examining Essential Questions of Sustainability, a charter school for 6th-12th grade in Honolulu [3694, NC]</i>						
\$125,000 00 2013						
Special Olympics Hawaii, Inc.	501(c)(3)	\$0 00	\$40,000 00	-\$4,000 00	\$12,000 00	\$24,000 00
PO Box 3295 Honolulu, HI 96801 <i>A one-time only grant for Special Olympics Hawaii Windward Athletic Training & Competitions - A Community at Work [3687, PC]</i>						
\$36,000 00 2013						

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
St. Andrew's Priory 224 Queen Emma Square Honolulu, HI 96813 <i>An unsolicited award for professional development for Priory educators, in lieu of a table sponsorship for the 2013 Queen Emma Ball [3730, PC]</i> \$10,000 00 2013	501(c)(3)	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
St. Anthony of Padua 148 Makawao Street Kailua, HI 96734 <i>Micro Plastic Challenge [3713, PC]</i> \$3,470 00 2012	501(c)(3)	\$5,000 00	\$0 00	-\$1,530 00	\$3,470 00	\$0 00
St. John Vianney Church 920 Keolu Drive Kailua, HI 96734 <i>A new science classroom -lab with appropriate equipment, supplies and curriculum material in science for middle school students in grades 6-8 at St John Vianney School [3738, PC]</i> \$30,000 00 2013	501(c)(3)	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Sustain Hawaii 41-951 Kakama Place Waimanalo, HI 96795 <i>Support to design and build learning stations for sustainable living at Palaka Moon Learning Center in Waimanalo [3754, PC]</i> \$62,500 00 2013	501(c)(3)	\$0 00	\$62,500 00	\$0 00	\$37,500 00	\$25,000 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Targeted Leadership Consulting 11022 Winners Circle, Suite 200 Los Alamitos, CA 90720 <i>to support Instructional Leadership Teams in Hawaiian public schools on five islands, through training, on-site coaching, guided visits and networking support [3804, NC]</i> \$1,515,135 00 2013	Expenditure Responsibility Grant	\$0 00	\$1,515,135 00	\$0 00	\$842,000 00	\$673,135 00
Teach For America 500 Ala Moana Blvd Suite 3-400 Honolulu, Hawai'i 96813 <i>Support to increase the number of corps members, improve teacher retention, and encourage alumni to aspire to leadership roles in schools [3613, PC]</i> \$475,000 00 2012	501(c)(3)	\$250,000 00	\$0 00	\$0 00	\$250,000 00	\$0 00
Tri-Isle Resource Conservation & Development Council, Inc. Box 338 Kahului, HI 96733 <i>For partial support for the establishment of a Fisheries Enforcement Unit Initiative in the Main Hawaiian Islands to improve the health of nearshore ecosystems [3561, PC]</i> \$196,992 00 2011	501(c)(3)	\$98,496 00	\$0 00	\$0 00	\$98,496 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Trinity Presbyterian Church, Inc. 875 Auloa Road Kailua, Hawaii 96734 <i>Kawainui marsh Clean up and Restoration A Cultural, Environmental and Academic Endeavor [3693, PC]</i> \$5,000 00 2012	501(c)(3)	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0 00
The Trust for Public Land 101 Montgomery St., Suite 900 San Francisco, CA 94104 <i>Support for the Windward portion of Greenprint for Oahu that identifies local and regional conservation priorities and addresses conservation challenges [3649, PC]</i> \$25,000 00 2012	501(c)(3)	\$25,000 00	\$0 00	\$0 00	\$25,000 00	\$0 00
UH Office Of Research Services Office of Research Services 2440 Campus Road, Box 368 Honolulu, HI 96822-2303 <i>Community Based Training for Child Welfare Services Providers five, one-day training sessions for child welfare services personnel designed to increase effectiveness in intervening with families in the child welfare system [3674, NC]</i> \$9,850 00 2013	Government	\$0 00	\$9,850 00	\$0 00	\$9,850 00	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated	Amended 2013	Amount Paid 2013	Ending Balance 2013
University of Hawaii Foundation						
P O Box 11270	501(c)(3)	\$0 00	\$0 00	-\$1,922 89	-\$1,922 89	\$0 00
Honolulu, HI 96828-0270						
<i>For the University of Hawaii Sea Grant</i>						
<i>College Program's Community Based</i>						
<i>Coral Reef Awareness and Management</i>						
<i>Project in West Hawaii [3345, PC]</i>						
\$104,274 11						
2010						
University of Hawaii Foundation						
P O Box 11270	501(c)(3)	\$0 00	\$0 00	-\$50,000 00	-\$50,000 00	\$0 00
Honolulu, HI 96828-0270						
<i>Project management and coordination of</i>						
<i>the Native Hawaiian Educational</i>						
<i>Outcomes Council (100% rescinded)</i>						
<i>[3487, PC]</i>						
\$0 00						
2011						
University of Hawaii Foundation						
P O Box 11270	501(c)(3)	\$0 00	\$0 00	-\$150 94	-\$150 94	\$0 00
Honolulu, HI 96828-0270						
<i>The 'Ō'io Tagging Project [3468, PC]</i>						
\$59,849 06						
2011						
University of Hawaii Foundation						
P O Box 11270	501(c)(3)	\$103,107 00	\$0 00	\$0 00	\$103,107 00	\$0 00
Honolulu, HI 96828-0270						
<i>Community Co-Management with the</i>						
<i>Department of Land and Natural</i>						
<i>Resources A project to build long-term</i>						
<i>capacity and to develop a process for</i>						
<i>Community Based Subsistence Fishing</i>						
<i>Area (CBSFA) designation [3628, PC]</i>						
\$258,458 00						
2012						

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
University of Hawaii Foundation						
P O Box 11270	501(c)(3)	\$922,815 33	\$0 00	\$0 00	\$447,056 88	\$475,758 45
Honolulu, HI 96828-0270						
<i>for Paipai 'o Ko 'olau , the initiative at</i>						
<i>Windward Community College to increase</i>						
<i>college access and completion [3625, PC]</i>						
\$922,815 33						
2012						
University of Hawaii Foundation						
P O Box 11270	501(c)(3)	\$69,342 00	\$0 00	\$0 00	\$69,342 00	\$0 00
Honolulu, HI 96828-0270						
<i>"Resources Enforcement Law Fellowship"</i>						
<i>to support State Department of Land &</i>						
<i>Natural Resources, Division of</i>						
<i>Conservation and Resources Enforcement</i>						
<i>(DOCARE) [3637, PC]</i>						
\$69,342 00						
2012						
University of Hawaii Foundation						
P O Box 11270	501(c)(3)	\$0 00	\$41,244 00	\$0 00	\$41,244 00	\$0 00
Honolulu, HI 96828-0270						
<i>Increasing student success by building</i>						
<i>capacity for organizational change within</i>						
<i>the University of Hawai'i System and on</i>						
<i>the campuses [3685, PC]</i>						
\$41,244 00						
2013						

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
University of Hawaii Foundation P O Box 11270 Honolulu, HI 96828-0270 <i>O'io Tagging Project Phase II, aimed at improving the management of o'io and at encouraging meaningful collaboration among fishermen and scientists [3746, PC]</i> \$69,513 00 2013	501(c)(3)	\$0.00	\$69,513 00	\$0 00	\$35,000 00	\$34,513 00
University of Hawaii Foundation P O Box 11270 Honolulu, HI 96828-0270 <i>Support to develop Native Hawaiian-language early learning and development standards, to increase public understanding of the importance of college, and to strengthen P-20's organizational capacity [3785, PC]</i> \$270,889 00 2013	501(c)(3)	\$0 00	\$270,889 00	\$0 00	\$270,889 00	\$0 00
US Education Delivery Institute, Inc. 1250 H Street, NW Suite 880 Washington, DC 20005 <i>Expansion of existing HIDEO engagement to increase field work with Complex Area Superintendents and Principals to improve the ability to deliver on bold student outcome goals [3660, PC]</i> \$69,647 50 2012	501(c)(3)	\$69,647 50	\$0 00	\$0 00	\$69,647 50	\$0 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Waimanalo Health Center 41-1347 Kalanianaʻole Hwy Waimanalo, Hawaii 96795 <i>For a partnership with Blanche Pope Elementary School to improve the dental health of keiki in Waimanalo [3666, PC]</i> \$43,000 00 2013	501(c)(3)	\$0 00	\$43,000 00	\$0 00	\$43,000 00	\$0 00
Waimanalo Warriors Athletic Association P O Box 353 Kailua, Hawaii 96734 <i>"Living PONO" to do what is right It was the team motto this past season [3686, PC]</i> \$5,000 00 2012	501(c)(3)	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0 00
Windward District Office Kahuku Complex 56-490 Kamehameha Hwy Kaneohe, HI 96744 <i>Malaeakahana Bike Path and Kahuku Intermediate and High School clean-up project [3724, NC]</i> \$5,000 00 2012	Government	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0 00
Windward District, HIDOE 46-169 Kamehameha Highway Kaneohe, Hawaii 96744 <i>Redesign II will expand the transformational process of community as school to actually connect the redesign implementation directly to students and to James B Castle High School [3803, NC]</i> \$156,000 00 2013	Government	\$0 00	\$156,000 00	\$0 00	\$86,000 00	\$70,000 00

Fiscal Year 2013

Recipient and/or Purpose	Tax Status	Beginning Balance 2013	Newly Allocated 2013	Amended 2013	Amount Paid 2013	Ending Balance 2013
Windward Neighborhood Security Watch Coordinators Group 828C Oneawa Street Kailua, Hawaii 96734 Support for neighborhood partnerships with the Honolulu Police Department to make Windward Oahu a safe place to live, work, and play [3500, PC] \$5,500 00 2011	501(c)(3)	\$2,000 00	\$0 00	\$0 00	\$1,000 00	\$1,000 00
Young Womens Christian Association of Oahu 1040 Richards Street Honolulu, HI 96813 New Roof and Upgraded Roof Structure for Midkiff Gymnasium at the YWCA Kokokahi [3802, PC] \$300,000 00 2013	501(c)(3)	\$0 00	\$300,000 00	\$0 00	\$0 00	\$300,000 00
Grand Totals (117 items)		\$4,828,247 83	\$9,220,327 24	-\$129,792 82	\$8,175,464 38	\$5,743,317 87
	APPROVED AND PAID IN 2013		<4,503,767 82>			
	APPROVED IN 2013 FOR FUTURE YEARS		\$4,716,559 42			

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

HAROLD K. L. CASTLE FOUNDATION
TIN: 71-1013313
TAX YEAR ENDED: DECEMBER 31, 2013

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

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

Name and Address of Grantee:	Targeted Leadership Consulting 11022 Winners Circle, Suite 200 Los Alamitos, CA 90720
Amount of Grant:	\$ \$1,515,135.00
Date of Grant:	- o Approved - o Grant period is from 10/7/2013 to 6/7/2014 - o Payments to date are \$1,442,000.00.
Purpose of Grant:	To support Instructional Leadership Teams in Hawaii public schools on five islands, through training, on-site coaching, guided visits and networking support.
Amounts Expended by Grantee:	Grantee has expended approximately \$1,442,000.00 to date.
To the Grantor's knowledge, has Grantee diverted a portion of funds from the purpose of the grant?	To our knowledge, the grantee has not diverted any portion of the grant funds, or the income therefrom.
Dates of Reports Received from the Grantee:	See attachment listing dates of emails from and meetings with the grantee reporting on their progress.
Dates and Results of any Verification of the Grantee's Reports:	To verify the contents of the report and to monitor the progress of the project, Terrence George and/or Alex Harris (Senior Education Program Officer) met with Jeff Nelsen, Targeted Leadership Consulting staff, and Hawaii Department of Education Complex Area Superintendents on numerous occasions as noted on the attached sheet to monitor the grantee's progress.

October 28, 2013	Written feedback from participants on TLC's Chula Vista, CA field trip
October 30, 2013	Progress review with seven complex area superintendents
November 05, 2013	Site visit (Roosevelt complex)
November 08, 2013	Progress review with Targeted Leadership staff (Joyce Bellino, in person)
November, 2013	Impact Summary from Targeted Leadership
December 04, 2013	Progress review with Targeted Leadership staff (Jeff Nelsen, telephone)
December 09, 2013	Progress review with Targeted Leadership staff (James Randle, telephone)
December 17, 2013	Progress review with Targeted Leadership staff (Jeff Nelsen, telephone)
December, 2013	Impact Summary from Targeted Leadership
February 27, 2014	In person Funder's meeting
March 04, 2014	In person ILT planning with Alex Harris & Jeff Nelsen
March 17, 2014	In person briefing with Teri Ushijima & Joyce Bellino
March 25, 2014	In person due diligence
April 04, 2014	In person with Claire Asam
April 10, 2014	In person guided visits - Makaha Elementary and Waianae Intermediate
April 22, 2014	In person Kailua-Kalaheo ILT meeting
April 30, 2014	In person Pope School check-in with Principal re ILT, etc...
May 08, 2014	In person Kailua-Kalaheo ILT Summit
May 21, 2014	In person meeting with Jeff Nelsen
June 20, 2014	In person Kauai site visit with Bill Arakaki
June 25, 2014	In person CAS ILT dinner - Planning meeting
July 02, 2014	In person ILT data review
July 22, 2014	In person ILT all-day retreat
July 02, 2014	Telephone - Hawaii ILT check-in w/James Randle
July 03, 2014	Email Jeff Nelsen re: - ILT budget review/comments
July 30, 2014	Telephone - check-in call with Jeff Nelsen
July 13, 2014	Telephone - Komarey Ross re Waianae-Nanakuli schools progress on ILT
August 12, 2014	In person Farrington/Kaiser/Kalani principal's meeting

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

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

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

CARLTON K.C. AU

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

Telephone No. ► **808-263-8900**

Fax No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 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	\$	898,924.
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	\$	943,231.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

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

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

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

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

Enter filer's identifying number, see instructions

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

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

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.

CARLTON K.C. AU

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

Telephone No. ☒ 808-263-8900

Fax No. ☐

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

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

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

ADDITIONAL TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN. THEREFORE, TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME THROUGH NOVEMBER 15, 2014 TO TIMELY FILE THIS 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	\$	943,231.
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	\$	943,231.
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 ☒ JAMES M. MARR

Title ☒ AGENT/CPA

Date ☒ 03/07/14

Form 8868 (Rev. 1-2014)