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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

2014

Open to Public Inspection

For calendar year 2014 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 96734		C 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 change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 198,757,257.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		15,549.	15,088.		
4 Dividends and interest from securities		2,814,552.	2,814,552.		
5a Gross rents		6,999.	6,999.		STATEMENT 2
b Net rental income or (loss) 55,315.					
6a Net gain or (loss) from sale of assets not on line 10		7,103,528.			STATEMENT 1
b Gross sales price for all assets on line 6a 60,799,640.					
7 Capital gain net income (from Part IV, line 2)			7,145,110.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)		1,833,063.	1,833,063.		STATEMENT 3
11 Other income		11,773,691.	11,814,812.		
12 Total. Add lines 1 through 11					
13 Compensation of officers, directors, trustees, etc.		343,107.	100,064.		243,043.
14 Other employee salaries and wages		370,572.	31,445.		339,128.
15 Pension plans, employee benefits		117,701.	24,972.		92,729.
16a Legal fees STMT 4		7,393.	1,362.		6,031.
b Accounting fees STMT 5		43,495.	8,015.		35,480.
c Other professional fees STMT 6		602,852.	469,141.		133,253.
17 Interest					
18 Taxes STMT 7		203,650.	57,509.		40,068.
19 Depreciation and depletion		49,621.	0.		
20 Occupancy		18,826.	0.		18,826.
21 Travel, conferences, and meetings		51,249.	9,444.		41,805.
22 Printing and publications					
23 Other expenses STMT 8		250,522.	69,069.		249,846.
24 Total operating and administrative expenses. Add lines 13 through 23		2,058,988.	771,021.		1,200,209.
25 Contributions, gifts, grants paid		4,440,867.			4,440,867.
26 Total expenses and disbursements. Add lines 24 and 25		6,499,855.	771,021.		5,641,076.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		5,273,836.			
b Net investment income (if negative, enter -0-)			11,043,791.		
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** (2014)

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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	106,573,741.	435,296.	435,296.
	2 Savings and temporary cash investments	3,321,218.	16,392,679.	16,392,679.
	3 Accounts receivable ▶ 94,703.			
	Less: allowance for doubtful accounts ▶	163,845.	94,703.	94,703.
	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	25,939.	54,676.	54,676.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	63,684,969.	122,682,869.	131,871,219.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10		10,025,610.	49,035,900.	48,378,141.
14 Land, buildings, and equipment: basis ▶ 1,735,356.				
Less: accumulated depreciation STMT 14 ▶ 252,257.		1,522,390.	1,483,099.	1,483,099.
15 Other assets (describe ▶ OTHER RECEIVABLE)		78,117.	47,444.	47,444.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		185,395,829.	190,226,666.	198,757,257.
17 Accounts payable and accrued expenses		414,720.	2,886.	
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	213,720.	182,734.	
23 Total liabilities (add lines 17 through 22)	628,440.	185,620.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31			
	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	184,767,389.	190,041,046.	
	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	184,767,389.	190,041,046.		
31 Total liabilities and net assets/fund balances	185,395,829.	190,226,666.		

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	184,767,389.
2 Enter amount from Part I, line 27a	2	5,273,836.
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN FMV ADJUSTMENT	3	5,596,177.
4 Add lines 1, 2, and 3	4	195,637,402.
5 Decreases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED GAIN/LOSS	5	5,596,356.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	190,041,046.

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 60,799,640.		53,654,530.	7,145,110.	
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			7,145,110.	
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 7,145,110.		
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		If gain, also enter in Part I, line 8 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))
2013	8,855,814.	172,315,827.	.051393
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

2 Total of line 1, column (d)	2	.250861
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	.050172
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	196,704,647.
5 Multiply line 4 by line 3	5	9,869,066.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	110,438.
7 Add lines 5 and 6	7	9,979,504.
8 Enter qualifying distributions from Part XII, line 4 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.	8	5,651,406.

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	220,876.
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	220,876.
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	220,876.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	202,868.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	30,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	232,868.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	769.	
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	11,223.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax 11,223. Refunded 0.	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
b 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) HI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses		X

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 2014, 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 FinCEN Form 114, (formerly TDF 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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 2014 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 2014.)	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 2014?	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 4945(d)(4)(A)? (see instructions)

☒ Yes ☐ No

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

☐ Yes ☒ No

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

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 12		343,107.	48,383.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DENNIS ERIC CO 1197 AULOA ROAD, KAILUA, HI 96734	SENIOR PROGRAM OFFICER 40.00	113,560.	FOR MARINE 18,174.	0.
ALEXANDER HARRIS 1197 AULOA ROAD, KAILUA, HI 96734	SENIOR PROGRAM OFFICER 40.00	110,000.	FOR EDUCATION 5,291.	0.
ANN MATSUKADO 1197 AULOA ROAD, KAILUA, HI 96734	CONTROLLER & 20.00	GRANTS MANAGER 62,889.	10,065.	0.

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

☐ 3

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CONSTRUCTORS HAWAII INC 1728 KAHAI STREET, HONOLULU, HI 96813	CONSTRUCTION	290,803.
J.P. MORGAN CHASE BANK, N.A. - 2029 CENTURY PARK EAST, 39TH FLOOR, LOS ANGELES, CA 90067	INVESTMENT ADVISORY	250,465.
CROSS & JOFTUS, LLC 8610 RIDGE ROAD, BETHESDA, MD 20817	CONSULTING	70,000.

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

3

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	168,074,557.
b	Average of monthly cash balances	1b	31,557,373.
c	Fair market value of all other assets	1c	68,219.
d	Total (add lines 1a, b, and c)	1d	199,700,149.
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	199,700,149.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,995,502.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	196,704,647.
6	Minimum investment return. Enter 5% of line 5	6	9,835,232.

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	9,835,232.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	220,876.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	220,876.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,614,356.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9,614,356.
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	9,614,356.

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	5,641,076.
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	10,330.
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	5,651,406.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,651,406.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				9,614,356.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			5,482,780.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 5,651,406.				
a Applied to 2013, but not more than line 2a			5,482,780.	
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 2014 distributable amount				168,626.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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:	0.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				9,445,730.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				



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 D 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**
AMERICAN TOWER CORPORATION	AMT 03027X100		Various 10/15/14	697 000	63,507 35	56,415 02		7,092 33
CAREFUSION CORPORATION	CFN 14170T101		Various 07/18/14	1,423 000	63,237 29	57,848 50		5,388 79
CELGENE CORPORATION	CELG 151020104		Various 10/28/14	478 000	50,352 02	38,206 90		12,145 12
CLEAN HARBORS INC	CLH 184496107		03/24/14 04/15/14	384 000	20,665 88	20,641 27		24 61
CLEAN HARBORS INC	CLH 184496107		03/24/14 04/16/14	215 000	11,717 71	11,556 96		160 75
CONCHO RESOURCES INC	CXO 20605P101		03/24/14 06/02/14	210 000	27,563 78	25,036 01		2,527 77
CONCUR TECHNOLOGIES INC	CNQR 206708109		03/24/14 09/23/14	457 000	58,002 84	46,617 57		11,385 27
CONCUR TECHNOLOGIES INC	CNQR 206708109		03/24/14 09/30/14	7 000	885 99	714 05		171 94
EXPEDITORS INTERNATIONAL WASHINGTON INC	EXPD 302130109		03/24/14 05/29/14	705 000	32,006 43	27,574 59		4,431 84
INTUITIVE SURGICAL INC	ISRG 46120E602		01/07/14 03/20/14	2 000	865 24	750 40		114 84
JACOBS ENGINEERING GROUP INC	JEC 469814107		03/24/14 10/16/14	588 000	26,703 60	37,643 11		-10,939 51
JACOBS ENGINEERING GROUP INC	JEC 469814107		03/24/14 11/06/14	141 000	6,756 77	9,026 67		-2,269 90



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 D 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**
LIQUIDITY SERVICES INC	LQDT 53635B107		Various 04/04/14	2,469 000	45,077 01	62,517 13		-17,440 12
LKQ CORPORATION	LKQ 501889208		03/04/13 01/07/14	41 000	1,302 30	850 32		451 98
MARKEL CORPORATION	MKL 570535104		08/12/13 03/20/14	3 000	1,766 61	1,587 11		179 50
MARKEL CORPORATION	MKL 570535104		03/24/14 07/21/14	47 000	30,346 47	27,814 13		2,532 34
MOODYS CORP	MCO 615369105		02/27/14 03/20/14	7 000	565 91	552 38		13 53
PANERA BREAD CO CL A	PNRA 69840W108		10/17/13 03/20/14	1 000	189 44	160 50		28 94
PANERA BREAD CO CL A	PNRA 69840W108		Various 11/03/14	188 000	30,310 53	32,111 32		-1,800 79
PANERA BREAD CO CL A	PNRA 69840W108		07/23/14 11/05/14	397 000	65,863 86	57,319 34		8,544 52
QUALCOMM INC	QCOM 747525103		03/24/14 08/29/14	948 000	71,998 24	73,743 40		-1,745 16
RED HAT INC	RHT 756577102		08/07/13 03/20/14	24,000	1,400 08	1,229 96		170 12
ROPER INDUSTRIES INC	ROP 776696106		11/15/13 03/20/14	8 000	1,077 78	1,012 50		65 28
SCHLUMBERGER LTD	SLB 806857108		03/24/14 06/09/14	543 000	57,890 12	50,716 91		7,173 21



Capital Gain and Loss Schedule

HAROLD K L CASTLE FNDTN-D F DENT

Account Number A 17113-00-1

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income D 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**
SCHLUMBERGER LTD	SLB 806857108		03/24/14 07/28/14	46 000	5,134 40	4,296 46		837 94
SIGNET JEWELERS LIMITED	SIG G81276100		11/29/13 03/12/14	8 000	773 98	616 52		157 46
SOUTHWESTERN ENERGY CO	SWN 845467109		03/24/14 08/04/14	664 000	26,844 20	30,763 78		-3,919 58
STERICYCLE INC	SRCL 858912108		03/24/14 12/15/14	434 000	55,542 05	49,032 67		6,509 38
TRIMBLE NAVIGATION LTD	TRMB 896239100		08/01/13 02/03/14	1,230 000	38,136 71	34,553 16		3,583 55
VERISK ANALYTICS INC CLASS A	VRSK 92345Y106		08/27/13 03/12/14	2 000	127 21	124 65		2 56
WAGEWORKS INC	WAGE 930427109		03/13/13 01/07/14	65 000	3,970 06	1,560 00		2,410 06
WAGEWORKS INC	WAGE 930427109		03/13/13 03/12/14	10 000	610 88	240 00		370 88
WAGEWORKS INC	WAGE 930427109		03/24/14 12/29/14	111 000	7,099 02	6,719 76		379 26
WASTE CONNECTIONS INC	WCN 941053100		01/28/13 01/07/14	9 000	384 19	319 05		65 14
WASTE CONNECTIONS INC	WCN 941053100		02/03/14 03/12/14	9 000	394 82	363 38		31 44
WASTE CONNECTIONS INC	WCN 941053100		03/24/14 07/23/14	633 000	30,937 94	27,653 37		3,284 57



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 D 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**
WASTE CONNECTIONS INC	WCN 941053100		Various 08/29/14	951 000	46,374 87	41,042 28		5,332 59
Total Short-Term Covered					886,383.58	838,931.13		47,452.45



Capital Gain and Loss Schedule

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

Long-Term Covered

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income D 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**
CLEAN HARBORS INC	CLH 184496107		Various 04/15/14	745 000	40,093 97	41,802 07		-1,708 10
CLEAN HARBORS INC	CLH 184496107		09/20/12 04/16/14	635 000	34,608 13	31,706 76		2,901 37
CONCUR TECHNOLOGIES INC	CNQR 206708109		Various 09/30/14	360 000	45,565 09	15,385 72		30,179 37
CONCUR TECHNOLOGIES INC	CNQR 206708109		Various 10/15/14	608 000	77,387 74	22,401 47		54,986 27
EXPEDITORS INTERNATIONAL WASHINGTON INC	EXPD 302130109		06/20/11 01/07/14	61 000	2,632 09	2,899 51		-267 42
EXPEDITORS INTERNATIONAL WASHINGTON INC	EXPD 302130109		Various 01/30/14	711 000	29,353 75	32,553 33		-3,199 58
EXPEDITORS INTERNATIONAL WASHINGTON INC	EXPD 302130109		01/06/12 01/31/14	138 000	5,657 60	5,731 17		-73 57
LKQ CORPORATION	LKQ 501889208		03/04/13 03/20/14	44 000	1,130 33	912 54		217 79
NIC INC	GOV 62914B100		Various 02/07/14	436 000	8,560 75	4,809 64		3,751 11
NIC INC	GOV 62914B100		04/19/12 02/11/14	382 000	7,181 24	4,001 24		3,180 00
NIC INC	GOV 62914B100		04/19/12 02/21/14	778 000	15,296 30	8,149 13		7,147 17
PANERA BREAD CO CL A	PNRA 69840W108		10/17/13 11/03/14	244 000	39,339 20	39,162 10		177 10



Capital Gain and Loss Schedule

HAROLD K L CASTLE FNDTN-D F DENT

Account Number A 17113-00-1

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income D indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital Transactions

Stock and
other symbol
Cusip

Long-Term Covered

Description	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
SCHLUMBERGER LTD	SLB 806857108	01/06/12 03/12/14	25 000	2,276 96	1,699 44		577 52
SCHLUMBERGER LTD	SLB 806857108	01/06/12 07/28/14	67 000	7,478 36	4,554 50		2,923 86
SEI INVESTMENT CO	SEIC 784117103	10/22/12 01/07/14	31 000	1,063 50	657 90		405 60
SEI INVESTMENT CO	SEIC 784117103	10/22/12 03/12/14	33 000	1,102 51	700 34		402 17
SOUTHWESTERN ENERGY CO	SWN 845467109	09/19/12 03/12/14	33 000	1,395 87	1,134 58		261 29
SOUTHWESTERN ENERGY CO	SWN 845467109	Various 08/04/14	1,367 000	55,265 08	46,620 68		8,644 40
STERICYCLE INC	SRCL 858912108	01/09/13 03/12/14	24 000	2,781 59	2,302 90		478 69
TRIMBLE NAVIGATION LTD	TRMB 896239100	07/28/11 02/03/14	817 000	25,331 46	14,803 06		10,528 40
TRIMBLE NAVIGATION LTD	TRMB 896239100	07/28/11 03/12/14	28 000	1,087 15	507 33		579 82
TYLER TECHNOLOGIES INC	TYL 902252105	11/27/12 03/12/14	10 000	891 48	470 43		421 05
3D SYSTEMS CORP DEL	DDD 88554D205	05/23/11 01/03/14	206 000	19,658 48	2,421 24		17,237 24

Total Long-Term Covered

425,138.63

285,387.08

139,751.55



Capital Gain and Loss Schedule

HAROLD K L CASTLE FNDTN-D F DENT

Account Number A 17113-00-1

Long-Term Noncovered

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income D 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**
ANSYS INC	ANSS 03662Q105	Various 02/10/14	156 000	12,549 43	6,808 57		5,740 86
ANSYS INC	ANSS 03662Q105	09/15/10 02/11/14	92 000	7,464 82	3,889 37		3,575 45
EXPEDITORS INTERNATIONAL WASHINGTON INC	EXPD 302130109	Various 01/31/14	596 000	24,434 26	19,392 09		5,042 17
EXPEDITORS INTERNATIONAL WASHINGTON INC	EXPD 302130109	10/30/09 05/29/14	160 000	7,263 87	5,199 01		2,064 86
EXPEDITORS INTERNATIONAL WASHINGTON INC	EXPD 302130109	10/30/09 07/11/14	1,295 000	57,112 76	42,079 47		15,033 29
JACOBS ENGINEERING GROUP INC	JEC 469814107	10/30/09 03/20/14	16 000	1,020 33	679 83		340 50
JACOBS ENGINEERING GROUP INC	JEC 469814107	10/30/09 11/06/14	257 000	12,315 52	10,919 78		1,395 74
JACOBS ENGINEERING GROUP INC	JEC 469814107	10/30/09 11/07/14	439 000	21,167 28	18,652 84		2,514 44
JACOBS ENGINEERING GROUP INC	JEC 469814107	Various 11/07/14	803 000	38,709 44	33,585 32		5,124 12
MONSANTO CO	MON 61166W101	11/02/09 03/14/14	372 000	42,194 61	25,387 36		16,807 25
QUALCOMM INC	QCOM 747525103	10/30/09 03/20/14	22 000	1,713 44	918 28		795 16
QUALCOMM INC	QCOM 747525103	10/30/09 08/29/14	472 000	35,847 23	19,701 28		16,145 95



Capital Gain and Loss Schedule

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

Long-Term Noncovered

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income D 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**
SCHLUMBERGER LTD	SLB 806857108		10/30/09 07/28/14	432 000	48,218 68	17,353 67		30,865 01
SCHLUMBERGER LTD	SLB 806857108		Various 08/29/14	715 000	78,204 04	28,607 88		49,596 16
T ROWE PRICE GROUP INC	TROW 74144T108		Various 01/30/14	930 000	74,045 68	44,959 96		29,085 72
VISA INC CLASS A SHARES	V 92826C839		11/02/09 03/12/14	16 000	3,620 89	1,235 23		2,385 66
Total Long-Term Noncovered					465,882.28	279,369.94		186,512.34



HAROLD K L CASTLE FNDTN-MANNING
Account Number A 17120-00-6

Capital Gain and Loss Schedule

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

Short-Term Covered

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 **
MANNING & NAPIER WORLD OPPOR	EXWA 563821545	03/14/14 11/21/14	336,700 337	2,841,750 84	3,000,000 00		-158,249 16
Total Short-Term Covered				2,841,750.84	3,000,000.00		-158,249.16



HAROLD K L CASTLE FNDTN-MANNING
Account Number A 17120-00-6

Capital Gain and Loss Schedule

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

Long-Term Covered

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**
MANNING & NAPIER WORLD OPPOR	EXWA 563821545	Various 11/21/14	438,765 678	3,703,182 32	3,450,000 00		253,182 32
Total Long-Term Covered				3,703,182.32	3,450,000.00		253,182.32



Capital Gain and Loss Schedule

HAROLD K L CASTLE FNDTN-MANNING

Account Number. A 17120-00-6

Long-Term Noncovered

* Code W indicates Wash Sale

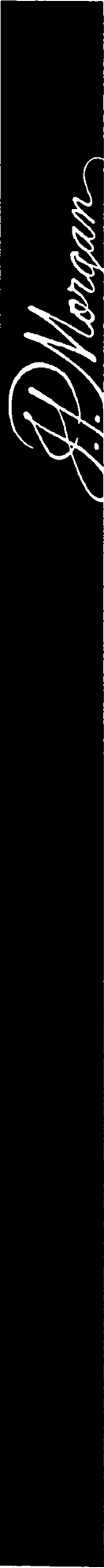
L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income D 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**
MANNING & NAPIER WORLD OPPOR	EXWA 563821545	11/02/09 11/21/14	358,319 790	3,024,219 03	2,751,895 99		272,323 04
Total Long-Term Noncovered				3,024,219.03	2,751,895.99		272,323.04



Capital Gain and Loss Schedule

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

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income D indicates Ordinary Income gain or loss

Short-Term Covered

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**
MATTHEWS PACIFIC TIGER FD-IS	MIPT 577130834	01/28/14 06/06/14	97,371 586	2,647,533 42	2,325,233 48		322,299 94
Total Short-Term Covered				2,647,533.42	2,325,233.48		322,299.94



Capital Gain and Loss Schedule

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

Long-Term Noncovered

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income D indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Description
MATTHEWS PACIFIC TIGER FD-ISStock and
other symbol
CUSIP
MIPT
577130834Date Acquired
Date Sold
06/15/10
06/06/14

Code *

Units

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

1,218,458.86

2,946,646.84

4,165,105.70

153,185.204

4,165,105.70

2,946,646.84

1,218,458.86

Total Long-Term Noncovered

4,165,105.70

2,946,646.84

1,218,458.86



Capital Gain and Loss Schedule

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

Short-Term Covered

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income D indicates Ordinary Income gain or loss

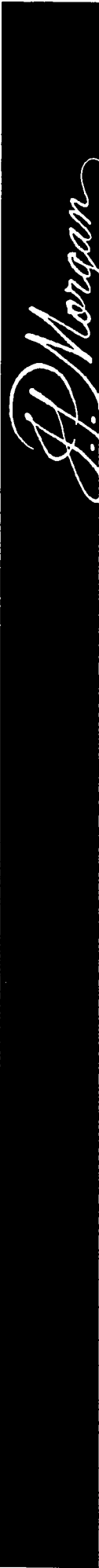
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol Cusip	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
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PIMCO LOW DURATION FUND-INST	PTLD 693390304	03/20/14 05/19/14	17,993 297	186,770 42	186,050 69		719 73
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Total Short-Term Covered

186,770.42 186,050.69 719.73



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

Capital Gain and Loss Schedule

Long-Term Noncovered

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

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	11/02/09 05/19/14	632,295 720	6,563,229 58	6,500,000 00		63,229 58
Total Long-Term Noncovered				6,563,229.58	6,500,000.00		63,229.58



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

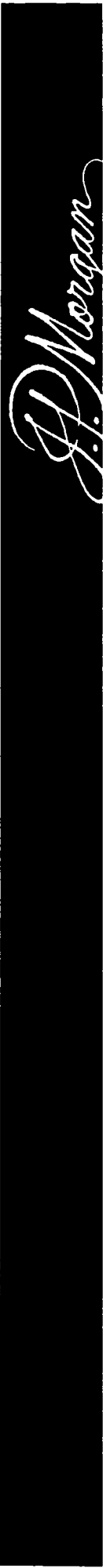
Capital Gain and Loss Schedule

Long-Term Noncovered

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income D 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 STRAT INC OPP FD - SEL	JSOS	11/02/09	146,935 350	1,750,000 02	1,692,695 23		57,304 79
FUND 3844	4812A4351	05/19/14					
Total Long-Term Noncovered				1,750,000.02	1,692,695.23		57,304.79



HKL CASTLE-FNDTN-FLTNG
Account Number A 17132-00-1

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 D 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**
TRP INST FLOATING RATE-F	PFFR 77958B105	02/21/14 06/06/14	219,406 439	2,255,498 19	2,257,692 25		-2,194 06
TRP INST FLOATING RATE-F	PFFR 77958B105	Various 06/30/14	198,664 069	2,044,253 27	2,042,307 75		1,945 52
Total Short-Term Covered				4,299,751.46	4,300,000.00		-248.54

HKL CASTLE-FNDTN-FLTNG
Account Number A 17132-00-1

Capital Gain and Loss Schedule

Long-Term Noncovered

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income D 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**
TRP INST FLOATING RATE-F	PFFR 77958B105		07/07/11 06/06/14	165,208 941	1,698,347 92	1,700,000 00		-1,652 08
Total Long-Term Noncovered					1,698,347.92	1,700,000.00		-1,652.08



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 D indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital Transactions

Short-Term Covered

Description	Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
AIR LEASE CORP	AL 00912X302		03/17/14 10/21/14	2,945 000	101,766 34	110,065 55		-8,299 21
ALLEGHANY CORP	Y 017175100		03/17/14 10/21/14	475 000	203,571 57	191,602 60		11,968 97
AMERICAN WATER WORKS CO INC	AWK 030420103		03/17/14 10/21/14	2,875 000	146,728 41	129,948 28		16,780 13
ATMEL CORP	ATML 049513104		03/17/14 07/11/14	3,705 000	33,979 28	31,798 16		2,181 12
ATMEL CORP	ATML 049513104		03/17/14 07/15/14	1,435 000	12,862 33	12,315 89		546 44
ATMEL CORP	ATML 049513104		03/17/14 07/16/14	1,365 000	12,184 39	11,715 11		469 28
ATMEL CORP	ATML 049513104		03/17/14 07/17/14	920 000	8,144 57	7,895 90		248 67
ATMEL CORP	ATML 049513104		03/17/14 07/18/14	3,220 000	28,895 00	27,635 65		1,259 35
ATMEL CORP	ATML 049513104		02/06/14 07/22/14	4,690 000	42,767 15	35,502 83		7,264 32
BAYER AG REGISTERED SHS ISIN DE000BAY0017 SEDOL 5069211	BAYN 072733918		03/18/14 10/21/14	930 000	121,572 84	123,935 81		-2,362 97
BOEING CO	BA 097023105		03/17/14 10/21/14	1,160 000	146,853 79	145,771 40		1,082 39
CHARTER COMMUNICATIONS INC	CHTR 16117M305		Various 10/21/14	2,395 000	364,870 90	312,702 62		52,168 28

**HAROLD K L CASTLE FNDTN-OSTERWEIS**
Account Number A 19426-00-5**Capital Gain and Loss Schedule****Short-Term Covered**

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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**
CINEMARK HOLDINGS INC	CNK 17243V102		03/17/14 10/21/14	6,200 000	207,987 42	185,921 88		22,065 54
COSAN LIMITED	CZZ G25343107		03/17/14 05/05/14	13,295 000	160,118 77	143,228 36		16,890 41
CROWN HOLDINGS INC	CCK 228368106		03/17/14 10/21/14	3,435 000	162,857 99	152,442 90		10,415 09
DIAGEO P L C	DEO		03/17/14	1,385 000	157,258 01	165,059 87		-7,801 86
SPONS ADR NEW	25243Q205		10/21/14					
DIGITAL REALTY TRUST INC	DLR 253868103		Various 10/21/14	5,170 000	340,212 08	262,289 92		77,922 16
DIRECTV	DTV 25490A309		03/17/14 05/08/14	455 000	38,472 07	35,178 96		3,293 11
DIRECTV	DTV 25490A309		03/17/14 10/21/14	1,560 000	133,256 77	120,613 59		12,643 18
EBAY INC	EBAY 278642103		07/24/14 09/30/14	1,110 000	63,143 06	59,023 70		4,119 36
EBAY INC	EBAY 278642103		Various 10/21/14	5,235 000	263,476 96	262,296 91		1,180 05
GOOGLE INC CLASS A	GOOG 38259P508		03/17/14 10/21/14	115 000	61,465 85	68,815 05		-7,349 20
GOOGLE INC CLASS C	GOOG 38259P706		03/17/14 10/21/14	115 000	60,244 06	68,595 20		-8,351 14
HEALTHSOUTH CORP	HLS 421924309		03/17/14 08/11/14	4,330 000	170,958 47	137,942 54		33,015 93



Capital Gain and Loss Schedule

HAROLD K L CASTLE FNDTN-OSTERWEIS

Account Number A 19426-00-5

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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**
JOHNSON & JOHNSON	JNJ 478160104		03/17/14 10/21/14	1,575 000	157,315 87	148,087 17		9,228 70
KINDER MORGAN INC	KMI 49456B101		03/17/14 10/21/14	7,935 000	300,794 12	250,555 56		50,238 56
LIBERTY INTERACTIVE CORPORATION SERIES A COMMON	LINT 53071M104		Various 10/21/14	5,830 000	146,681 87	139,756 57		6,925 30
LIBERTY VENTURES SER A	LVNT 53071M880		Various 10/21/14	828 608	26,403 09	24,415 50		1,987 59
MARKS & SPENCER GROUP PLC ADR	MAKS 570912105		03/17/14 10/21/14	4,320 000	57,982 19	67,126 75		-9,144 56
MOTOROLA SOLUTIONS INC	MSI 620076307		03/17/14 09/08/14	1,075 000	65,148 07	69,787 39		-4,639 32
MOTOROLA SOLUTIONS INC	MSI 620076307		03/17/14 09/17/14	875 000	54,236 11	56,803 69		-2,567 58
MOTOROLA SOLUTIONS INC	MSI 620076307		03/17/14 09/18/14	170 000	10,538 49	11,036 14		-497 65
MOTOROLA SOLUTIONS INC	MSI 620076307		03/17/14 10/21/14	270 000	16,808 15	17,528 00		-719 85
NEW MEDIA INVESTMENT GROUP I	NEWM 64704V106		02/14/14 02/25/14	1,988 000	24,509 22	24,452 40		56 82
NEW RESIDENTIAL INVT CORP COM NPV	64828T201		03/17/14 10/21/14	8,277 500	100,724 18	110,915 19		-10,191 01
NEWCASTLE INVESTMENT CORP COM	NCT 65105M603		Various 10/21/14	4,986 321	123,411 15	140,464 97		-17,053 82

J.P.Morgan

**Capital Gain and Loss Schedule**
HAROLD K L CASTLE FNDTN-OSTERWEIS
Account Number A 19426-00-5**Short-Term Covered**

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Description	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
NOVARTIS A G ADR	NVS 66987V109	03/17/14 10/21/14	1,700 000	150,190 49	139,994 66		10,195 83
NRG YIELD INC-CLASS A	NYLD 62942X108	Various 10/21/14	2,485 000	112,922 86	117,248 96		-4,326 10
OCCIDENTAL PETROLEUM CORP	OXY 674599105	03/17/14 10/21/14	1,735 000	156,874 71	167,910 52		-11,035 81
ORACLE CORP	ORCL 68389X105	03/17/14 10/21/14	6,060 000	232,024 39	232,157 99		-133 60
OWENS ILLINOIS INC	OI 690768403	03/17/14 10/21/14	5,155 000	133,313 08	167,399 86		-34,086 78
PHH CORP	PHH 693320202	Various 10/21/14	4,880 000	111,254 21	123,829 88		-12,575 67
QUESTAR CORP	STR 748356102	03/20/13 01/02/14	195 000	4,432 84	4,650 75		-217 91
QUESTAR CORP	STR 748356102	03/20/13 01/03/14	270 000	6,140 93	6,439 50		-298 57
QUESTAR CORP	STR 748356102	03/20/13 01/06/14	210 000	4,754 16	5,008 50		-254 34
QUESTAR CORP	STR 748356102	03/20/13 01/07/14	115 000	2,595 67	2,742 75		-147 08
QUESTAR CORP	STR 748356102	03/17/14 10/21/14	7,250 000	166,622 34	173,169 15		-6,546 81
ROYAL MAIL PLC - GBP ISIN GB00BDVZY777 SEDOL BDVZY77	RMG 54545R919	Various 10/21/14	30,755 000	215,632 78	285,878 52		-70,245 74



Capital Gain and Loss Schedule

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

Short-Term Covered

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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**
SANOFI	SNY 80105N105	Various 10/21/14	5,375 000	279,445 45	276,319 02		3,126 43
TELEFLEX INC	TFX 879369106	03/17/14 10/21/14	795 000	86,158 69	82,665 29		3,493 40
TRIUMPH GROUP INC	TGI 896818101	Various 10/21/14	2,405 000	147,407 84	158,330 07		-10,922 23
UNILEVER N V	UN 904784709	03/17/14 10/21/14	4,530 000	174,330 93	175,364 45		-1,033 52
VALEANT PHARMACEUTICALS INTE	VRX 91911K102	03/17/14 10/21/14	965 000	126,620 06	136,663 01		-10,042 95
VIACOM INC CLASS B	VIA 92553P201	03/17/14 10/21/14	1,115 000	79,866 02	98,651 63		-18,785 61
VTTI ENERGY PARTNERS LP	VTTI Y9384M101	08/01/14 10/21/14	10,570 000	272,115 45	228,746 12		43,369 33
Total Short-Term Covered				6,590,903.49	6,446,398.64		144,504.85



Capital Gain and Loss Schedule

HAROLD K L CASTLE FNDTN-OSTERWEIS

Account Number A 19426-00-5

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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**
AIR LEASE CORP	AL 00912X302		Various 10/21/14	6,915 000	238,952 21	173,164 89		65,787 32
ALLEGHANY CORP	Y 017175100		Various 10/21/14	89 000	38,142 88	22,778 38		15,364 50
AMERICAN WATER WORKS CO INC	AWK 030420103		05/31/13 10/21/14	895 000	45,677 19	35,831 95		9,845 24
ATMEL CORP	ATML 049513104		02/09/12 06/10/14	300 000	2,740 02	2,988 63		-248 61
ATMEL CORP	ATML 049513104		12/08/11 07/11/14	2,270 000	20,818 62	20,272 69		545 93
ATMEL CORP	ATML 049513104		Various 07/10/14	4,390 000	39,551 26	42,234 36		-2,683 10
ATMEL CORP	ATML 049513104		Various 07/14/14	1,030 000	9,396 48	9,269 05		127 43
ATMEL CORP	ATML 049513104		12/13/11 07/18/14	745 000	6,685 33	6,146 70		538 63
ATMEL CORP	ATML 049513104		Various 07/21/14	1,485 000	13,268 77	12,129 17		1,139 60
ATMEL CORP	ATML 049513104		Various 07/22/14	210 000	1,914 95	1,576 13		338 82
ATMEL CORP	ATML 049513104		Various 07/23/14	680 000	6,030 71	3,815 89		2,214 82
ATMEL CORP	ATML 049513104		Various 07/24/14	2,085 000	17,979 81	11,359 50		6,620 31



Capital Gain and Loss Schedule

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

Long-Term Covered

Description	Code*	Date Acquired	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
BAYER AG REGISTERED SHS	BAYN	09/26/11	725 000	94,774 52	40,562 43		54,212 09
ISIN DE00BAY0017 SEDOL 5069211	072733918	10/21/14					
BED BATH & BEYOND INC	BBBY	Various	520 000	34,833 51	30,428 54		4,404 97
	075896100	01/14/14					
BED BATH & BEYOND INC	BBBY	Various	270 000	18,058 93	15,609 95		2,448 98
	075896100	01/15/14					
BED BATH & BEYOND INC	BBBY	11/02/12	590 000	39,444 82	33,991 96		5,452 86
	075896100	01/16/14					
BED BATH & BEYOND INC	BBBY	Various	490 000	32,625 49	28,183 57		4,441 92
	075896100	01/17/14					
BOEING CO	BA	Various	1,300 000	164,577 53	100,656 68		63,920 85
	097023105	10/21/14					
CINEMARK HOLDINGS INC	CNK	Various	7,060 000	236,837 28	135,920 44		100,916 84
	17243V102	10/21/14					
DIRECTV	DTV	Various	2,755 000	235,334 88	157,538 65		77,796 23
	25490A309	10/21/14					
GOOGLE INC CLASS A	GOOG	Various	220 000	117,586 85	73,140 35		44,446 50
	38259P508	10/21/14					
GOOGLE INC CLASS C	GOOG	Various	220 000	115,249 52	72,906 66		42,342 86
	38259P706	10/21/14					
HOLOGIC INC	HOLX	05/14/12	990 000	21,755 07	17,538 54		4,216 53
	436440101	01/02/14					
HOLOGIC INC	HOLX	Various	775 000	17,135 03	13,716 53		3,418 50
	436440101	01/03/14					

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Stock and

other symbol

Cusip



Capital Gain and Loss Schedule

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

Long-Term Covered

Description	CUSIP other symbol	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
HOLOGIC INC	HOLX 436440101		05/15/12 01/06/14	845 000	18,271 79	14,880.96		3,390 83
HOLOGIC INC	HOLX 436440101		Various 01/07/14	1,180 000	25,715 64	20,779 81		4,935 83
HOLOGIC INC	HOLX 436440101		Various 01/08/14	905 000	19,993 36	15,851 05		4,142 31
HOLOGIC INC	HOLX 436440101		05/11/12 01/09/14	130 000	2,841 45	2,267 46		573 99
JOHNSON & JOHNSON	JNJ 478160104		05/31/13 10/21/14	80 000	7,990 65	6,797 54		1,193 11
KINDER MORGAN INC	KMI 49456B101		Various 10/21/14	5,820 000	220,620 26	183,207 19		37,413 07
LIBERTY INTERACTIVE CORPORATION SERIES A COMMON	LINT 53071M104		Various 10/21/14	5,730 000	144,165.91	94,085 31		50,080 60
LIBERTY VENTURES SER A	LVNT 53071M880		Various 10/21/14	814 392	25,950 11	16,436 73		9,513 38
MOTOROLA SOLUTIONS INC	MSI 620076307		Various 10/21/14	2,365 000	147,226 98	135,573 12		11,653 86
NEW RESIDENTIAL INVT CORP COM NPV	64828T201		Various 10/21/14	10,297 500	125,304 40	139,203 28		-13,898 88
NEWCASTLE INVESTMENT CORP COM	NCT 65105M603		Various 10/21/14	4,589 679	113,594 30	96,951 68		16,642 62
NOVARTIS A G ADR	NVS 66987V109		01/24/13 10/21/14	1,290 000	113,968 08	86,834 29		27,133 79

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

Capital Gain and Loss Schedule

Long-Term Covered

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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 **

NRG YIELD INC-CLASS A

NYLD

08/21/13

2,400 000

109,060 31

66,063 12

42,997 19

OCCIDENTAL PETROLEUM CORP

OXY

Various

855 000

77,307 13

67,377 47

9,929 66

ORACLE CORP

ORCL

Various

5,190 000

198,713 96

162,379 27

36,334 69

OWENS ILLINOIS INC

OI

Various

6,900 000

178,440 40

181,280 70

-2,840 30

PHH CORP

PHH

Various

5,840 000

133,140 30

130,179 54

2,960 76

QUESTAR CORP

STR

03/20/13

795 000

18,271 00

18,960 75

-689 75

STONEGATE MORTGAGE CORP

SGM

Various

3,715 000

51,458 67

63,072 42

-11,613 75

TELEFLEX INC

TFX

Various

700 000

75,862 99

48,532 98

27,330 01

TRIUMPH GROUP INC

TGI

Various

1,450 000

88,873 76

102,518 27

-13,644 51

VIACOM INC

VIA

Various

2,375 000

170,118 20

111,714 66

58,403 54

CLASS B

92553P201

10/21/14

XEROX CORP

XRX

05/31/12

1,000 000

11,950 33

7,256 00

4,694 33

XEROX CORP

XRX

Various

2,590 000

31,010 68

18,653 68

12,357 00



HAROLD K L CASTLE FNDTN-OSTERWEIS
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Capital Gain and Loss Schedule

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XEROX CORP	XRXX	984121103		07/26/12 04/28/14	540 000	6,463 76	3,556 87		2,906 89
XEROX CORP	XRXX	984121103		07/26/12 04/29/14	2,765 000	33,316 40	18,212 50		15,103 90
XEROX CORP	XRXX	984121103		07/26/12 04/30/14	2,970 000	35,602 67	19,562 80		16,039 87
Total Long-Term Covered						3,754,605.15	2,893,951.09		860,654.06

HAROLD K L CASTLE FNDTN-OSTERWEIS
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Capital Gain and Loss Schedule

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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	Various 10/21/14	350 000	150,000 11	98,055 43		51,944 68
AMERICAN WATER WORKS CO INC	AWK 030420103	04/14/10 10/21/14	5,070 000	258,752 37	107,636 10		151,116 27
BAYER AG REGISTERED SHS ISIN DE000BAY0017 SEDOL 5069211	BAYN 072733918	04/15/10 10/21/14	1,125 000	147,063 92	76,677 88		70,386 04
COMPUTER SCIENCES CORP REPRESENTS PRO RATA SHARE OF THE NET SETTLEMENT FROM THE COMPUTER SCIENCES CORP CLASS ACTION DUE A19426005 HAROLD K L CASTLE	CSC 205363104	00/00/00 10/23/14		2,747 33	00		2,747 33
COSAN LIMITED	CZZ G25343107	06/21/10 05/05/14	4,155 000	50,040 88	41,486 01		8,554 87
CROWN HOLDINGS INC	CCK 228368106	04/14/10 10/21/14	5,560 000	263,607 11	150,103 87		113,503 24
DIAGEO P L C SPONS ADR NEW	DEO 25243Q205	04/14/10 10/21/14	1,690 000	191,888 84	121,284 71		70,604 13
HEALTHSOUTH CORP	HLS 421924309	04/14/10 08/11/14	1,415 000	55,867 49	27,799 80		28,067 69
HEALTHSOUTH CORP	HLS 421924309	04/14/10 10/21/14	5,745 000	225,601 15	112,869 14		112,732 01
JOHNSON & JOHNSON	JNJ 478160104	Various 10/21/14	2,600 000	259,696 03	169,491 77		90,204 26
LIBERTY VENTURES SER A CASH IN LIEU OF FRACTIONAL SHARES	LVNT 53071M880	00/00/00 10/30/14		15 78	00		15 78



Capital Gain and Loss Schedule

HAROLD K L CASTLE FNDTN-OSTERWEIS

Account Number A 19426-00-5

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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**

MARKS & SPENCER GROUP PLC	MAKS	570912105	Various	7,485 000	100,462 19	87,047 53			13,414 66
ADR			10/21/14						
NEW MEDIA INVESTMENT GROUP I	NEWM		00/00/00		3 06	00			3 06
CASH IN LIEU OF FRACTIONAL SHARES	64704V106		03/03/14						
NEWCASTLE INVESTMENT CORP COM	NCT		00/00/00		4 53	00			4 53
CASH IN LIEU OF FRACTIONAL SHARES	65105M504		08/27/14						
NEWCASTLE INVESTMENT CORP COM	NCT		00/00/00		11 59	00			11 59
CASH IN LIEU OF FRACTIONAL SHARES	65105M603		11/07/14						
OCCIDENTAL PETROLEUM CORP	OXY		04/14/10	1,865 000	168,629 01	159,636 17			8,992 84
	674599105		10/21/14						
QUESTAR CORP	STR		Various	7,440 000	170,988 99	111,257 09			59,731 90
	748356102		10/21/14						
SYMETRA FINANCIAL CORPORATION	SYA		04/14/10	130 000	2,464 17	1,806 79			657 38
	87151Q106		01/09/14						
SYMETRA FINANCIAL CORPORATION	SYA		04/14/10	315 000	5,975 54	4,378 00			1,597 54
	87151Q106		01/10/14						
SYMETRA FINANCIAL CORPORATION	SYA		04/14/10	1,745 000	33,562 22	24,252 71			9,309 51
	87151Q106		02/26/14						
SYMETRA FINANCIAL CORPORATION	SYA		04/14/10	510 000	10,393 41	7,088 18			3,305 23
	87151Q106		03/04/14						
SYMETRA FINANCIAL CORPORATION	SYA		04/14/10	3,265 000	65,016 79	45,378 27			19,638 52
	87151Q106		03/19/14						
TELEFLEX INC	TFX		04/14/10	1,755 000	190,199 36	113,981 99			76,217 37
	879369106		10/21/14						



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

Capital Gain and Loss Schedule

Long-Term Noncovered

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income D 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**
UNILEVER N V	UN 904784709		04/14/10 10/21/14	5,020 000	193,187 92	156,839 35		36,348 57
VALEANT PHARMACEUTICALS INTE	VRX 91911K102		04/14/10 02/13/14	350 000	49,632 63	8,596 24		41,036 39
VALEANT PHARMACEUTICALS INTE	VRX 91911K102		04/14/10 02/14/14	305 000	42,747 26	7,491 01		35,256 25
VALEANT PHARMACEUTICALS INTE	VRX 91911K102		04/14/10 02/14/14	130 000	18,136 89	3,192 89		14,944 00
VALEANT PHARMACEUTICALS INTE	VRX 91911K102		04/14/10 02/18/14	330 000	47,436 31	8,105 03		39,331 28
VALEANT PHARMACEUTICALS INTE	VRX 91911K102		04/14/10 10/21/14	2,074 000	272,134 72	50,938 85		221,195 87
Total Long-Term Noncovered					2,976,267.60	1,695,394.81		1,280,872.79



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

Capital Gain and Loss Schedule

Long-Term Noncovered

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income D 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**
DREYFUS EMG MKT DEBT LOC C-I	DDBI	12/09/10	138,775 553	1,996,980 21	1,988,653 68		8,326 53
	261980494	05/19/14					
Total Long-Term Noncovered				1,996,980.21	1,988,653.68		8,326.53



Capital Gain and Loss Schedule

HAROLD K L CASTLE FDN - RUSSELL 2000
Account Number V 65202-00-0

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income D indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Stock and

other symbol

CUSIP

Long-Term Covered

Description	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ISHARES RUSSELL 2000 INDEX FUND	IWM	02/14/13	11,000 000	1,303,526 18	1,009,030 00		294,496 18
	464287655	06/30/14					
Total Long-Term Covered				1,303,526.18	1,009,030.00		294,496.18

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

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17113001 - STMT D-1				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
886,383.	838,931.	0.	0.	47,452.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17113001 - STMT D-1				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
425,139.	285,387.	0.	0.	139,752.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17113001 - STMT D-1				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
465,882.	279,370.	0.	0.	186,512.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17120006 - STMT D-2			03/14/14	11/21/14
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,841,751.	3,000,000.	0.	0.	<158,249.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17120006 - STMT D-2			VARIOUS	11/21/14
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,703,182.	3,450,000.	0.	0.	253,182.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17120006 - STMT D-2			11/02/09	11/21/14
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,024,219.	2,751,896.	0.	0.	272,323.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17121004 - STMT D-3			01/28/14	06/06/14
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,647,533.	2,325,233.	0.	0.	322,300.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17121004 - STMT D-3		06/15/10	06/06/14

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,165,106.	2,946,647.	0.	0.	1,218,459.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17123000 - STMT D-4		03/20/14	05/19/14

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
186,770.	186,051.	0.	0.	719.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17123000 - STMT D-4		11/02/09	05/19/14

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,563,230.	6,500,000.	0.	0.	63,230.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17131003 - STMT D-5		11/02/09	05/19/14

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,750,000.	1,692,695.	0.	0.	57,305.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17132001 - STMT D-6					VARIOUS	VARIOUS
	4,299,751.	4,300,000.	0.	(E) DEPREC.	(F) GAIN OR LOSS	
				0.		<249.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A17132001 - STMT D-6					07/07/11	06/06/14
	1,698,348.	1,700,000.	0.	(E) DEPREC.	(F) GAIN OR LOSS	
				0.		<1,652.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A19426005 - STMT D-7					VARIOUS	VARIOUS
	6,590,904.	6,446,399.	0.	(E) DEPREC.	(F) GAIN OR LOSS	
				0.		144,505.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A19426005 - STMT D-7					VARIOUS	VARIOUS
	3,754,605.	2,893,951.	0.	(E) DEPREC.	(F) GAIN OR LOSS	
				0.		860,654.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A19426005 - STMT D-7					VARIOUS	VARIOUS
	2,976,268.	1,695,395.	0.	(E) DEPREC.		(F) GAIN OR LOSS
					0.	1,280,873.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN A31874000 - STMT D-8					12/09/10	05/19/14
	1,996,981.	1,988,654.	0.	(E) DEPREC.		(F) GAIN OR LOSS
					0.	8,327.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J.P. MORGAN V65202000 - STMT D-9					02/14/13	06/30/14
	1,303,526.	1,009,030.	0.	(E) DEPREC.		(F) GAIN OR LOSS
					0.	294,496.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GLOBAL ACCESS HEDGE FUND LTD CLASS B				PURCHASED	VARIOUS	VARIOUS
	5,812,043.	4,849,685.	0.	(E) DEPREC.		(F) GAIN OR LOSS
					0.	962,358.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BLACKSTONE PARTNERS OFFSHORE FUND LTD CLASS #2	5,707,972.	4,556,788.	0.	0.	08/05/14	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BREP ASIA PRIVATE INVESTORS OFFSHORE, LP	47.	0.	0.	0.	10/28/14	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FROM K-1 - NET LONG-TERM CAPITAL GAIN	0.	0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	7,103,528.

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL PROPERTY	1	6,999.
TOTAL TO FORM 990-PF, PART I, LINE 5A		6,999.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	1,833,063.	1,833,063.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,833,063.	1,833,063.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,393.	1,362.		6,031.
TO FM 990-PF, PG 1, LN 16A	7,393.	1,362.		6,031.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	43,495.	8,015.		35,480.
TO FORM 990-PF, PG 1, LN 16B	43,495.	8,015.		35,480.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	134,766.	0.		133,253.
MANAGEMENT FEE - INVESTMENTS	467,744.	467,744.		0.
MANAGEMENT FEE - PARTNERSHIPS	342.	1,397.		0.
TO FORM 990-PF, PG 1, LN 16C	602,852.	469,141.		133,253.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	106,073.	0.		0.
HAWAII GENERAL EXCISE TAX	<20.>	<20.>		0.
FOREIGN TAXES	48,565.	48,565.		0.
PAYROLL TAXES	49,032.	8,964.		40,068.
TO FORM 990-PF, PG 1, LN 18	203,650.	57,509.		40,068.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	44,036.	6,892.		65,882.
OFFICE EXPENSE	96,306.	19,919.		76,387.
AUTO & TRUCK	893.	0.		893.
DUES & SUBSCRIPTIONS	30,742.	0.		30,742.
EVENTS	26,166.	0.		26,166.
REPAIRS & MAINTENANCE	37,036.	0.		37,036.
SERVICE FEES	15,618.	2,878.		12,740.
BAD DEBT EXPENSE	<954.>	<954.>		0.
BUILDING & GROUNDS	<48,316.>	<48,316.>		0.
ADDITIONAL COSTS INCURRED IN SALE OF REAL ESTATE	48,979.	48,979.		0.
MISCELLANEOUS EXPENSE	16.	0.		0.
ORIGINATION FEES	0.	39,671.		0.
TO FORM 990-PF, PG 1, LN 23	250,522.	69,069.		249,846.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK AND MUTUAL FUNDS	122,682,869.	131,871,219.
TOTAL TO FORM 990-PF, PART II, LINE 10B	122,682,869.	131,871,219.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIPS	FMV	173,635.	68,219.
HEDGE FUNDS	FMV	48,300,420.	47,764,613.
PRIVATE EQUITY	FMV	561,845.	545,309.
TOTAL TO FORM 990-PF, PART II, LINE 13		49,035,900.	48,378,141.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
OTHER LIABILITIES	79,720.	92,661.
FEDERAL EXCISE TAX DUE	134,000.	90,073.
TOTAL TO FORM 990-PF, PART II, LINE 22	213,720.	182,734.

FORM 990-PF

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

STATEMENT 12

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 0.50	0.	0.	0.
HENRY M. D'OLIER 1197 AULOA ROAD KAILUA, HI 96734	DIRECTOR/CHAIRMAN 0.50	0.	0.	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.
DEBORAH K. BERGER 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	VP/TREASURER/CFO 8.00	66,261.	10,604.	0.
SUSAN L. SUMIDA 1197 AULOA ROAD KAILUA, HI 96734	SECRETARY 9.00	25,007.	251.	0.
TERRENCE R. GEORGE 1197 AULOA ROAD KAILUA, HI 96734	PRESIDENT/CEO 40.00	251,839.	37,528.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		343,107.	48,383.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION

STATEMENT 13

PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESSES OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ANN MATSUKADO, CONTROLLER/GRANTS MANAGER
1197 AULOA ROAD
KAILUA, HI 96734

TELEPHONE NUMBER

808-263-8920

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 AND IRS DETERMINATION LETTER, 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 FOUR 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.

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

COST BASIS					
DESCRIPTION	BEGINNING BALANCE	ADDITIONS	DISPOSALS	RECLASS	ENDING BALANCE
FOUNDATION OFFICE	1,669,279				1,669,279
	1,669,279	-	-	-	1,669,279
FURNITURE & FIXTURES	68,185	10,330	(12,438)		66,077
	1,737,464	10,330	(12,438)	-	1,735,356

ACCUMULATED DEPRECIATION				
BEGINNING BALANCE	DEPRECIATION	DISPOSALS	ENDING BALANCE	
171,208	42,802	-	214,010	
171,208	42,802	-	214,010	
43,866	6,819	(12,438)	38,247	
215,074	49,621	(12,438)	252,257	

Schedule of Appropriations and Payments

Fiscal Year 2014

12/31/2014	Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
	Ahahui Malama I Ka Lokahi	501(c)(3)	\$0.00	\$867.28	\$0.00	\$867.28	\$0.00
	P.O. Box 720						
	Kailua, HI 96734						
	<i>To replace tools lost in a tool shed fire at</i>						
	<i>Na Pohaku [3840, PC]</i>						
	\$867.28						
	2014						
	Aloha United Way, Inc.	501(c)(3)	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
	200 North Vineyard Boulevard						
	Suite 700						
	Honolulu, HI 96817-3938						
	<i>To match an employee contribution made</i>						
	<i>by Alex Harris [3937, PC]</i>						
	\$1,000.00						
	2014						
	American Youth Soccer Organization	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
	103 South Kalanoe Ave						
	Kailua, Hawaii 96734						
	<i>WYLF Youth Grant AYSO Region 100</i>						
	<i>U12 Boys Kaha Park Gardening and</i>						
	<i>Community Service Project [3847, PC]</i>						
	\$5,000.00						
	2013						
	Armed Services Special Education and Training Society	501(c)(3)	\$250,000.00	\$0.00	\$0.00	\$0.00	\$250,000.00
	1'Ohana Nui Way						
	Honolulu, HI 96818						
	<i>Assets School's Capital Campaign</i>						
	<i>Building a Sustainable Future [3796, PC]</i>						
	\$250,000.00						
	2013						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
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)	\$200,000.00	\$0.00	\$0.00	\$50,000.00	\$150,000.00
Bulls Soccer Club PO Box 240277 Honolulu, HI 96824-0277 <i>WYLF Youth Grant Fishpond Restoration at Puapae o He'eia Fishpond [3761, PC]</i> \$2,470.00 2012	501(c)(3)	\$5,000.00	\$0.00	-\$2,530.00	\$2,470.00	\$0.00
Bulls Soccer Club PO Box 240277 Honolulu, HI 96824-0277 <i>WYLF Youth Grant Kahau to give without expectation [3786, PC]</i> \$5,000.00 2012	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
United States Conference of Catholic Bishops 200 North Vineyard Boulevard Honolulu, HI 96813-2495 <i>Unsolicited grant to help meet the academic needs of Hawaii Island students affected by the lava flow [3944, PC]</i> \$10,000.00 2014	501(c)(3)	\$0.00	\$10,000.00	\$0.00	\$0.00	\$10,000.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
The Coral Reef Alliance 351 California Street, Suite 650 San Francisco, CA 94104 <i>Advancing Hawaii as a Leader in Sustainable Tourism and Coral Reef Conservation [3823, PC]</i> \$50,000.00 2014	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Council on Foundations Inc. 2121 Crystal Drive, Suite 700 Arlington, VA 22202 <i>Membership Dues for 2014 [3836, PC]</i> \$17,580.00 2014	501(c)(3)	\$0.00	\$17,580.00	\$0.00	\$17,580.00	\$0.00
Kalaheo High School 730 Iliana St Kailua, Hawaii 96734 <i>WYLF Youth Grant 1st Annual Kalaheo Earth Day Celebration [3849, PC]</i> \$0.00 2013	Government	\$1,000.00	\$0.00	\$0.00	\$1,000.00	\$0.00
Department of Land and Natural Resources 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	Government	\$250,000.00	\$0.00	\$0.00	\$0.00	\$250,000.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Department of Education, State of Hawaii (HIDOE)	Government	\$0.00	\$10,000.00	-\$1,624.63	\$8,375.37	\$0.00
P O Box 2360 Honolulu, HI 96804 <i>To increase the productivity of the Complex Area Support Team and Deputy Superintendent's Principal Roundtable by providing food and beverage so that meeting participants can remain at work [3888, NC]</i>						
\$8,375.37 2014						
Department of Education, State of Hawaii (HIDOE)	Government	\$0.00	\$749,735.00	\$0.00	\$460,000.00	\$289,735.00
P. O Box 2360 Honolulu, HI 96804 <i>The HIDOE is requesting matching grant funding to continue to strengthen and expand the ILT work in Hawaii allowing for expansion to 85 schools [3818, NC]</i>						
\$749,735.00 2014						
Eastside Soccer Club Hi	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$0.00	\$5,000.00
45-125 Moamahi Way Kaneohe, HI 96744 <i>WYLF Youth Grant Eastside Soccer Club - Growing Leaders. Protecting Nature [3923, PC]</i>						
\$5,000.00 2013						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Envision Learning Partners 111 Myrtle Street Suite 203 Oakland, CA 94607 <i>Hawaii Innovative Leadership Network Design Collaborative We are seeking to work with a select group of school leaders to design and launch a Hawaii Innovative Leadership Network (HILN) in 2015 [3856, PC]</i> \$25,000.00 2014	501(c)(3)	\$0.00	\$25,000.00	\$0.00	\$12,500.00	\$12,500.00
Feed The Hunger Foundation 2218 Punauna Street Honolulu, Hawaii 96821 <i>To provide pre-loan technical assistance in business planning to food providers in Windward Oahu [3864, PC]</i> \$70,000.00 2014	501(c)(3)	\$0.00	\$70,000.00	\$0.00	\$30,000.00	\$40,000.00
Friends of Kailua High School 451 Ulumau Drive Kailua, Hawaii 96734 <i>WYLF Youth Grant Kailua High School Class of 2014 Project Graduation [3831, NC]</i> \$5,000.00 2013	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Friendship Garden Foundation P.O. Box 2902 Honolulu, Hawaii 96802 <i>Friendship Garden Enhancement Improvements Under-grounding utility poles and wires to improve the appearance and safety of the garden's road frontage on Kokokahi Place [3859, PC]</i> \$50,000.00 2014	501(c)(3)	\$0.00	\$50,000.00	\$0.00	\$0.00	\$50,000.00
WAIMALU GRACE BRETHREN CHURCH 94-1323 Waipio Uka Street Waipahu, HI 96797 <i>To match an employee contribution made by Ann Matsukado [3829, PC]</i> \$2,500.00 2014	501(c)(3)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Hawaii Applesseed 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> \$0.00 2013	501(c)(3)	\$55,803.75	\$0.00	-\$55,803.75	\$0.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Hawaii Charter Schools Network P. O. Box 3017 Aiea, HI 96701 <i>Support to defray travel expenses for Hawaiian representatives to attend the National Alliance for Public Charter Schools session on Charter Support Organization Sustainability [3834, NC]</i> \$1,200.00 2014	501(c)(3)	\$0.00	\$1,200.00	\$0.00	\$1,200.00	\$0.00
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)	\$9,000.00	\$0.00	\$0.00	\$9,000.00	\$0.00
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)	\$66,666.67	\$0.00	\$0.00	\$33,333.33	\$33,333.34

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
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)	\$500,000.00	\$0.00	\$0.00	\$0.00	\$500,000.00
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)	\$450,000.00	\$0.00	\$0.00	\$150,000.00	\$300,000.00
Hawaii Conservation Alliance Foundation 677 Ala Moana Blvd, Suite 320 Honolulu, HI 96813 <i>Promise to the Pae 'āina: Sharing and Pooling our Collective Data to Track the Health of Our Ahupua'a [3894, PC]</i> \$160,000.00 2014	501(c)(3)	\$0.00	\$160,000.00	\$0.00	\$0.00	\$160,000.00
Hawaii Presidential Center 1001 Bishop Street, Suite 2900 Honolulu, HI 96813 <i>Support to build a compelling proposal for the Hawaii Presidential Center as a legacy of President Obama [3906, PC]</i> \$30,000.00 2014	501(c)(3)	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
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 Seafood Council 1130 N Nimitz Hwy, Suite A-263 Honolulu, HI 96817 <i>Development of Learning Modules to Enhance Fisheries Education in Hawaii [3870, PC]</i> \$55,000.00 2014	501(c)(3)	\$0.00	\$55,000.00	\$0.00	\$25,000.00	\$30,000.00
Hawaii Symphony Orchestra 3610 Waialae Avenue Honolulu, Hawaii 96816 <i>The final grant to Hawaii Symphony Orchestra to build and launch a world class symphony orchestra for all of Hawaii as an important component of the cultural fabric of our State [3495, PC]</i> \$320,000.00 2012	501(c)(3)	\$106,000.00	\$0.00	\$0.00	\$106,000.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
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)	\$60,000 00	\$0 00	\$0 00	\$60,000.00	\$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)	\$22,500 00	\$0 00	\$0 00	\$13,000 00	\$9,500.00
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 HMHHSa 2012 Strategic Plan [3745, PC]</i> \$75,000 00 2013	501(c)(3)	\$50,000 00	\$0 00	\$0 00	\$25,000.00	\$25,000 00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Hookuaaina P O Box 342146 Kailua, HI 96734 <i>Building the capacity of this cultural learning center to thrive as a social enterprise by increasing taro and poi production and sales [3891, PC]</i> \$118,000.00 2014	501(c)(3)	\$0.00	\$118,000.00	\$0.00	\$68,000.00	\$50,000.00
Hoola Na Pua 66-382 Kaamooloa Road Waialua, HAWAII (HI) 96791 <i>Site Security for Hoola Na Pua Therapeutic Treatment Home for girls rescued from commercial sexual exploitation [3918, PC]</i> \$110,000.00 2014	501(c)(3)	\$0.00	\$110,000.00	\$0.00	\$0.00	\$110,000.00
Hope Street Group PO Box 10506 Prescott, Arizona 86304 <i>Start-up for State Teaching Fellowships to help teachers refine their leadership skills, influence state policy, and generate solutions to the challenges associated with the implementation of education reform [3828, PC]</i> \$668,832.00 2014	501(c)(3)	\$0.00	\$668,832.00	\$0.00	\$359,701.00	\$309,131.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
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)	\$100,000 00	\$0 00	\$0 00	\$0 00	\$100,000 00
Hui Malama O 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> \$6,505.14 2013	501(c)(3)	\$0 00	\$0 00	-\$494.86	-\$494.86	\$0 00
Hui Malama O Ke Kai Foundation 41-1537 Kalanianaʻole Highway, Suite 201B Waimanalo, HI 96795 <i>HMK Alakai Higher Education and Internship Program & HMKF/WTP Phase II Site Development/Environmental Assessment Projects [3853, PC]</i> \$120,000.00 2014	501(c)(3)	\$0 00	\$120,000 00	\$0 00	\$60,000 00	\$60,000 00
Inspire International 94-877 Lumiana St. Bldg 12 Waipahu, HI 96797 <i>To match an employee contribution made by Judy Guerrero [3939, PC]</i> \$2,500.00 2014	501(c)(3)	\$0 00	\$2,500.00	\$0 00	\$2,500 00	\$0 00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
International Church Of The Foursquare Gospel	501(c)(3)	\$33,000 00	\$0.00	\$0.00	\$17,000 00	\$16,000 00
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						
James B. Castle High School	Government	\$5,000 00	\$0.00	\$0 00	\$5,000 00	\$0 00
45-386 Kaneohe Bay Drive Kaneohe, HI 96744 <i>WYLF Youth Grant Outreach to Residents of Windward Long term care facilities via performing arts [3821, NC]</i> \$5,000.00 2013						
Kahuku High and Intermediate School	Government	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0.00
56-490 Kanehameha Hwy. Kahuku, HI 96731 <i>WYLF Youth Grant Rights and Responsibilities in our neighbor hood. community and school to assist each other and protect our environment (Kahuku High School) [3874, NC]</i> \$5,000 00 2013						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Kailua High School	Government	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
451 Ulumau Drive Kailua, Hawaii 96734 WYLF Youth Grant E He'e Nalu Hookuu Hana "Surfriders Joined Together To Work" [3816, NC] \$5,000.00 2013						
Kailua Intermediate School Band Boosters	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$0.00	\$5,000.00
145 S Kanalu Drive Kailua, Hawaii 96734 WYLF Youth Grant Kailua Intermediate Band Community Clean Up Project [3927, NC] \$5,000.00 2013						
Kailua United Methodist Church	501(c)(3)	\$30,000.00	\$0.00	\$0.00	\$20,000.00	\$10,000.00
1110 Kailua Road Kailua, HI 96734 Start-up support for the Beacon of Hope Project to help furloughed women prisoners in their transition back into the community [3703, PC] \$60,000.00 2013						
Kainalu Elementary School	Government	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
165 Kaihulu Street Kailua, HI 96734 WYLF Youth Grant Kaimalu Dolphins Class of 2014 [3860, NC] \$5,000.00 2013						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Kakoo OIwi 46-005 Kava Street, Suite 104 Kaneohe, Hawaii 96744 <i>To support a partnership with Hui Ulu Mea 'Ai, Paepae o Hu'eia, the Reppun Fam, and Hui o Ko'olaupoko to convert non-native mangrove and alien invasive algae from Kaneohe Bay into organic soil amendments for use by small-scale farmers and gardeners [PC]</i> \$40,000.00 2014	501(c)(3)	\$0.00	\$40,000.00	\$0.00	\$25,000.00	\$15,000.00
Kama Aina Care, Inc. 156C Hamakua Drive Kailua, HI 96734 <i>Support to renovate and improve the kitchen facility at Heena State Park [3896, PC]</i> \$30,000.00 2014	501(c)(3)	\$0.00	\$30,000.00	\$0.00	\$0.00	\$30,000.00
Kamalapua O Koolau 45-284 Pahikaua Street Kaneohe, Hawaii 96744 <i>Plan, develop, write for a federal grant to support early learning development in Windward Oahu [3881, PC]</i> \$20,000.00 2014	501(c)(3)	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
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)	\$300,000.00	\$0.00	\$0.00	\$300,000.00	\$0.00
Kuaaaina Ulu Auamo (KUA) 307A Kamani St The Box Jelly Honolulu, HI 96813 Honolulu, Hawaii 96813 <i>Building What Works 4 Strengthening the Management of the E.Alu Pu Network for Greater Impact (2 year proposal)</i> [3712, PC] \$550,400.00 2013	501(c)(3)	\$275,200.00	\$0.00	\$0.00	\$275,200.00	\$0.00
Kuaaaina Ulu Auamo (KUA) 307A Kamani St. The Box Jelly Honolulu, HI 96813 Honolulu, Hawaii 96813 <i>Understanding Multiple Pathways Toward Mauiine Resource Co-Management Developing Guidance for Community Stakeholders</i> [3772, PC] \$24,741.00 2013	501(c)(3)	\$24,741.00	\$0.00	\$0.00	\$24,741.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Kualoa-Heeia Ecumenical Youth Project 47-200 Waihee Road Kaneohe, HI 96744 <i>Bridge Funding Initiative to assist KEY Project in the implementation of its Strategic Transition Plan through transformation of its business model, program array, and leadership structure [3877, PC]</i> \$21,060.20 2014	501(c)(3)	\$0.00	\$21,060.20	\$0.00	\$21,060.20	\$0.00
Laie Elementary School 55-109 Kulanui Street Laie, HI 96762 <i>WYLF Youth Grant Rights and Responsibilities in our neighborhood, community and school to assist each other and protect our environment (Laie Elementary) [3873, NC]</i> \$5,000.00 2013		\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Lanikai Beach Preservation Foundation, Inc. 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	501(c)(3)	\$30,000.00	\$0.00	\$0.00	\$30,000.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Lanikai Elementary Public Charter School	Government	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
140 Alala Road Kailua, HI 96734 WYLF Youth Grant Caring for Our Island [3783, NC] \$5,000.00 2012						
Lanikai Elementary Public Charter School		\$5,000.00	\$0.00	-\$2,145.00	\$0.00	\$2,855.00
140 Alala Road Kailua, Hawaii 96734 WYLF Youth Grant Keiki Cleaners & Da Painters Keeping Kailua Clean! [3932, PC] \$5,000.00 2013						
Le Jardin Academy Inc.	501(c)(3)	\$5,000.00	\$0.00	-\$3,705.00	\$1,295.00	\$0.00
917 Kalanianaʻole Highway Kailua, HI 96734 WYLF Youth Grant Project CLEAN [3842, PC] \$1,295.00 2013						
Le Jardin Academy Inc.	501(c)(3)	\$0.00	\$670,000.00	\$0.00	\$130,000.00	\$540,000.00
917 Kalanianaʻole Highway Kailua, HI 96734 Partial support to recruit and hire a Development Director and Finance Director to secure the school's continued advancement and growth [3878, PC] \$670,000.00 2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Lutheran Church Missouri Synod 45-725 Kanehameha 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)	\$350,000.00	\$0 00	\$0 00	\$0 00	\$350,000 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)	\$250,000 00	\$0 00	\$0.00	\$0 00	\$250,000 00
Marimed Foundation for Island Health Care Training 45-021 Likelike Place Kaneohe, HI 96744 <i>Revitalizing the Windward Sailing School vessel SSV Makani Olu to assure its continued use in therapeutic, educational, vocational and cultural training programs [3887, PC]</i> \$110,000 00 2014	501(c)(3)	\$0 00	\$110,000 00	\$0.00	\$110,000 00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
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> \$0.00 2013	501(c)(3)	\$100,000.00	\$0.00	-\$100,000.00	\$0.00	\$0.00
Nature Conservancy, Inc. 923 Nuuanu Avenue Honolulu, HI 96817 <i>This project will build capacity for state and local marine resource management in at least 15 coastal communities, and measure the effectiveness of their conservation efforts [3863, PC]</i> \$400,000.00 2014	501(c)(3)	\$0.00	\$400,000.00	\$0.00	\$200,000.00	\$200,000.00
New Leaders 30 West 26th Street, Ninth Floor New York, NY 10010 <i>Support for Years 2 and 3 of the Emerging Leaders Program to provide increased instructional leadership training opportunities for teachers [3835, PC]</i> \$395,641.00 2014	501(c)(3)	\$0.00	\$395,641.00	\$0.00	\$89,743.00	\$305,898.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
The New Teacher Center 725 Front Street Suite 400 Santa Cruz, CA 95060 <i>Mentor Impact Pilot Project to design and test scalable enhancements to the DOE's mentoring program, including full-release mentors for new teachers and the use of mentors to improve the performance of struggling veteran teachers [3833, PC]</i> \$762,690.00 2014	501(c)(3)	\$0.00	\$762,690.00	\$0.00	\$225,000.00	\$537,690.00
The New Teacher Center 725 Front Street Suite 400 Santa Cruz, CA 95060 <i>Support to increase the impact of Complex Area Superintendents on instructional leadership of principals through training, in-field coaching, and central office role restructuring [3905, PC]</i> \$249,000.00 2014	501(c)(3)	\$0.00	\$249,000.00	\$0.00	\$50,000.00	\$199,000.00
Oahu Church Of Christ P.O. Box 700026 Kapolei, Hawaii 96709 <i>WYLF Youth Grant Heia Stream Part III - Mauna to Makai Restoration [3726, PC]</i> \$5,000.00 2012	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Office of Human Resources, Department of Education, State of Hawaii 1390 Miller Street Suite 300 Honolulu, HI 96813 <i>Request for facilitation of III DOE's leadership design team [3869, PC]</i> \$90,000.00 2014		\$0.00	\$90,000.00	\$0.00	\$90,000.00	\$0.00
The Pacific American Foundation (PAF) 45-285 Kaneohe Bay Drive Kaneohe, HI 96744 <i>Kinvaiaui Marsh 2014 Ramsar World Wetlands Day [3838, PC]</i> \$1,000.00 2014	501(c)(3)	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Parents and Children Together 1485 Linapuna 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)	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Parents and Children Together 1485 Linapuna 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)	\$222,000.00	\$0.00	\$0.00	\$0.00	\$222,000.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Grantees to be Determined	501(c)(3)	\$100,000.00	\$0.00	-\$55,150.00	\$0.00	\$44,850.00
HI For the 2014 Windward Youth Leadership Fund [3824, PC] \$44,850.00 2013						
Partners in Development	501(c)(3)	\$25,000.00	\$0.00	\$0.00	\$25,000.00	\$0.00
2040 Bachelot Street Honolulu, HI 96817 Start-up support for a new affordable housing partnership in Waimanalo [3826, PC] \$25,000.00 2013						
Positive Coaching Alliance	501(c)(3)	\$0.00	\$60,000.00	\$0.00	\$30,000.00	\$30,000.00
100 North Rengstorff, Suite 100 Mountain View, CA 94043 Establishment of a sustainable PCA-Hawaii Chapter that can help the youth of Hawaii become Better Athletes, Better People [3882, PC] \$60,000.00 2014						
PTA Hawaii Congress Kalaheo High PTSA	501(c)(3)	\$5,000.00	\$0.00	-\$1,015.00	\$3,985.00	\$0.00
730 Iliaina St Kailua, Hawaii 96734 IYYLF Youth Grant Project Grad Restoration of He'eua Wetlands [3784, NC] \$3,985.00 2012						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
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 Learning Center at Heeia State Park to promote understanding of canoe building and use [3646, PC]</i>						
\$60,000.00						
2012						
Rainbow Schools	501(c)(3)	\$65,000.00	\$0.00	\$0.00	\$65,000.00	\$0.00
56-463 Kanehameha Highway						
Kahuku, HI 96731						
<i>Support for a new playground structure and replacement of playground surface at the Kahuku preschool [3775, PC]</i>						
\$65,000.00						
2013						
Roman Catholic Church in the State of Hawaii	501(c)(3)	\$0.00	\$5,250.00	\$0.00	\$5,250.00	\$0.00
6301 Pali Highway						
Kaneohe, HI 96744						
<i>Continued support for the three-year pilot project to implement the use of Common Core Standards in three Windward Oahu schools via an effective professional development program for principals and teachers [3807, PC]</i>						
\$5,250.00						
2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Seabury Hall 480 Olinda Road Makawao, Maui, HI 96768 <i>Seabury Hall Athletic Center Renovation</i> [3928, PC] \$300,000.00 2014	501(c)(3)	\$0.00	\$300,000.00	\$0.00	\$0.00	\$300,000.00
Special Olympics Hawaii, Inc. PO Box 3295 Honolulu, HI 96801 <i>A one-time only grant for Special Olympics Hawaii Windward Athletic Training & Competitions - A Community at Work</i> [3687, PC] \$36,000.00 2013	501(c)(3)	\$24,000.00	\$0.00	\$0.00	\$12,000.00	\$12,000.00
St. Anthony of Padua 148 Makawao Street Kailua, HI 96734 <i>IYLLF Youth Grant Micro Plastic Beach Clean Up [3862, PC]</i> \$5,000.00 2013	501(c)(3)	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Sustain Hawaii 41-951 Kakaina Place Waimanalo, HI 96795 <i>Support to design and build learning stations for sustainable living at Palaku Moon Learning Center in Waimanalo</i> [3754, PC] \$62,500.00 2013	501(c)(3)	\$25,000.00	\$0.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Sust Aina Ble Molokai P O Box 250 Kaunakakai, HI 96748 <i>To match an employee contribution made by Eric Co [3943, PC]</i> \$500 00 2014	501(c)(3)	\$0 00	\$500 00	\$0 00	\$500.00	\$0.00
Targeted Leadership Consulting 11022 Winners Circle, Suite 200 Los Alamitos, CA 90720 <i>to support Instructional Leadership Teams in Hawaii 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	\$673,135 00	\$0.00	\$0 00	\$673,135.00	\$0 00
Tri-Isle Resource Conservation & Development Council, Inc. Box 338 Kahului, HI 96733 <i>Through effective coordination, improving marine ecosystem health in West Maui by reducing land based impacts, increasing awareness among decision-makers, community and property managers of issues and solutions, and evaluating effectiveness [3866, PC]</i> \$80,000 00 2014	501(c)(3)	\$0 00	\$80,000 00	\$0 00	\$40,000 00	\$40,000 00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
University Clinical Education & Research Associates	501(c)(3)	\$0 00	\$100,000 00	\$5,000.00	\$0 00	\$105,000 00
677 Ala Moana Blvd., Suite 1001 Honolulu, HI 96813						
<i>Hawaii's Keiki Healthy and Ready to Learn</i>						
<i>A partnership between the Hawaii's Department of Education (DOE) and UHIM Nursing to support the DOE to achieve student, school, and system success by building school based health services [3934, PC]</i>						
\$105,000 00 2014						
University of Hawaii Foundation	501(c)(3)	\$0 00	\$0 00	-\$73,314 23	-\$73,314 23	\$0 00
P O Box 11270 Honolulu, HI 96828-0270						
<i>To implement the Measure-Up Mathematics curriculum program at Waimanalo Elementary & Intermediate School [2190, PC]</i>						
\$76,685.77 2004						
University of Hawaii Foundation	501(c)(3)	\$475,758 45	\$0 00	\$0 00	\$0 00	\$475,758.45
P O Box 11270 Honolulu, HI 96828-0270						
<i>for Paipai 'o Ko'olau, the initiative at Wai'anae Community College to increase college access and completion [3625, PC]</i>						
\$922,815 33 2012						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
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>	501(c)(3)	\$34,513.00	\$0.00	\$0.00	\$34,513.00	\$0.00
\$69,513.00 2013						
University of Hawaii Foundation P. O. Box 11270 Honolulu, HI 96828-0270 <i>Community Coordinator for Waimanalo Learning Center [3811, PC]</i>	501(c)(3)	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
\$40,000.00 2014						
University of Hawaii Foundation P. O. Box 11270 Honolulu, HI 96828-0270 <i>Research Experiences in Marine Science (REMS) for Hawaii's High School Students at the Hawaii's Institute of Marine Biology [3852, PC]</i>	501(c)(3)	\$0.00	\$25,000.00	\$0.00	\$12,500.00	\$12,500.00
\$25,000.00 2014						
University of Hawaii Foundation P. O. Box 11270 Honolulu, HI 96828-0270 <i>To provide core support for the "55 by 25" public media campaign and to help more students graduate high school with at least six college credits in hand [3879, PC]</i>	501(c)(3)	\$0.00	\$1,327,387.00	\$0.00	\$187,095.00	\$1,140,292.00
\$1,327,387.00 2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
University of Hawaii Foundation P. O. Box 11270 Honolulu, HI 96828-0270 <i>Integrated research on the flow of larval and adult fish into and out of Kaneohe Bay to determine the best spatial unit for marine management [3846, PC]</i> \$153,825.00 2014	501(c)(3)	\$0.00	\$153,825.00	\$0.00	\$78,825.00	\$75,000.00
University of Hawaii Foundation P. O. Box 11270 Honolulu, HI 96828-0270 <i>Continued act with UPD Consulting to establish a data-driven process of focused improvement for the College of Education, University of Hawaii at Manoa [3898, PC]</i> \$105,000.00 2014	501(c)(3)	\$0.00	\$105,000.00	\$0.00	\$0.00	\$105,000.00
Waimanalo Health Center 41-1347 Kalanianaʻole Hwy Waimanalo, Hawaii 96795 <i>Ola I Ka Wai This project is a \$13 million new facility construction for the expansion of clinic services in order to provide for increased patient visits and population in its service area, the Koolau-poko region [3900, PC]</i> \$2,000,000.00 2014	501(c)(3)	\$0.00	\$2,000,000.00	\$0.00	\$0.00	\$2,000,000.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Windward District, HIDOE 46-169 Kanehameha 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	\$70,000.00	\$0.00	\$0.00	\$0.00	\$70,000.00
Windward Neighborhood Security Watch Coordinators Group 828C Onawa Street Kailua, Hawaii 96734 <i>Support for neighborhood partnerships with the Honolulu Police Department to make Windward Oahu a safe place to live, work, and play [3500, PC]</i> \$5,500.00 2011	501(c)(3)	\$1,000.00	\$0.00	\$0.00	\$1,000.00	\$0.00
Young Womens Christian Association of Oahu 1040 Richards Street Honolulu, HI 96813 <i>New Roof and Upgraded Roof Structure for Midkiff Gymnasium at the YWCA Kokokahi [3802, PC]</i> \$300,000.00 2013	501(c)(3)	\$300,000.00	\$0.00	\$0.00	\$16,807.00	\$283,193.00
Grand Totals (101 items)		\$5,774,317.87 APPROVED AND PAID IN 2014 APPROVED IN 2014 FOR FUTURE YEARS	\$9,238,567.48 <2,481,821.48> 6,756,746.00	-\$290,782.47	\$4,440,867.09	\$10,281,235.79

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

HAROLD K. L. CASTLE FOUNDATION

TIN:

TAX YEAR ENDED. DECEMBER 31, 2014

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:	Department of Education, State of Hawaii (HIDOE) P. O. Box 2360 Honolulu, HI 96804
Amount of Grant:	\$749,735 00
Date of Grant:	- o Approved - o Grant period is from 7/1/2014 to 8/1/2015 - o Payments to date are \$460,000.00 of which \$89,160 00 was routed directly to Targeted Leadership Consulting
Purpose of Grant:	The HIDOE is requesting matching grant funding to continue to strengthen and expand the ILT work in Hawaii allowing for expansion to 85 schools.
Amounts Expended by Grantee:	Grantee has expended approximately \$460,000.00 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, Alex Harris (Senior Program Officer for Education) met with senior leaders from the Hawaii Department of Education and/or Targeted Leadership Consulting on 7 occasions as noted on the attached sheet to monitor the grantee's progress.

September 8, 2014	Presentation by DOE at Leadership Symposium
September 24, 2014	Call with Jeff Nelson
October 29, 2014	Call with Jeff Nelson
November 7, 2014	Conducted ILT site visit to Central District schools
November 19, 2014	Led ILT meeting with Complex Area Superintendents
December 12, 2014	Led ILT meeting with Complex Area Superintendents
December 15, 2014	Quarterly progress report, submitted by Targeted Leadership Consulting

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

HAROLD K. L. CASTLE FOUNDATION

TIN: 99-0266482

TAX YEAR ENDED: DECEMBER 31, 2014

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:	Office of Human Resources, Department of Education, State of Hawaii 1390 Miller Street, Suite 300 Honolulu, HI 96813
Amount of Grant:	\$90,000 00
Date of Grant:	- o Approved - o Grant period is from 5/15/2014 to 3/15/2015 - o Payments to date are \$90,000.00 of which \$70,000.00 was issued directly to Cross and Jofus
Purpose of Grant:	Request for facilitation of HI DOE's leadership design team
Amounts Expended by Grantee:	Grantee has expended approximately \$90,000.00 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, Alex Harris (Senior Program Officer for Education) discussed progress with Deputy Superintendent Stephen Schatz on 7 occasions as noted on the attached sheet to monitor the grantee's progress.

September 9-12, 2014	Site visit to Gwinnett County with Cross & Jofus, Hawaii DOE
September 24, 2014	In-person meeting with Hawaii DOE Leadership Institute design team
October 2, 2014	Call with Cross & Jofus and Hawaii DOE
October 17, 2014	Call with Cross & Jofus and Hawaii DOE
October 20-22, 2014	Site visit by Cross & Jofus
October 30, 2014	Draft document submitted #1
November 5, 2014	Draft document submitted #2
November 5, 2014	Call with Cross & Jofus and Hawaii DOE
November 13, 2014	In-person meeting with Hawaii DOE Leadership Institute design team
December 5, 2014	Call with Cross & Jofus and Hawaii DOE
December 15, 2014	Final document submitted

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 A17113001 - STMT D-1			VARIOUS	VARIOUS
b	J.P. MORGAN A17113001 - STMT D-1			VARIOUS	VARIOUS
c	J.P. MORGAN A17113001 - STMT D-1			VARIOUS	VARIOUS
d	J.P. MORGAN A17120006 - STMT D-2			03/14/14	11/21/14
e	J.P. MORGAN A17120006 - STMT D-2			VARIOUS	11/21/14
f	J.P. MORGAN A17120006 - STMT D-2			11/02/09	11/21/14
g	J.P. MORGAN A17121004 - STMT D-3			01/28/14	06/06/14
h	J.P. MORGAN A17121004 - STMT D-3			06/15/10	06/06/14
i	J.P. MORGAN A17123000 - STMT D-4			03/20/14	05/19/14
j	J.P. MORGAN A17123000 - STMT D-4			11/02/09	05/19/14
k	J.P. MORGAN A17131003 - STMT D-5			11/02/09	05/19/14
l	J.P. MORGAN A17132001 - STMT D-6			VARIOUS	VARIOUS
m	J.P. MORGAN A17132001 - STMT D-6			07/07/11	06/06/14
n	J.P. MORGAN A19426005 - STMT D-7			VARIOUS	VARIOUS
o	J.P. MORGAN A19426005 - STMT D-7			VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	886,383.	838,931.	47,452.
b	425,139.	285,387.	139,752.
c	465,882.	279,370.	186,512.
d	2,841,751.	3,000,000.	<158,249.>
e	3,703,182.	3,450,000.	253,182.
f	3,024,219.	2,751,896.	272,323.
g	2,647,533.	2,325,233.	322,300.
h	4,165,106.	2,946,647.	1,218,459.
i	186,770.	186,051.	719.
j	6,563,230.	6,500,000.	63,230.
k	1,750,000.	1,692,695.	57,305.
l	4,299,751.	4,300,000.	<249.>
m	1,698,348.	1,700,000.	<1,652.>
n	6,590,904.	6,446,399.	144,505.
o	3,754,605.	2,893,951.	860,654.

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			47,452.
b			139,752.
c			186,512.
d			<158,249.>
e			253,182.
f			272,323.
g			322,300.
h			1,218,459.
i			719.
j			63,230.
k			57,305.
l			<249.>
m			<1,652.>
n			144,505.
o			860,654.

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c)

If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	J.P. MORGAN A19426005 - STMT D-7		VARIOUS	VARIOUS
b	J.P. MORGAN A31874000 - STMT D-8		12/09/10	05/19/14
c	J.P. MORGAN V65202000 - STMT D-9		02/14/13	06/30/14
d	GLOBAL ACCESS HEDGE FUND LTD CLASS B	P	VARIOUS	VARIOUS
e	BLACKSTONE PARTNERS OFFSHORE FUND LTD CLASS #2	P	VARIOUS	08/05/14
f	BREP ASIA PRIVATE INVESTORS OFFSHORE, LP	P	VARIOUS	10/28/14
g	FROM K-1 - NET LONG-TERM CAPITAL GAIN	P	VARIOUS	VARIOUS
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	2,976,268.		1,695,395.	1,280,873.
b	1,996,981.		1,988,654.	8,327.
c	1,303,526.		1,009,030.	294,496.
d	5,812,043.		4,849,685.	962,358.
e	5,707,972.		4,556,788.	1,151,184.
f	47.			47.
g			<41,582.>	41,582.
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a			1,280,873.
b			8,327.
c			294,496.
d			962,358.
e			1,151,184.
f			47.
g			41,582.
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	7,145,110.
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