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EXTENDED TO NOVEMBER 15, 2017

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

2016

Open to Public Inspection

For calendar year 2016 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) / Room/suite: 1197 AULOA ROAD

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: [X] 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) ▶$ 181,754,768.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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))

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	197,349.	197,349.		
	4	Dividends and interest from securities	2,982,448.	2,982,448.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<189,827.>			
	b	Gross sales price for all assets on line 6a 35,305,797.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	46,072.	46,072.		STATEMENT 1
	12	**Total** Add lines 1 through 11	3,036,042.	3,225,869.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	414,706.	122,570.		292,135.
	14	Other employee salaries and wages	439,413.	34,079.		405,334.
	15	Pension plans, employee benefits	170,932.	28,644.		142,288.
	16a	Legal fees STMT 2	51,544.	7,314.		32,566.
	b	Accounting fees STMT 3	47,170.	8,651.		38,518.
	c	Other professional fees STMT 4	1,005,372.	374,626.		640,334.
	17	Interest				
	18	Taxes STMT 5	166,883.	50,781.		42,041.
	19	Depreciation and depletion	51,418.	0.		
	20	Occupancy	16,105.	0.		16,105.
	21	Travel, conferences, and meetings	62,337.	11,433.		50,904.
	22	Printing and publications				
	23	Other expenses STMT 6	288,813.	19,053.		262,658.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,714,693.	657,151.		1,922,883.
	25	Contributions, gifts, grants paid	7,699,036.			7,699,036.
	26	**Total expenses and disbursements.** Add lines 24 and 25	10,413,729.	657,151.		9,621,919.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<7,377,687.>			
	b	**Net investment income** (if negative, enter -0-)		2,568,718.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	524,875.	880,307.	880,307.
	2 Savings and temporary cash investments	14,979,388.	7,606,968.	7,606,968.
	3 Accounts receivable ▶ 142,948.			
	Less: allowance for doubtful accounts ▶	103,638.	142,948.	142,948.
	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	57,971.	56,986.	56,986.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	114,389,126.	115,834,552.	123,576,001.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	49,955,702.	48,144,240.	48,090,325.
	14 Land, buildings, and equipment: basis ▶ 1,751,693.			
	Less accumulated depreciation STATEMENT 14 350,460.	1,449,567.	1,401,233.	1,401,233.
	15 Other assets (describe ▶ STATEMENT 10)	64,467.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	181,524,734.	174,067,234.	181,754,768.
Liabilities	17 Accounts payable and accrued expenses	15,204.	11,663.	
	18 Grants payable			
	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)	94,840.	109,990.	
	23 Total liabilities (add lines 17 through 22)	110,044.	121,653.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	181,414,690.	173,945,581.	
	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	181,414,690.	173,945,581.	
	31 Total liabilities and net assets/fund balances	181,524,734.	174,067,234.	

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	181,414,690.
2 Enter amount from Part I, line 27a	2	<7,377,687.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	4,806,040.
4 Add lines 1, 2, and 3	4	178,843,043.
5 Decreases not included in line 2 (itemize) ▶ CHANGE IN FMV ADJUSTMENT	5	4,897,462.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	173,945,581.

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	35,305,797.		35,495,624.	<189,827.>

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				<189,827.>

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 <189,827.>

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

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	9,447,765.	191,774,569.	.049265
2014	5,651,406.	196,704,647.	.028730
2013	8,855,814.	172,315,827.	.051393
2012	7,969,793.	159,812,704.	.049870
2011	7,216,103.	158,719,024.	.045465

2	**Total** of line 1, column (d)	2	.224723
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	.044945
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	177,618,328.
5	Multiply line 4 by line 3	5	7,983,056.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	25,687.
7	Add lines 5 and 6	7	8,008,743.
8	Enter qualifying distributions from Part XII, line 4	8	9,625,003.

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

Part 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		VARIOUS	VARIOUS
b	J.P. MORGAN A17113001		VARIOUS	VARIOUS
c	J.P. MORGAN A17113001		VARIOUS	VARIOUS
d	J.P. MORGAN A17123000		03/20/14	07/06/16
e	J.P. MORGAN A17123000		04/20/11	07/06/16
f	J.P. MORGAN A17123000		VARIOUS	VARIOUS
g	J.P. MORGAN A17124008		11/02/12	03/15/16
h	J.P. MORGAN A17127001		VARIOUS	VARIOUS
i	J.P. MORGAN A17129007		VARIOUS	VARIOUS
j	J.P. MORGAN A17129007		08/07/15	07/06/16
k	J.P. MORGAN A73745001		02/21/14	06/30/16
l	J.P. MORGAN A73745001		08/07/15	06/30/16
m	J.P. MORGAN A89846009		11/15/12	03/15/16
n	J.P. MORGAN A23625006		VARIOUS	VARIOUS
o	J.P. MORGAN Q84817008		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	968,099.		927,229.	40,870.
b	71,165.		26,470.	44,695.
c	502,606.		482,069.	20,537.
d	1,848,165.		1,927,216.	<79,051.>
e	1,751,835.		1,853,361.	<101,526.>
f			13,631.	<13,631.>
g	1,753,586.		1,233,817.	519,769.
h	578.			578.
i	6,714,987.		7,945,677.	<1,230,690.>
j	436,196.		517,079.	<80,883.>
k	2,007,762.		1,890,265.	117,497.
l	2,002,056.		2,000,000.	2,056.
m	1,757,179.		1,250,146.	507,033.
n	10,894,544.		11,893,335.	<998,791.>
o	157,730.			157,730.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				40,870.
b				44,695.
c				20,537.
d				<79,051.>
e				<101,526.>
f				<13,631.>
g				519,769.
h				578.
i				<1,230,690.>
j				<80,883.>
k				117,497.
l				2,056.
m				507,033.
n				<998,791.>
o				157,730.

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 A51324001		01/25/14	07/06/16
b	J.P. MORGAN A17115006 - CAPITAL GAIN DISTRIBUTION		VARIOUS	VARIOUS
c	J.P. MORGAN A17121004 - CAPITAL GAIN DISTRIBUTION		VARIOUS	VARIOUS
d	J.P. MORGAN A17128009 - CAPITAL GAIN DISTRIBUTION		VARIOUS	VARIOUS
e	J.P. MORGAN A51324001 - CAPITAL GAIN DISTRIBUTION		VARIOUS	VARIOUS
f	J.P. MORGAN A17126003 - CAPITAL GAIN DISTRIBUTION		VARIOUS	VARIOUS
g	J.P. MORGAN N95810003 - CAPITAL GAIN DISTRIBUTION		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	3,600,000.		3,535,329.	64,671.
b	285,562.			285,562.
c	61,009.			61,009.
d	52,819.			52,819.
e	170,218.			170,218.
f	117,495.			117,495.
g	152,206.			152,206.
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				64,671.
b				285,562.
c				61,009.
d				52,819.
e				170,218.
f				117,495.
g				152,206.
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	<189,827.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part 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 ▶ [X] and enter 1% of Part I, line 27b		1	25,687.
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	25,687.
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	25,687.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 84,303.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	84,303.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	58,616.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	58,616. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
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			
c Did the foundation file **Form 1120-POL** for this year?	1c		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?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ HI			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ WWW.CASTLEFOUNDATION.ORG

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

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 2016 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 2016.)*	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 2016?	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)? **5b** X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ 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		414,705.	72,058.	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	SENIOR PROGRAM OFFICER FOR MARINE CONSERVATION			
1197 AULOA ROAD, KAILUA, HI 96734	40.00	130,822.	34,812.	0.
ALEXANDER HARRIS	SENIOR PROGRAM OFFICER FOR EDUCATION			
1197 AULOA ROAD, KAILUA, HI 96734	40.00	127,989.	21,081.	0.
ANN MATSUKADO	CONTROLLER & GRANTS MANAGER			
1197 AULOA ROAD, KAILUA, HI 96734	20.00	68,159.	15,699.	0.
JUDY GUERRERO	ADMINISTRATIVE ASSISTANT			
1197 AULOA ROAD, KAILUA, HI 96734	32.00	63,732.	19,436.	0.

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
J.P. MORGAN CHASE BANK, N.A. - 2029 CENTURY PARK EAST, 39TH FLOOR, LOS ANGELES, CA 90067	INVESTMENT ADVISORY	266,236.
CROSS & JOFTUS, LLC 8610 RIDGE ROAD, BETHESDA, MD 20817	CONSULTING	107,056.
MATARIKI GROUP LLC 7473 MAKAA STREET, HONOLULU, HI 96825	CONSULTING	80,000.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NOT APPLICABLE	0.
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	165,339,577.
b	Average of monthly cash balances		1b	14,793,188.
c	Fair market value of all other assets		1c	190,411.
d	**Total** (add lines 1a, b, and c)		1d	180,323,176.
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	180,323,176.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	2,704,848.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	177,618,328.
6	**Minimum investment return.** Enter 5% of line 5		6	8,880,916.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	8,880,916.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 25,687.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	25,687.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	8,855,229.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	8,855,229.
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	8,855,229.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	9,621,919.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	3,084.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,625,003.
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	25,687.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	9,599,316.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				8,855,229.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			9,552,853.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 9,625,003.				
a Applied to 2015, but not more than line 2a			9,552,853.	
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 2016 distributable amount				72,150.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				8,783,079.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 13

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 15				7,699,036.
Total			▶ 3a	7,699,036.
b Approved for future payment				
SEE STATEMENT 15				4,320,377.
Total			▶ 3b	4,320,377.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	197,349.	
4 Dividends and interest from securities			14	2,982,448.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523000		01	46,072.	
8 Gain or (loss) from sales of assets other than inventory	523000		18	<189,827.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,036,042.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	3,036,042.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

[signature] 11/15/17 CFO

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DEANNA C. AWA	[signature]	11/15/17		P00647777
Firm's name ▶ KMH LLP			Firm's EIN ▶ 42-1539623	
Firm's address ▶ 1003 BISHOP STREET, SUITE 2400 HONOLULU, HI 96813			Phone no. 808-526-2255	

623622 11-23-16

FORM 990-PF JPM A17123000

Name	Acquired Date	Period	Sale Date	Adjusted Cost	Proceeds	Gain / Loss
Additional LT Realized Loss	Various	Long	12/31/16	13,631		(13,631)
Totals:				**13,631**	-	**(13,631)**

FORM 990-PF JPM A23625006

Name	Acquired Date	Period	Sale Date	Adjusted Cost	Proceeds	Holdback	Gain / Loss
Halcyon Parnters	Various	Short	12/31/16	4,000,000	3,262,245	362,472	(375,283)
Bluemountain Long/Short	Various	Short	12/31/16	30,863	37,457	-	6,594
Halcyon Parnters	Various	Short	12/31/16	362,472	345,619	-	(16,853)
TPG-Axon	Various	Short	12/31/16	875,000	639,595	-	(235,405)
Owl Creek	Various	Short	12/31/16	1,750,000	1,474,901	77,626	(197,473)
Shannon River	Various	Short	12/31/16	4,000,000	3,668,457	407,606	76,063
TPG-Axon	Various	Short	12/31/16	875,000	618,565		(256,435)
Totals:				**11,893,335**	**10,046,839**	**847,704**	**(998,791)**

Name	Acquired Date	Period	Sale Date	Adjusted Cost	Proceeds	Gain / Loss
BREP	Various	Short	12/31/16		1,736	1,736
BREP	Various	Short	12/31/16		2,054	2,054
BREP	Various	Short	12/31/16		64,373	64,373
BREP & RS	Various	Short	12/31/16		5,309	5,309
Starwood	Various	Short	12/31/16		29,370	29,370
BREP	Various	Short	12/31/16		41,911	41,911
BREP	Various	Short	12/31/16		12,977	12,977
Totals:				-	**157,730**	**157,730**

Name	Acquired Date	Period	Sale Date	Adjusted Cost	Proceeds	Gain / Loss
LT Capital Gain Distribution	Various	Long	12/31/16		117,495	117,495
Totals:				-	**117,495**	**117,495**

FORM 990-PF | OTHER INCOME | STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	885,381.	885,381.	
LONG-TERM CAPITAL GAINS DISTRIBUTIONS	<839,309.>	<839,309.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	46,072.	46,072.	

FORM 990-PF | LEGAL FEES | STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	51,544.	7,314.		32,566.
TO FM 990-PF, PG 1, LN 16A	51,544.	7,314.		32,566.

FORM 990-PF | ACCOUNTING FEES | STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	47,170.	8,651.		38,518.
TO FORM 990-PF, PG 1, LN 16B	47,170.	8,651.		38,518.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	630,746.	0.		640,334.
MANAGEMENT FEE - INVESTMENTS	374,626.	374,626.		0.
TO FORM 990-PF, PG 1, LN 16C	1,005,372.	374,626.		640,334.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	74,061.	0.		0.
HAWAII GENERAL EXCISE TAX	24.	24.		0.
FOREIGN TAXES	41,229.	41,229.		0.
PAYROLL TAXES	51,569.	9,528.		42,041.
TO FORM 990-PF, PG 1, LN 18	166,883.	50,781.		42,041.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	77,093.	12,857.		63,252.
OFFICE EXPENSE	37,141.	3,193.		33,948.
AUTO & TRUCK	2,234.	0.		2,234.
DUES & SUBSCRIPTIONS	96,265.	0.		96,265.
EVENTS	9,598.	0.		3,480.
REPAIRS & MAINTENANCE	48,470.	0.		48,470.
SERVICE FEES	16,373.	3,003.		13,370.
LANDSCAPING	1,639.	0.		1,639.
TO FORM 990-PF, PG 1, LN 23	288,813.	19,053.		262,658.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAIN/LOSS	4,806,036.
ROUNDING	4.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,806,040.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK AND MUTUAL FUNDS	115,834,552.	123,576,001.
TOTAL TO FORM 990-PF, PART II, LINE 10B	115,834,552.	123,576,001.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIPS	FMV	190,411.	190,411.
HEDGE FUNDS	FMV	43,892,392.	42,779,180.
PRIVATE EQUITY	FMV	4,061,437.	5,120,734.
TOTAL TO FORM 990-PF, PART II, LINE 13		48,144,240.	48,090,325.

FORM 990-PF	OTHER ASSETS	STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OTHER RECEIVABLE	6,118.	0.	0.
FEDERAL EXCISE TAX RECEIVABLE	58,349.	0.	0.
TO FORM 990-PF, PART II, LINE 15	64,467.	0.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
OTHER LIABILITIES	94,840.	94,278.
FEDERAL EXCISE TAX PAYABLE	0.	15,712.
TOTAL TO FORM 990-PF, PART II, LINE 22	94,840.	109,990.

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.
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.
DEE JAY MAILER 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.
TERRENCE R. GEORGE 1197 AULOA ROAD KAILUA, HI 96734	PRESIDENT/CEO 40.00	315,773.	56,124.	0.
SUSAN L. SUMIDA 1197 AULOA ROAD KAILUA, HI 96734	SECRETARY 6.00	19,711.	3,175.	0.
CARLTON K.C. AU 1197 AULOA ROAD KAILUA, HI 96734	VP/TREASURER/CFO 8.00	79,221.	12,759.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		414,705.	72,058.	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 THESES 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.

HARAROLD K.L. CASTLE FOUNDATION 99-6005445

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

	COST BASIS					ACCUMULATED DEPRECIATION			
DESCRIPTION	BEGINNING BALANCE	ADDITIONS	DISPOSALS	RECLASS	ENDING BALANCE	BEGINNING BALANCE	DEPRECIATION	DISPOSALS	ENDING BALANCE
FOUNDATION OFFICE	1,669,279				1,669,279	256,812	42,802	-	299,614
	1,669,279	-	-	-	1,669,279	256,812	42,802	-	299,614
FURNITURE & FIXTURES	79,330	3,084			82,414	42,230	8,616		50,846
	1,748,609	3,084	-	-	1,751,693	299,042	51,418	-	350,460

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

HAROLD K. L. CASTLE FOUNDATION
TIN: 27-0155003
TAX YEAR ENDED: DECEMBER 31, 2016

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:	Catchafire, Inc 31 E 32nd St 1001 New York, NY 10016
Amount of Grant:	$8,800.00
Date of Grant:	o Approved o Grant period is from 3/1/2015 to 3/1/2016 o Payments to date are $8,800.00
Purpose of Grant:	Supporting Harold K.L. Castle Foundation grantees participating in the Catchafire-Hawaii Community Foundation skills-based volunteer program
Amounts Expended by Grantee:	Grantee has expended $8,800.00 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:	Reports received December 2, 2015 and July 15, 2016.
Dates and Results of any Verification of the Grantee's Reports:	To verify the contents of the report and to monitor the progress of the project, Terrence George (President & CEO) met with Catchafire, Inc. Rachael Chong on 2/23/15, 4/9/15, and 10/28/15 to monitor the grantee's progress. Mr. George also emailed Ms. Chong on 12/2/15 regarding the preliminary progress report and called (8/10/16) and emailed (8/15/16) Dana Kopenhefer of Catchafire, Inc. regarding the final report.

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

HAROLD K. L. CASTLE FOUNDATION
TIN: 99-0266482
TAX YEAR ENDED: DECEMBER 31, 2016

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:	$517,100.00
Date of Grant:	o Approved o Grant period is from 7/1/2015 to 7/1/2016 o Payments to date are $517,100.00
Purpose of Grant.	Continued support to raise student achievement and close achievement gaps through school-level Instructional Leadership Teams in 80 schools spanning seven complex areas
Amounts Expended by Grantee:	Grantee has expended approximately $517,100.00 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 seven complex area superintendents or project staff on ten occasions as noted on the attached sheet to monitor the grantee's progress.

October 4, 2015	Call w project lead Jeff Nelson
October 15, 2015	Site visit to W Hawaii complex area
October 28, 2015	In person meeting with 7 CASs
December 2, 2015	In person meeting with 7 CASs
January 21, 2016	In person meeting with Deputy Schatz
February 24, 2016	Conference call with 7 CASs
April 21, 2016	Site visit to W Hawaii
May 6, 2016	Site visit to Windward, Oahu

May 19, 2016	CAS planning retreat
May 20, 2016	Site visit to Honolulu District

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

HAROLD K. L. CASTLE FOUNDATION
TIN: 27-0155003
TAX YEAR ENDED: DECEMBER 31, 2016

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:	Catchafire, Inc 31 E 32nd St 1001 New York, NY 10016
Amount of Grant:	$ $25,000.00
Date of Grant:	o Approved o Grant period is from 7/15/2015 to 6/15/2016 o Payments to date are $25,000.00
Purpose of Grant:	Supporting public schools in Hawaii participating in the Catchafire skills-based volunteer program.
Amounts Expended by Grantee:	Grantee has expended approximately $25,000.00 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 members of Catchafire staff on 10 occasions as noted on the attached sheet to monitor the grantee's progress.

June 26, 2015	phone call with Catchafire lead to discuss progress and troubleshoot
July 22, 2015	phone call with Catchafire lead to discuss progress and troubleshoot
July 28, 2015	phone call with Catchafire lead to discuss progress and troubleshoot
September 9, 2015	phone call with Catchafire lead to discuss progress and troubleshoot
September 15, 2015	phone call with Catchafire lead to discuss progress and troubleshoot
November 3, 2015	phone call with Catchafire lead to discuss progress and troubleshoot
January 8, 2016	phone call with Catchafire lead to discuss progress and troubleshoot
March 11, 2016	phone call with Catchafire lead to discuss progress and troubleshoot
April 1, 2016	phone call with Catchafire lead to discuss progress and troubleshoot
May 24, 2016	phone call with Catchafire lead to discuss progress and troubleshoot

SUBSTANTIATION OF EXERCISE OF EXPENDITURE RESPONSIBILITY

HAROLD K. L. CASTLE FOUNDATION
TIN:
TAX YEAR ENDED: DECEMBER 31, 2016

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:	KFVE 420 Waiakamilo Road #205 Honolulu, Hawaii 96817
Amount of Grant:	$ $17,696.33
Date of Grant:	o Approved o Grant period is from 3/15/2016 to 11/15/2016 o Payments to date $17,696.33
Purpose of Grant:	Sponsorship of "It's Academic Hawai`i" a high school game show which features 27 local high schools competing for academic excellence on KFVE- TV
Amounts Expended by Grantee:	Grantee has expended approximately $17,696.33 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 John Fink and station leadership on two occasions as noted on the attached sheet to monitor the grantee's progress; in addition, the Foundation received monthly status updates from the grantee noting the use and expenditure of funds.

April 4, 2016	Met with station leadership to discuss project and film video spots
October 12, 2016	Met with station leadership to debrief project