

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation LOCATIONS FOUNDATION		A Employer identification number 99-0267351	
Number and street (or P.O. box number if mail is not delivered to street address) 614 KAPAHULU AVENUE 3RD FLOOR		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code HONOLULU, HI 96815		B Telephone number (see instructions) (808) 735-4200	
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) \$ 1,223,135	J Accounting method ☒ Cash ☐ 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) (see instructions))		(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 (attach schedule)	356,232			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	9,294	9,294		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	776			
	b Gross sales price for all assets on line 6a _____ 38,938				
	7 Capital gain net income (from Part IV, line 2)		776		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	7,046	0		
	12 Total. Add lines 1 through 11	373,348	10,070		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,455	1,727		1,726
	c Other professional fees (attach schedule)	2,171	2,171		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	77	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	43,533	0		43,533
	24 Total operating and administrative expenses. Add lines 13 through 23	49,236	3,898		45,259
	25 Contributions, gifts, grants paid	236,411			236,411
	26 Total expenses and disbursements. Add lines 24 and 25	285,647	3,898		281,670
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	87,701			
	b Net investment income (if negative, enter -0-)		6,172		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	668,079	749,491	749,491
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	445,759	473,644	473,644
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,113,838	1,223,135	1,223,135	
Liabilities	17	Accounts payable and accrued expenses	29,614	31,786	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	29,614	31,786	
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	1,084,224	1,191,349	
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,084,224	1,191,349	
31	Total liabilities and net assets/fund balances (see instructions) .	1,113,838	1,223,135		

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	1,084,224
2	Enter amount from Part I, line 27a	2	87,701
3	Other increases not included in line 2 (itemize) ▶ _____	3	19,424
4	Add lines 1, 2, and 3	4	1,191,349
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	1,191,349

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)
1 a PUBLICLY TRADED SECURITIES			
b			
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 38,938		38,162	776
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			776
b			
c			
d			
e			

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	776
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) (see instructions) If (loss), enter -0- in Part I, line 8	{ }	3	

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 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))
2016	316,933	1,087,411	0 291456
2015	242,403	1,071,774	0 226170
2014	165,868	927,588	0 178816
2013	164,753	838,461	0 196495
2012	183,404	643,977	0 284799
2 Total of line 1, column (d)			2 1 177736
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 0 235547
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 1,088,961
5 Multiply line 4 by line 3			5 256,501
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 62
7 Add lines 5 and 6			7 256,563
8 Enter qualifying distributions from Part XII, line 4			8 281,670

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	62
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	62
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	62
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	389
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	389
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
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	327
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 327 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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
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	Yes
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	Yes
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	Yes
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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► RESCO INC Telephone no ► (808) 735-4200			

Located at **►** 614 KAPAHULU AVE 3RD FLOOR HONOLULU HIZIP+4 **►** 96815

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			
16	At any time during calendar year 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? ☐	1c		No
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
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). ☐	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 ► 20____, 20____, 20____, 20____			
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 2017 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 2017). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2017?	4b		No

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		
	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			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
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	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
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?		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 (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

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

Total number of other employees paid over \$50,000. **0**

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

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

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See instructions.	
3	0
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	460,887
b	Average of monthly cash balances.	1b	644,657
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,105,544
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	1,105,544
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	16,583
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,088,961
6	Minimum investment return. Enter 5% of line 5.	6	54,448

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	54,448
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	62
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	62
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	54,386
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	54,386
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	54,386

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	281,670
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	281,670
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	62
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	281,608

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				54,386
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	151,459			
b From 2013.	122,968			
c From 2014.	120,107			
d From 2015.	189,570			
e From 2016.	262,828			
f Total of lines 3a through e.	846,932			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 281,670				
a Applied to 2016, but not more than line 2a			0	
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 2017 distributable amount.				54,386
e Remaining amount distributed out of corpus	227,284			
5 Excess distributions carryover applied to 2017 (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	1,074,216			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
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 2012 not applied on line 5 or line 7 (see instructions).	151,459			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	922,757			
10 Analysis of line 9				
a Excess from 2013.	122,968			
b Excess from 2014.	120,107			
c Excess from 2015.	189,570			
d Excess from 2016.	262,828			
e Excess from 2017.	227,284			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 organization 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))	
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	
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 FOUNDATION BOARD OF TRUSTEES 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815 (808) 735-4200	
b The form in which applications should be submitted and information and materials they should include NO SPECIFIED FORM AT PRESENT	
c Any submission deadlines NONE AT PRESENT	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors EDUCATION, LITERACY, RELIGIOUS OR SCIENTIFIC PROGRAMS OF CHARITABLE WORKS QUALIFYING UNDER IRC SEC 501(C)(3)	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	236,411
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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

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

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.	***** 2018-11-15 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	MELANIE A KING				P00085205
	Firm's name ▶ CW ASSOCIATES CPAS				Firm's EIN ▶ 26-1659234
	Firm's address ▶ 700 BISHOP STREET SUITE 1040 HONOLULU, HI 96813				Phone no (808) 531-1040

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CHAD TAKESUE	PRESIDENT 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
NOELE KANEMOTO	SECRETARY 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
BRIAN STEWART	TREASURER 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
ANDREW LEONG	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
CORINDA WONG	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
DOLORES BEDIONES	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
ELIZABETH LA RIVA	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
IAN BIGELOW	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
JAMES CHAN	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
JAY MILLER	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
JODEE FARM	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
JODIE TAMAYE	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
JON YAMASATO	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
JUDY KUMANO	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
KAI BROWN	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
KATHY COLE	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
KRISTIN MUKAI	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
MARY EDU	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
MEGUMI NEKOTANI	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
MICHAEL MARKS	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
MICHELLE CHEUNG	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
MOSES PASKOWITZ	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
SHANNON SMITH	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
SHERRIE KURODA	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
STEPHANIE CHAN	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
WADE UEHARA	DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
BRANDON LAU	FORMER DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
DAN TABORI	FORMER DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				
KENGO UENO	FORMER DIRECTOR 1 00 614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815	0	0	0
614 KAPAHULU AVENUE 3RD FLOOR HONOLULU, HI 96815				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AFTER-SCHOOL ALL-STARS HAWAII 4747 KILAUEA AVENUE SUITE 210 HONOLULU, HI 96816	NONE	501(C)(3)	TO SUPPORT YOUTH DEVELOPMENT	5,000
AMERICAN RED CROSS OF HAWAII 4155 DIAMOND HEAD ROAD HONOLULU, HI 96816	NONE	501(C)(3)	CHARITABLE	15,000
AUTISM SOCIETY OF HAWAII PO BOX 179411 HONOLULU, HI 96817	NONE	501(C)(3)	TO SUPPORT SPECIAL NEEDS	3,000
Total ▶ 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIG BROTHERS BIG SISTERS 418 KUWILI ST STE 106 HONOLULU, HI 96817	NONE	501(C)(3)	TO SUPPORT YOUTH DEVELOPMENT	8,679
BOYS & GIRLS CLUB OF HAWAII 345 QUEEN STREET SUITE 900 HONOLULU, HI 96813	NONE	501(C)(3)	TO SUPPORT YOUTH DEVELOPMENT	7,871
C4 CHRIST CENTERED COMMUNITY CHURCH 4211 WAIALAE AVENUE SUITE 1030 HONOLULU, HI 96816	NONE	501(C)(3)	CHARITABLE	3,858
Total ► 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CENTRAL THEATRE ARTS ACADEMY FOUNDATION PO BOX 89-4595 MILILANI, HI 96789	NONE	501(C)(3)	CHARITABLE	1,620
CENTRAL UNION CHURCH YOUTH MINISTRY 1660 S BERETANIA STREET HONOLULU, HI 96826	NONE	501(C)(3)	CHARITABLE	1,514
CHABAD OF HAWAII 410 ATKINSON DRIVE HONOLULU, HI 96814	NONE	501(C)(3)	CHARITABLE	1,055
Total ▶ 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHILD AND FAMILY SERVICES 1001 BISHOP ST SUITE 780 HONOLULU, HI 96813	NONE	501(C)(3)	TO SUPPORT WOMEN, CHILDREN & FAMILY SERVICES	11,250
DONATIONS (LESS THAN 1000) 614 KAPAHULU AVENUE SUITE 300 HONOLULU, HI 96815	NONE	501(C)(3)	CHARITABLE	35,105
EASTER SEALS HAWAII 710 GREEN STREET HONOLULU, HI 96813	NONE	501(C)(3)	TO SUPPORT WOMEN, CHILDREN & FAMILY SERVICES	17,134
Total ▶ 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FAMILY PROGRAMS HAWAII 250 VINEYARD STREET HONOLULU, HI 96813	NONE	501(C)(3)	TO SUPPORT WOMEN, CHILDREN & FAMILY SERVICES	4,037
FRIENDS OF THE CHILDREN'S JUSTICE CENTER OF OAHU 3019 PALI HIGHWAY HONOLULU, HI 96817	NONE	501(C)(3)	CHARITABLE	2,500
HAWAII 3R'S 735 BISHOP STREET SUITE 336 HONOLULU, HI 96813	NONE	501(C)(3)	TO PROVIDE SUPPORT FOR EDUCATIONAL INSTITUTIONS	10,000
Total ► 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HAWAII CHAO-CHOW ASSOCIATION 134 N KING STREET STE 2F HONOLULU, HI 96817	NONE	501(C)(3)	CHARITABLE	5,444
HAWAII FOODBANK2611 KILIAU ST HONOLULU, HI 96819	NONE	501(C)(3)	CHARITABLE	2,000
HAWAII PUBLIC RADIO738 KAHEKA ST HONOLULU, HI 96814	NONE	501(C)(3)	CHARITABLE	2,038
Total ▶ 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HAWAII STATE JUNIOR GOLF ASSOCIATION 4330 KUKUI GROVE STREET LIHUE, HI 96766	NONE	501(C)(3)	CHARITABLE	1,084
HAWAIIAN HOPE ORGPO BOX 17948 HONOLULU, HI 96817	NONE	501(C)(3)	TO SUPPORT YOUTH DEVELOPMENT	5,000
HO'EA - THE FOUNDATION 1725 MARQUES STREET HONOLULU, HI 96822	NONE	501(C)(3)	CHARITABLE	5,000
Total ▶ 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOMEAID HAWAIIPO BOX 11811 HONOLULU, HI 96826	NONE	501(C)(3)	TO SUPPORT WOMEN, CHILDREN & FAMILY SERVICES	5,000
HUGS3636 KILAUEA AVE HONOLULU, HI 96816	NONE	501(C)(3)	CHARITABLE	15,596
IMPACT FELLOWSHIPPO BOX 89696 HONOLULU, HI 96830	NONE	501(C)(3)	CHARITABLE	1,679
Total ▶ 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
INSTITUTE FOR HUMAN SERVICES 546 KAAHI STREET HONOLULU, HI 96817	NONE	501(C)(3)	CHARITABLE	2,926
IOLANI SCHOOL563 KAMOKU STREET HONOLULU, HI 96826	NONE	501(C)(3)	TO PROVIDE SUPPORT FOR EDUCATIONAL INSTITUTIONS	1,250
KAPIOLANI HEALTH FOUNDATION 55 MERCHANT STREET SUITE 2600 HONOLULU, HI 96813	NONE	501(C)(3)	CHARITABLE	1,084
Total ▶ 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
KIDS HURT TOO HAWAII 245 N KUKUI STREET 203 HONOLULU, HI 96817	NONE	501(C)(3)	TO SUPPORT YOUTH DEVELOPMENT	4,622
KOREAN CATHOLIC CHURCH OF HAWAII 2949 KAHAWAI STREET HONOLULU, HI 96822	NONE	501(C)(3)	CHARITABLE	1,076
MAKE-A-WISH HAWAIIPO BOX 1877 HONOLULU, HI 96805	NONE	501(C)(3)	CHARITABLE	13,290
Total ▶ 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NA KOA FOOTBALL CLUB 1337 LOWER CAMPUS RD HONOLULU, HI 96822	NONE	501(C)(3)	CHARITABLE	1,492
OUR LADY OF GOOD COUNSEL 1525 WAIMANO HOME ROAD PEARL CITY, HI 96782	NONE	501(C)(3)	CHARITABLE	1,320
PARTNERS IN DEVELOPMENT KA PA'ALANA PROGRAM 91-1034 LAUIA STREET SUITE 2 KAPOLEI, HI 96707	NONE	501(C)(3)	TO SUPPORT WOMEN, CHILDREN & FAMILY SERVICES	2,666
Total ► 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
READ TO ME INTERNATIONAL 126 QUEEN STREET 303 HONOLULU, HI 96813	NONE	501(C)(3)	TO SUPPORT YOUTH DEVELOPMENT	3,000
REHAB FOUNDATION 226 N KUAKINI STREET HONOLULU, HI 96817	NONE	501(C)(3)	CHARITABLE	1,000
RONALD MCDONALD CHARITIES OF HAWAII PO BOX 61777 HONOLULU, HI 96839	NONE	501(C)(3)	TO SUPPORT WOMEN, CHILDREN & FAMILY SERVICES	2,156
Total ▶ 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SACRED HEARTS ACADEMY 3253 WAIALAE AVENUE HONOLULU, HI 96816	NONE	501(C)(3)	CHARITABLE	1,820
SALVATION ARMY2950 MANOA ROAD HONOLULU, HI 96822	NONE	501(C)(3)	CHARITABLE	1,487
SOKA GAKKAI INTERNATIONAL - USA 2729 PALI HWY HONOLULU, HI 96817	NONE	501(C)(3)	CHARITABLE	1,018
Total ▶ 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SPECIAL OLYMPICS HAWAII PO BOX 3295 HONOLULU, HI 96801	NONE	501(C)(3)	TO SUPPORT SPECIAL NEEDS CHILDREN	5,000
ST JOHN VIANNEY PARISH 920 KEOLU DRIVE KAILUA, HI 96734	NONE	501(C)(3)	CHARITABLE	2,903
UH FOUNDATION 2444 DOLE STREET BACHMAN HALL 105 HONOLULU, HI 96822	NONE	501(C)(3)	CHARITABLE	1,100
Total ▶ 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNITED CEREBRAL PALSY ASSOCIATION OF HAWAII 414 KUWILI STREET SUITE 105 HONOLULU, HI 96817	NONE	501(C)(3)	CHARITABLE	2,925
WAIMANALO CANOE CLUBPO BOX 259 HONOLULU, HI 96795	NONE	501(C)(3)	CHARITABLE	1,000
WEED & SEED HAWAII INC 91-884 FT WEAVER ROAD SUITE A EWA BEACH, HI 96706	NONE	501(C)(3)	CHARITABLE	2,750
Total ▶ 3a				236,411

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WOMEN-IN-NEEDPO BOX 414 WAIMANALO, HI 96795	NONE	501(C)(3)	TO SUPPORT WOMEN, CHILDREN & FAMILY SERVICES	5,062
YWCA OF OAHU1040 RICHARDS STREET HONOLULU, HI 96813	NONE	501(C)(3)	CHARITABLE	5,000
Total ▶ 3a				236,411

TY 2017 Accounting Fees Schedule**Name:** LOCATIONS FOUNDATION**EIN:** 99-0267351**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,455	1,727		1,726

TY 2017 All Other Program Related Investments Schedule

Name: LOCATIONS FOUNDATION
EIN: 99-0267351

Category	Amount
N/A	0

TY 2017 Investments - Other Schedule

Name: LOCATIONS FOUNDATION

EIN: 99-0267351

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT SECURITIES	FMV	473,644	473,644

TY 2017 Other Expenses Schedule**Name:** LOCATIONS FOUNDATION**EIN:** 99-0267351**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	979	0		979
PARKING	90	0		90
PROGRAM COSTS	42,421	0		42,421
POSTAGE	39	0		39
LICENSES/OTHER FEES	4	0		4

TY 2017 Other Income Schedule

Name: LOCATIONS FOUNDATION

EIN: 99-0267351

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	7,046		7,046

TY 2017 Other Increases Schedule

Name: LOCATIONS FOUNDATION
EIN: 99-0267351

Description	Amount
UNREALIZED GAIN ON INVESTMENT	19,424

TY 2017 Other Professional Fees Schedule**Name:** LOCATIONS FOUNDATION**EIN:** 99-0267351

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	2,171	2,171		0

TY 2017 Taxes Schedule**Name:** LOCATIONS FOUNDATION**EIN:** 99-0267351

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX ON INVESTMENT INC	77	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2017
	Name of the organization LOCATIONS FOUNDATION	Employer identification number 99-0267351

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization LOCATIONS FOUNDATION	Employer identification number 99-0267351
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Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	WILLIAM CHEE	\$ 25,000	Person ☒
	C/O 614 KAPAHULU AVENUE 3RD FLOOR		Payroll ☐
	HONOLULU, HI96815		Noncash ☐ (Complete Part II for noncash contributions)
<u>2</u>	JON WHITTINGTON	\$ 6,079	Person ☒
	1357 KAPIOLANI BLVD SUITE 1450		Payroll ☐
	HONOLULU, HI96814		Noncash ☐ (Complete Part II for noncash contributions)
<u>3</u>	STEPHANIE L CHAN	\$ 7,900	Person ☒
	PO BOX 160946		Payroll ☐
	HONOLULU, HI96816		Noncash ☐ (Complete Part II for noncash contributions)
<u>4</u>	CORINDA WONG	\$ 6,571	Person ☒
	C/O 614 KAPAHULU AVENUE 3RD FLOOR		Payroll ☐
	HONOLULU, HI96815		Noncash ☐ (Complete Part II for noncash contributions)
<u>5</u>	BRANDON LAU	\$ 6,379	Person ☒
	C/O 614 KAPAHULU AVENUE 3RD FLOOR		Payroll ☐
	HONOLULU, HI96815		Noncash ☐ (Complete Part II for noncash contributions)
<u>6</u>	ORION R BARELS	\$ 5,220	Person ☒
	PO BOX 594		Payroll ☐
	HALEIWA, HI96712		Noncash ☐ (Complete Part II for noncash contributions)

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization LOCATIONS FOUNDATION	Employer identification number 99-0267351
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	