

# Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury  
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

**A For the 2012 calendar year, or tax year beginning** 07/01, 2012, and ending 06/30, 2013

<b>B</b>	Check if applicable:	<b>C</b> Name of organization HONOLULU ACADEMY OF ARTS	<b>D</b> Employer identification number 99-0079713
<input type="checkbox"/>	Address change	Doing Business As HONOLULU MUSEUM OF ART	<b>E</b> Telephone number (808) 532-8700
<input type="checkbox"/>	Name change	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 900 SOUTH BERETANIA STREET	
<input type="checkbox"/>	Initial return	City or town, state or country, and ZIP + 4 HONOLULU, HI 96814	<b>G</b> Gross receipts \$ 21,931,531.
<input type="checkbox"/>	Terminated	<b>F</b> Name and address of principal officer: STEPHAN JOST, 900 S BERETANIA STREET, HONOLULU, HI 96814	
<input type="checkbox"/>	Amended return		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/>	Application pending		<b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			If "No," attach a list. (see instructions)
<b>J</b> Website: ▶ WWW.HONOLULUMUSEUM.ORG			<b>H(c)</b> Group exemption number ▶
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L</b> Year of formation: 1922 <b>M</b> State of legal domicile: HI

**Part I Summary**

<b>1</b>	Briefly describe the organization's mission or most significant activities: THE ORGANIZATION IS DEDICATED TO THE COLLECTION, PRESERVATION, INTERPRETATION, TEACHING OF THE VISUAL ARTS, PRESENTATION OF EXHIBITIONS, FILMS AND VIDEOS, PERFORMING ARTS, AND PUBLIC PROGRAMS.			
<b>2</b>	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
<b>3</b>	Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>		42.
<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>		42.
<b>5</b>	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	<b>5</b>		355.
<b>6</b>	Total number of volunteers (estimate if necessary)	<b>6</b>		500.
<b>7a</b>	Total gross unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>		0
<b>b</b>	Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>		0
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)		<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>COPY FOR PUBLIC INSPECTION</b>	31,695,441.	7,314,546.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)		2,345,514.	2,012,958.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		907,833.	2,261,460.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		1,024,446.	1,088,937.
			35,973,234.	12,677,901.
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)		500.	0
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)		0	0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		6,728,363.	6,874,107.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)		15,570.	15,764.
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 996,423.			
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		5,910,182.	5,423,501.
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		12,654,615.	12,313,372.	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12		23,318,619.	364,529.	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)		<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>21</b> Total liabilities (Part X, line 26)		117,245,768.	121,141,127.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20.		15,017,413.	14,600,199.
		102,228,355.	106,540,928.	

**Part II Signature Block**

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 officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	▶ Signature of officer	Date			
	▶ Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name RACHEL C. ANTAL	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01263071
	Firm's name ▶ KPMG LLP	EIN ▶ 13-5565207		Phone no. ▶ 808-540-2800	
	Firm's address ▶ P.O. BOX 4150 HONOLULU, HI 96812-4150				

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

**For Paperwork Reduction Act Notice, see the separate instructions.**

# Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1-120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns. Enter filer's identifying number, see Instructions

<b>Type or print</b> <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions. <b>HONOLULU ACADEMY OF ARTS</b>	Employer identification number (EIN) or <b>99-0079713</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>900 SOUTH BERETANIA STREET</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>HONOLULU, HI 96814</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)  0  1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ LESLIE MURPHY

Telephone No. ▶ 808 532-8700 FAX No. ▶ \_\_\_\_\_

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

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/17, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year 20\_\_\_\_ or  
 ▶  tax year beginning 07/01, 2012, and ending 06/30, 2013.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$ <u>0</u>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$ <u>0</u>
<b>c</b> Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$ <u>0</u>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box, . . . . .  **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

<p><b>Type or print</b></p> <p>File by the due date for filing your return. See instructions.</p>	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	HONOLULU ACADEMY OF ARTS		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions.		99-0079713	
	900 SOUTH BERETANIA STREET		Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
HONOLULU, HI 96814				

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . .  0  1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of ► LESLIE MURPHY  
Telephone No. ► 808 532-8700 FAX No. ► \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box . . . . .
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box . . . . .  . If it is for part of the group, check this box . . . . .  and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until 05/15, 20 14 .
- 5 For calendar year \_\_\_\_\_, or other tax year beginning 07/01, 20 12, and ending 06/30, 20 13 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period
- 7 State in detail why you need the extension INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	0
c <b>Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Rachel C Antal Title ► CPA Date ► 2/7/2014

**KPMG**  
P.O. Box 4150  
Honolulu, Hawaii 96812-4150  
Emp. Ident. No.: 13-5565207

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III  Yes  No

1 Briefly describe the organization's mission:

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 9,129,440. including grants of \$ ) (Revenue \$ 2,012,958. )

ATTACHMENT 2

4b (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 9,129,440.

Part IV Checklist of Required Schedules

Table with 3 columns: Question Number, Question Text, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 21 through 38 regarding grants, compensation, tax-exempt bonds, excess benefit transactions, and controlled entities.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . .

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding IRS filings, employee reporting, foreign accounts, and charitable contributions.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (42), 1b (42), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include 10a (X), 10b, 11a (X), 12a (X), 12b (X), 12c (X), 13 (X), 14 (X), 15a (X), 15b (X), 16a (X), 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed HI,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
[X] Own website [ ] Another's website [X] Upon request [ ] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: WEIJIUN ROBERTSON 900 S BERETANIA STREET, HONOLULU, HI 96814 808-532-8700



**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) LINDA AHLERS TRUSTEE	2.00	X						0	0	0
(2) LE BURTA ATHERTON TRUSTEE	1.00	X						0	0	0
(3) DAWN AULL TRUSTEE	1.00	X						0	0	0
(4) ROBERT R. BEAN TRUSTEE	1.00	X						0	0	0
(5) FRANK BOAS TRUSTEE	1.00	X						0	0	0
(6) SAMUEL A. COOKE CHAIRMAN EMERITUS	1.00	X		X				0	0	0
(7) JUDITH DAWSON TRUSTEE	2.00	X						0	0	0
(8) CECILIA DOO TRUSTEE	1.00	X						0	0	0
(9) BARNEY A. EBSWORTH TRUSTEE	1.00	X						0	0	0
(10) PEGGY EU TRUSTEE	1.00	X						0	0	0
(11) JOSH FELDMAN TRUSTEE	2.00	X						0	0	0
(12) HELEN GARY TRUSTEE	1.00	X						0	0	0
(13) ALLISON GENDREAU TRUSTEE	1.00	X						0	0	0
(14) ELIZABETH GROSSMAN TRUSTEE	2.00	X						0	0	0

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
( 15) STEPHANIE HEE TRUSTEE	1.00	X					0	0	0	
( 16) MICHAEL HORIKAWA TRUSTEE	1.00	X					0	0	0	
( 17) CLAIRE JOHNSON TRUSTEE	1.00	X					0	0	0	
( 18) AKEMI KUROKAWA TRUSTEE	1.00	X					0	0	0	
( 19) WARREN K. K. LUKE TRUSTEE	1.00	X					0	0	0	
( 20) WATTERS O. MARTIN, JR. TRUSTEE	1.00	X					0	0	0	
( 21) MARGARET Y. ODA TRUSTEE	1.00	X					0	0	0	
( 22) MICHAEL O'NEILL TRUSTEE	1.00	X					0	0	0	
( 23) WESLEY T. PARK TRUSTEE	1.00	X					0	0	0	
( 24) CHERYE PIERCE TRUSTEE	1.00	X					0	0	0	
( 25) JAMES F. PIERCE TRUSTEE	2.00	X					0	0	0	
<b>1b Sub-total</b> . . . . .							0	0	0	
<b>c Total from continuation sheets to Part VII, Section A</b> . . . . .							364,049.	0	6,560.	
<b>d Total (add lines 1b and 1c)</b> . . . . .							364,049.	0	6,560.	

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶ 1**

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .		X
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	X	
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .		X

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶ 0**

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
( 26) DUANE PREBLE ----- TRUSTEE	1.00	X					0	0	0	
( 27) JUDITH PYLE ----- TRUSTEE	1.00	X					0	0	0	
( 28) JEAN E. ROLLES ----- TRUSTEE	1.00	X					0	0	0	
( 29) JAY H. SHIDLER ----- TRUSTEE	2.00	X					0	0	0	
( 30) CHARLES STED ----- TRUSTEE	2.00	X					0	0	0	
( 31) DONNA TANOUE ----- TRUSTEE	1.00	X					0	0	0	
( 32) ALAN TOMONARI ----- TRUSTEE	1.00	X					0	0	0	
( 33) SHARON TWIGG-SMITH ----- TRUSTEE	2.00	X					0	0	0	
( 34) THURSTON TWIGG-SMITH ----- TRUSTEE	1.00	X					0	0	0	
( 35) INDRU WATUMULL ----- TRUSTEE	1.00	X					0	0	0	
( 36) KATHLEEN SULLIVAN WO ----- TRUSTEE	1.00	X					0	0	0	
<b>1b Sub-total</b> . . . . .										
<b>c Total from continuation sheets to Part VII, Section A</b> . . . . .										
<b>d Total (add lines 1b and 1c)</b> . . . . .										

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 1

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .		X
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	X	
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .		X

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
( 37) LYNNE JOHNSON CHAIRMAN	3.00	X		X				0	0	0
( 38) VIOLET S. W. LOO VICE CHAIRMAN	3.00	X		X				0	0	0
( 39) BETTY WO VICE PRESIDENT	2.00	X		X				0	0	0
( 40) CHARLES R. WICHMAN VICE PRESIDENT	2.00	X		X				0	0	0
( 41) ROBERT S. KATZ SECRETARY	3.00	X		X				0	0	0
( 42) MARK BURAK TREASURER	3.00	X		X				0	0	0
( 43) STEPHAN JOST DIRECTOR	40.00			X			283,592.	0	6,560.	
( 44) WEIJIUN ROBERTSON DIRECTOR OF FINANCE	40.00			X			80,457.	0		0
<b>1b Sub-total</b> . . . . .										
<b>c Total from continuation sheets to Part VII, Section A</b> . . . . .										
<b>d Total (add lines 1b and 1c)</b> . . . . .										

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **▶** 1

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .		X
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	X	
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .		X

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**

**Part VIII Statement of Revenue**

Check if Schedule O contains a response to any question in this Part VIII

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>						
	<b>b</b> Membership dues . . . . .	<b>1b</b>	838,111.					
	<b>c</b> Fundraising events . . . . .	<b>1c</b>	926,995.					
	<b>d</b> Related organizations . . . . .	<b>1d</b>						
	<b>e</b> Government grants (contributions) . .	<b>1e</b>	13,527.					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .	<b>1f</b>	5,535,913.					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$		2,550,912.					
	<b>h Total.</b> Add lines 1a-1f . . . . .			7,314,546.				
<b>Program Service Revenue</b>				<b>Business Code</b>				
	<b>2a</b> TUITION & FEES		611710	1,247,236.	1,247,236.			
	<b>b</b> EXHIBITION FEES		711190	92,500.	92,500.			
	<b>c</b> PROGRAM DEVELOPMENT		611710	266,741.	266,741.			
	<b>d</b> ADMISSIONS		711190	406,481.	406,481.			
	<b>e</b> _____							
	<b>f</b> All other program service revenue . . . . .							
<b>g Total.</b> Add lines 2a-2f . . . . .			2,012,958.					
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts). ATTACHMENT 3 . . . . .			1,695,588.			1,695,588.	
	<b>4</b> Income from investment of tax-exempt bond proceeds . . .			0				
	<b>5</b> Royalties . . . . .			0				
	<b>6a</b> Gross rents . . . . .	(i) Real	150,446.					
		(ii) Personal						
		<b>b</b> Less: rental expenses . . . . .		59,653.				
		<b>c</b> Rental income or (loss) . . . . .		90,793.				
	<b>d</b> Net rental income or (loss) . . . . .			90,793.			90,793.	
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	8,238,579.					
		(ii) Other						
		<b>b</b> Less: cost or other basis and sales expenses . . . . .		7,672,707.				
		<b>c</b> Gain or (loss) . . . . .		565,872.				
	<b>d</b> Net gain or (loss) . . . . .			565,872.			565,872.	
	<b>8a</b> Gross income from fundraising events (not including \$ 926,995. of contributions reported on line 1c). See Part IV, line 18 . . . . .	<b>a</b>	901,021.					
		<b>b</b> Less: direct expenses . . . . .		875,690.				
<b>c</b> Net income or (loss) from fundraising events . . . . .				25,331.			25,331.	
<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .	<b>a</b>	3,987.						
	<b>b</b> Less: direct expenses . . . . .							
	<b>c</b> Net income or (loss) from gaming activities . . . . .			3,987.			3,987.	
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>	1,504,007.						
	<b>b</b> Less: cost of goods sold . . . . .		645,580.					
	<b>c</b> Net income or (loss) from sales of inventory . . . . .			858,427.			858,427.	
<b>Miscellaneous Revenue</b>			<b>Business Code</b>					
<b>11a</b> OTHER INCOME		900099	110,399.			110,399.		
<b>b</b> _____								
<b>c</b> _____								
<b>d</b> All other revenue . . . . .								
<b>e Total.</b> Add lines 11a-11d . . . . .			110,399.					
<b>12 Total revenue.</b> See instructions . . . . .			12,677,901.	2,012,958.		3,350,397.		

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 . . . . .	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22 . . . . .	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 . . . . .	0			
4 Benefits paid to or for members . . . . .	0			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	458,423.	321,904.	73,348.	63,171.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0			
7 Other salaries and wages . . . . .	5,122,963.	3,686,190.	938,510.	498,263.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	75,027.	41,299.	26,175.	7,553.
9 Other employee benefits . . . . .	790,718.	532,771.	199,326.	58,621.
10 Payroll taxes . . . . .	426,976.	299,823.	68,316.	58,837.
11 Fees for services (non-employees):				
a Management . . . . .	0			
b Legal . . . . .	11,671.	5,197.	6,337.	137.
c Accounting . . . . .	76,082.		76,082.	
d Lobbying . . . . .	0			
e Professional fundraising services. See Part IV, line 17 . . . . .	15,764.			15,764.
f Investment management fees . . . . .	351,146.	351,146.		
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) . . . . .	955,344.	754,113.	146,258.	54,973.
12 Advertising and promotion . . . . .	57,940.	4,776.	9,646.	43,518.
13 Office expenses . . . . .	645,494.	494,150.	30,584.	120,760.
14 Information technology . . . . .	20,229.	10,837.	5,017.	4,375.
15 Royalties . . . . .	0			
16 Occupancy . . . . .	1,442,556.	1,255,489.	181,103.	5,964.
17 Travel . . . . .	40,531.	32,176.	5,721.	2,634.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
19 Conferences, conventions, and meetings . . . . .	0			
20 Interest . . . . .	138,094.		138,094.	
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	992,634.	760,415.	213,156.	19,063.
23 Insurance . . . . .	99,256.	96,450.	2,806.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>HOSPITALITY</u> . . . . .	146,620.	84,989.	30,919.	30,712.
b <u>EDUCATION AND THEATRE</u> . . . . .	103,680.	91,252.	9,511.	2,917.
c <u>EXHIBITS</u> . . . . .	48,000.	48,000.		
d <u>ART ACQUISITIONS</u> . . . . .	177,997.	177,997.		
e All other expenses . . . . .	116,227.	80,466.	26,600.	9,161.
25 <b>Total functional expenses.</b> Add lines 1 through 24e	12,313,372.	9,129,440.	2,187,509.	996,423.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .	0			

**Part X Balance Sheet**

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing	6,331.	<b>1</b>	6,031.
	<b>2</b> Savings and temporary cash investments	2,060,868.	<b>2</b>	1,113,927.
	<b>3</b> Pledges and grants receivable, net	227,500.	<b>3</b>	120,860.
	<b>4</b> Accounts receivable, net	0	<b>4</b>	0
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	<b>5</b>	0
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	<b>6</b>	0
	<b>7</b> Notes and loans receivable, net	0	<b>7</b>	0
	<b>8</b> Inventories for sale or use	335,644.	<b>8</b>	207,824.
	<b>9</b> Prepaid expenses and deferred charges	835,727.	<b>9</b>	709,476.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 48,753,877.		
	<b>b</b> Less: accumulated depreciation	<b>10b</b> 15,649,501.	33,472,449.	<b>10c</b> 33,104,376.
	<b>11</b> Investments - publicly traded securities	<b>ATCH 5</b>	28,231,117.	<b>11</b> 28,231,117.
	<b>12</b> Investments - other securities. See Part IV, line 11		29,517,227.	<b>12</b> 34,026,188.
	<b>13</b> Investments - program-related. See Part IV, line 11		0	<b>13</b> 0
	<b>14</b> Intangible assets		0	<b>14</b> 0
	<b>15</b> Other assets. See Part IV, line 11		22,558,905.	<b>15</b> 23,621,328.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)		117,245,768.	<b>16</b> 121,141,127.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	891,119.	<b>17</b>	956,490.
	<b>18</b> Grants payable	0	<b>18</b>	0
	<b>19</b> Deferred revenue	661,133.	<b>19</b>	523,286.
	<b>20</b> Tax-exempt bond liabilities	0	<b>20</b>	0
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D	0	<b>21</b>	0
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	<b>22</b>	0
	<b>23</b> Secured mortgages and notes payable to unrelated third parties	4,621,993.	<b>23</b>	7,008,074.
	<b>24</b> Unsecured notes and loans payable to unrelated third parties	0	<b>24</b>	0
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	8,843,168.	<b>25</b>	6,112,349.
	<b>26 Total liabilities.</b> Add lines 17 through 25		15,017,413.	<b>26</b> 14,600,199.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets	22,327,767.	<b>27</b>	21,767,610.
	<b>28</b> Temporarily restricted net assets	10,899,803.	<b>28</b>	13,260,516.
	<b>29</b> Permanently restricted net assets	69,000,785.	<b>29</b>	71,512,802.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds		<b>32</b>	
	<b>33</b> Total net assets or fund balances	102,228,355.	<b>33</b>	106,540,928.
	<b>34</b> Total liabilities and net assets/fund balances		117,245,768.	<b>34</b> 121,141,127.

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	12,677,901.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	12,313,372.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	364,529.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	102,228,355.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	0
<b>6</b>	Donated services and use of facilities	<b>6</b>	0
<b>7</b>	Investment expenses	<b>7</b>	0
<b>8</b>	Prior period adjustments	<b>8</b>	0
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	3,948,044.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	106,540,928.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII

- 1** Accounting method used to prepare the Form 990:  Cash  Accrual  Other \_\_\_\_\_  
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant? .....  
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant? .....  
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? .....  
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? .....
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
<b>2a</b>		X
<b>2b</b>	X	
<b>2c</b>	X	
<b>3a</b>		X
<b>3b</b>		



**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

**Open to Public Inspection**

<b>Name of the organization</b> HONOLULU ACADEMY OF ARTS	<b>Employer identification number</b> 99-0079713
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**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)

- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a  Type I    b  Type II    c  Type III-Functionally integrated    d  Type III-Non-functionally integrated

e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....	11g(i)	
(ii) A family member of a person described in (i) above? .....	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....	11g(iii)	

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2012 (73.79%); 15 Public support percentage from 2011 Schedule A, Part II, line 14 (75.09%); 16a 33 1/3% support test - 2012 (checked); 16b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; 17b 10%-facts-and-circumstances test - 2011; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.)

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2012, 2011. Row 15: Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2011 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2012, 2011. Row 17: Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2011 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

19b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

**Part IV Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2008	2009	2010	2011	2012	TOTAL
SPECIAL EVENTS	198,692.	78,099.	62,982.	322,515.	376,120.	1,038,408.
GROSS SALES OF INVENTORY	1,455,703.	1,569,193.	1,351,120.	1,531,438.	1,504,007.	7,411,461.
OTHER INCOME	216,961.	124,539.	145,236.	123,011.	760,724.	1,370,471.
<b>TOTALS</b>	<u>1,871,356.</u>	<u>1,771,831.</u>	<u>1,559,338.</u>	<u>1,976,964.</u>	<u>2,640,851.</u>	<u>9,820,340.</u>

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2012**

Name of the organization  
 HONOLULU ACADEMY OF ARTS

Employer identification number  
 99-0079713

Organization type (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)(3 ) (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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization HONOLULU ACADEMY OF ARTS

Employer identification number

99-0079713

**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
1	----- ----- -----	\$ 157,637.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 332,644.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 210,293.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ 193,717.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	----- ----- -----	\$ 395,384.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	----- ----- -----	\$ 442,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization HONOLULU ACADEMY OF ARTS

Employer identification number

99-0079713

**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
7	----- ----- -----	\$ 677,751.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	----- ----- -----	\$ 2,035,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization HONOLULU ACADEMY OF ARTS

Employer identification number

99-0079713

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
8	MARKETABLE SECURITIES	\$ 2,035,000.	06/04/2013
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----
-----	-----	\$ -----	-----



Name of organization HONOLULU ACADEMY OF ARTS

Employer identification number  
99-0079713

**Part III** *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* 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.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization

HONOLULU ACADEMY OF ARTS

Employer identification number

99-0079713

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors... Yes No, 6 Did the organization inform all grantees...

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution, 3 Number of conservation easements modified, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIII, describe how the organization reports...

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 2 columns: Amounts. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report..., 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain...

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2012

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a [X] Public exhibition
b [X] Scholarly research
c [X] Preservation for future generations
d [X] Loan or exchange programs
e [ ] Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? [X] Yes [ ] No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? [ ] Yes [ ] No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21? [ ] Yes [X] No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII. [ ]

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g (Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance).

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment [ ] %
b Permanent endowment [ 100.0000 ] %
c Temporarily restricted endowment [ ] %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations [ ] Yes [X] No
(ii) related organizations [ ] Yes [X] No

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? [ ]

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other, Total.

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives . . . . .		
(2) Closely-held equity interests . . . . .		
(3) Other		
(A) MARKETABLE ALTERNATIVE ASSETS	14,786,706.	FMV
(B) HEDGE FUNDS	17,403,364.	FMV
(C) OPEN ENDED INTERVAL FUND	1,836,118.	FMV
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	34,026,188.	

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) BENEFICIAL INTEREST IN	16,121,328.
(2) PERPETUAL TRUSTS	
(3) INVESTMENT IN REAL ESTATE	7,500,000.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	23,621,328.

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LIABILITIES UNDER SPLIT INTEREST	
(3) AGREEMENTS	2,468,253.
(4) PENSION OBLIGATIONS	3,576,177.
(5) OTHER	67,919.
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	6,112,349.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

<b>1</b>	Total revenue, gains, and other support per audited financial statements		<b>1</b>	17,898,931.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
<b>a</b>	Net unrealized gains on investments	<b>2a</b> 3,224,370.		
<b>b</b>	Donated services and use of facilities	<b>2b</b>		
<b>c</b>	Recoveries of prior year grants	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b> 2,362,061.		
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>		<b>2e</b>	5,586,431.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>		<b>3</b>	12,312,500.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b> 351,146.		
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b> 14,255.		
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>		<b>4c</b>	365,401.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)		<b>5</b>	12,677,901.

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>1</b>	Total expenses and losses per audited financial statements		<b>1</b>	13,586,357.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
<b>a</b>	Donated services and use of facilities	<b>2a</b>		
<b>b</b>	Prior year adjustments	<b>2b</b>		
<b>c</b>	Other losses	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b> 1,638,386.		
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>		<b>2e</b>	1,638,386.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>		<b>3</b>	11,947,971.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b> 351,146.		
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b> 14,255.		
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>		<b>4c</b>	365,401.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)		<b>5</b>	12,313,372.

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

**Part XIII** Supplemental Information (continued)

## ART COLLECTION

SCHEDULE D, PART III, LINE 1A

THE MUSEUM'S ART COLLECTION COMPRISES WORKS OF ART, WHICH ARE HELD FOR EXHIBITION, RESEARCH, AND EDUCATIONAL PURPOSES. EACH OF THE ITEMS IS CATALOGED, PRESERVED, AND CARED FOR, AND ACTIVITIES VERIFYING THEIR EXISTENCE AND ASSESSING THEIR CONDITION ARE PERFORMED CONTINUOUSLY. THE COLLECTIONS ARE SUBJECT TO A POLICY THAT REQUIRES PROCEEDS FROM THEIR SALES TO BE USED TO ACQUIRE OTHER ITEMS FOR THE COLLECTION. WORKS OF ART IN THE MUSEUM'S COLLECTION ARE NOT RECOGNIZED AS ASSETS IN THE ACCOMPANYING STATEMENT OF FINANCIAL POSITION. PURCHASES OF ART ARE RECORDED AS DECREASES IN UNRESTRICTED NET ASSETS IN THE YEAR IN WHICH THE ITEMS ARE ACQUIRED.

## DEFINITION OF COLLECTIONS

SCHEDULE D, PART III, LINES 2A &amp; 2B

THE MUSEUM'S TWO PRINCIPAL ACCESSIONED COLLECTIONS ARE DESIGNATED AS THE PRIMARY (OR MAIN) AND SECONDARY (OR STUDY) COLLECTIONS. THE MAJORITY OF THE MUSEUM'S HOLDINGS ARE IN THE PRIMARY COLLECTION. THE SECONDARY COLLECTION IS COMPRISED OF WORKS OF ALL MEDIA THAT MAY BE OF LESSER QUALITY BUT ARE NEEDED TO REPRESENT A PARTICULAR PERIOD, STYLE OR TECHNIQUE, OF OBJECTS WHOSE ATTRIBUTION REQUIRE FURTHER RESEARCH, AND FOR RESEARCH PURPOSES. THE THIRD CATEGORY EXISTS OF WORKS SET ASIDE FOR USE AS EQUIPMENT IN OFFICES OR THAT WERE GIVEN TO THE MUSEUM FOR PURPOSES OF SALE. THESE OBJECTS ARE NOT FORMALLY ACCESSIONED INTO THE COLLECTION. THE VALUE OF THESE OBJECTS IS REPORTED IN PART III, ITEMS 2A AND 2B.

**Part XIII** Supplemental Information (continued)

ORGANIZATIONS MAINTAINING COLLECTIONS OF ART, HISTORICAL TREASURE OR OTHER  
SCHEDULE D, PART III, LINE 4

THE MUSEUM HAS AN INTERNATIONALLY-RENOWNED, ENCYCLOPEDIA COLLECTION OF  
OVER 60,000 WORKS OF ART THAT BEGAN WITH MRS. COOKE'S GIFT OF 4,000  
ARTWORKS IN 1927. THIS COLLECTION LIES AT THE CORE OF OUR EDUCATIONAL  
MISSION AND IS A REMARKABLE MIRROR OF HAWAII'S ETHNIC DIVERSITY. THE  
COLLECTION IS THE FOUNDATION FOR THE MUSEUM'S PROGRAMS AND A VEHICLE  
THROUGH WHICH THE MUSEUM CARRIES OUT ITS MISSION TO SERVE HAWAII. THE  
PRIMARY RATIONALE FOR COLLECTING IS TO DEVELOP A BODY OF VISUAL AND  
INTELLECTUAL MATERIAL THAT DOCUMENTS AND INTERPRETS WORLD CULTURE IN AN  
ENCYCLOPEDIA FORMAT. THE MUSEUM IS KNOWN FOR ITS ASIAN COLLECTION,  
INCLUDING COMPREHENSIVE HOLDINGS IN CHINESE, INDIAN, JAPANESE, KOREAN,  
AND SOUTHEAST ASIAN ART. THE CROWN JEWEL OF THE MUSEUM'S ASIAN ART  
COLLECTION IS THE JAMES A. MICHENER COLLECTION OF OVER 10,000 JAPANESE  
UKIYO-E WOODBLOCK PRINTS, THE THIRD LARGEST COLLECTION OF ITS KIND IN THE  
UNITED STATES.

THE MUSEUM'S PERMANENT COLLECTION ALSO EXCELS IN EUROPEAN AND AMERICAN  
PAINTING, GRAPHIC ART, AND DECORATIVE ARTS. NINETEENTH AND TWENTIETH  
CENTURY PAINTINGS ARE REPRESENTED BY SUCH MASTERS AS MONET, RENOIR,  
CEZANNE, GAUGUIN, VAN GOGH, MODIGLIANI, LEGER, PICASSO, BRAQUE, AND  
MATISSE. MAJOR AMERICAN AND MODERN AND CONTEMPORARY HOLDINGS ARE  
REPRESENTED BY SUCH MASTERS AS JAMES MCNEILL WHISTLER, JOHN SINGER  
SARGENT, GASTON LACHAISE, ALEXANDER CALDER, ISAMU NOGUCHI, LOUISE  
NEVELSON, AND LEE BONTECOU. THE LARGEST SINGLE PART OF THE PERMANENT  
COLLECTION COMPRISES OVER 15,000 EXAMPLES OF EUROPEAN AND AMERICAN WORK

**Part XIII** Supplemental Information (continued)

ON PAPER, RANGING IN DATE FROM THE RENAISSANCE TO THE CONTEMPORARY ERA.

THE MUSEUM'S COLLECTION OF CONTEMPORARY ART INCLUDES WORKS GIFTED BY THE CONTEMPORARY MUSEUM, HONOLULU IN JULY, 2011. THE INTEGRATED CONTEMPORARY COLLECTION NOW INCLUDES WORKS FROM 1970 TO THE PRESENT. THIS INCLUDES ARTISTS SUCH AS DONALD JUDD, SOL LEWITT, FRANK STELLA, TOM WESSELMANN, JIM DINE, ANDY WARHOL, ROBERT MOTHERWELL, SAM FRANCIS, ROBERT ARNESON, JOSEPH CORNELL, H. C. WESTERMANN, JENNIFER BARTLETT, KARA WALKER, KIKI SMITH, WILLIAM KENTRIDGE, VIK MUNIZ, BRUCE CONNER, TERRY ALLEN, WILLIAM WILEY, DAVID HOCKNEY, ROBERT GRAHAM, ED AND NANCY REDDIN KIENHOLZ, THOMAS RUFF, AND THOMAS STRUTH. PARTICULAR STRENGTHS ARE IN CERAMICS AND CERAMIC SCULPTURE, WOOD, GLASS, METAL, AND FIBER.

THE MUSEUM'S TEXTILE COLLECTION IS ESPECIALLY STRONG IN WORKS FROM ASIA, AND ALSO INCLUDES IMPORTANT TEXTILES FROM THE NEAR EAST, AFRICA, EUROPE, AND THE AMERICAS. THE ARTS OF HAWAII COMPRISE BOTH EXAMPLES OF INDIGENOUS HAWAIIAN ART, AND POST-EUROPEAN CONTACT PAINTINGS, AND WORKS ON PAPER. THROUGH THE DEVELOPMENT OF STRONG CURATORIAL AND PROFESSIONAL STAFF, THE MUSEUM PROMOTES ITS COLLECTIONS BY FOCUSING ON EXHIBITIONS THAT ENGAGE RESIDENTS AND VISITORS TO HAWAII. THE MUSEUM MAKES ITS PERMANENT COLLECTIONS AVAILABLE IN ITS RENOVATED GALLERIES AND ON ITS WEBSITE, A MAJOR COMPONENT OF IMPROVED VISIBILITY THAT HAS POSITIVE CONSEQUENCES FOR ATTENDANCE AND COLLECTION GROWTH.



**Part XIII** Supplemental Information (continued)

## ENDOWMENT FUNDS

SCHEDULE D, PART V, LINE 4

THE MUSEUM USES ITS PERMANENTLY RESTRICTED PORTION OF THE ENDOWMENT CONSISTENT WITH THE DONOR'S RESTRICTIONS. THE UNRESTRICTED PORTION OF THE ENDOWMENT IS USED TO PROVIDE A PREDICTABLE AND CONSTANT STREAM OF CURRENT INCOME FOR OPERATING NEEDS. EARNINGS FROM THE ENDOWMENT FUNDS ARE TO BE USED FOR THE FOLLOWING INTENDED PURPOSES:

GENERAL OPERATIONS AND GALLERY MAINTENANCE	\$55,226,484 (77%)
ART ACQUISITIONS	\$ 7,859,043 (11%)
CURATORIAL AND CONSERVATION	\$ 3,517,574 (5%)
EDUCATION	\$ 3,381,270 (5%)
EXHIBITIONS	\$ 1,528,431 (2%)
	-----
	\$71,512,802 (100%)

THE ALLOCATION OF ENDOWMENT FUND AMOUNTS BETWEEN THE INTENDED PURPOSES IS THE BEST ESTIMATE OF THE ORGANIZATION AS OF THE DUE DATE OF THE RETURN.

## FIN 48 FOOTNOTE

SCHEDULE D, PART X, LINE 2

THE ACADEMY ADOPTED FASB INTERPRETATION NO. 48, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, INCLUDED IN ASC SUBTOPIC 740-10, INCOME TAXES - OVERALL (INTERPRETATION 48), AS OF JUNE 1, 2012. THE ACADEMY RECOGNIZES THE EFFECT OF INCOME TAX POSITIONS ONLY IF SUCH POSITIONS ARE MORE LIKELY THAN NOT OF BEING SUSTAINED. PRIOR TO ADOPTION OF

**Part XIII** Supplemental Information (continued)

INTERPRETATION 48, THE ACADEMY RECOGNIZED THE EFFECT OF INCOME TAX POSITIONS ONLY IF SUCH POSITIONS WERE PROBABLE OF BEING SUSTAINED.

REVENUE ON BOOKS BUT NOT ON RETURN

SCHEDULE D, PART XI, LINE 2D

PURCHASES FOR RESALE	\$	645,580
FUNDRAISING EXPENSES	\$	875,690
CHANGE IN VALUES OF SPLIT-INTEREST AGREEMENTS	\$	840,791
		-----
	\$	2,362,061

EXPENSE ON BOOKS BUT NOT ON RETURN

SCHEDULE D, PART XII, LINE 2D

PURCHASES FOR RESALE	\$	645,580
CONTRIBUTED RENT	\$	117,116
FUNDRAISING EXPENSES	\$	875,690
		-----
	\$	1,638,386

REVENUE AND EXPENSE ON RETURN, NOT ON BOOKS

SCHEDULE D, PART XI & XII, LINE 4B

LOSS ON DISPOSAL OF FIXED ASSETS	\$	14,255
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**SCHEDULE G  
(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information Regarding  
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization  
HONOLULU ACADEMY OF ARTS

Employer identification number  
99-0079713

**Part I**

**Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- |   |  |
|---|--|
| <b>a</b> <input checked="" type="checkbox"/> Mail solicitations               | <b>e</b> <input checked="" type="checkbox"/> Solicitation of non-government grants |
| <b>b</b> <input checked="" type="checkbox"/> Internet and email solicitations | <b>f</b> <input checked="" type="checkbox"/> Solicitation of government grants     |
| <b>c</b> <input type="checkbox"/> Phone solicitations                         | <b>g</b> <input checked="" type="checkbox"/> Special fundraising events            |
| <b>d</b> <input checked="" type="checkbox"/> In-person solicitations          |  |
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  **Yes**  **No**
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 PG CALC INC.	CONSULTING SERVICE		X		15,764.	
2						
3						
4						
5						
6						
7						
8						
9						
10						
<b>Total</b> .....					15,764.	

- 3** List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

HI,

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**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		KAMA 'AINA XMAS (event type)	CONTEMPO (event type)	1. (total number)	(add col. (a) through col. (c))
Revenue	<b>1</b> Gross receipts . . . . .	707,157.	995,213.	125,647.	1,828,017.
	<b>2</b> Less: Contributions . . . . .	587,077.	231,457.	108,462.	926,996.
	<b>3</b> Gross income (line 1 minus line 2) . . . . .	120,080.	763,756.	17,185.	901,021.
Direct Expenses	<b>4</b> Cash prizes . . . . .				
	<b>5</b> Noncash prizes . . . . .				
	<b>6</b> Rent/facility costs . . . . .	26,208.	36,595.	20,796.	83,599.
	<b>7</b> Food and beverages . . . . .	91,825.	65,549.	5,700.	163,074.
	<b>8</b> Entertainment . . . . .	4,722.	11,316.	10,700.	26,738.
	<b>9</b> Other direct expenses . . . . .	62,463.	301,277.	238,539.	602,279.
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) . . . . . ▶				( 875,690.)
	<b>11</b> Net income summary. Combine line 3, column (d), and line 10 . . . . . ▶				25,331.

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	<b>1</b> Gross revenue . . . . .				
Direct Expenses	<b>2</b> Cash prizes . . . . .				
	<b>3</b> Noncash prizes . . . . .				
	<b>4</b> Rent/facility costs . . . . .				
	<b>5</b> Other direct expenses . . . . .				
	<b>6</b> Volunteer labor . . . . .	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	<b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) . . . . . ▶				( )
	<b>8</b> Net gaming income summary. Combine line 1, column d, and line 7 . . . . . ▶				

**9** Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_

**a** Is the organization licensed to operate gaming activities in each of these states?  Yes  No

**b** If "No," explain: \_\_\_\_\_

\_\_\_\_\_

**10 a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No

**b** If "Yes," explain: \_\_\_\_\_

\_\_\_\_\_

- 11 Does the organization operate gaming activities with nonmembers?  Yes  No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No
- 13 Indicate the percentage of gaming activity operated in:
 

a The organization's facility	<b>13a</b>	%
b An outside facility	<b>13b</b>	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ▶ \$ \_\_\_\_\_.
- c If "Yes," enter name and address of the third party:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

16 Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ \_\_\_\_\_

**Part IV Supplemental Information.** Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

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**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

HONOLULU ACADEMY OF ARTS

Employer identification number

99-0079713

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |   |
|--|---|
| <input type="checkbox"/> First-class or charter travel             | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence            |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees              |
| <input type="checkbox"/> Discretionary spending account            | <input checked="" type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee   | <input type="checkbox"/> Written employment contract                                |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
<b>1b</b>	X	
<b>2</b>	X	
<b>4a</b>		X
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
STEPHAN JOST 1 DIRECTOR	(i)	220,000.	0	63,592.	0	6,560.	290,152.	0
	(ii)	0	0	0	0	0	0	0
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

## INFORMATION REGARDING COMPENSATION

SCHEDULE J, PART I, LINE 1A

STEPHAN JOST (DIRECTOR) AND HIS FAMILY WAS PROVIDED THE USE OF A MUSEUM OWNED RESIDENCE FOR BUSINESS (I.E. DONOR CULTIVATION EVENTS) AND PERSONAL USE. HOUSECLEANING AND LANDSCAPING SERVICES TO MAINTAIN THE RESIDENCE ARE ALSO PROVIDED. THE PERSONAL USE OF THE COMPANY RESIDENCE IS INCLUDED IN THE OTHER REPORTABLE COMPENSATION AMOUNT (HOUSING ALLOWANCE).



**SCHEDULE M  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**  
▶ **Attach to Form 990.**

OMB No. 1545-0047

**2012**

**Open To Public  
Inspection**

Name of the organization  
HONOLULU ACADEMY OF ARTS

Employer identification number  
99-0079713

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art . . . . .	X		0	SEE DISCLOSURE BELOW
2 Art - Historical treasures . . . . .				
3 Art - Fractional interests . . . . .				
4 Books and publications . . . . .	X			SEE DISCLOSURE BELOW
5 Clothing and household goods . . . . .	X		4,500.	REPLACEMENT COST
6 Cars and other vehicles . . . . .				
7 Boats and planes . . . . .				
8 Intellectual property . . . . .				
9 Securities - Publicly traded . . . . .	X	41.	2,346,522.	AVERAGE MARKET
10 Securities - Closely held stock . . . . .				
11 Securities - Partnership, LLC, or trust interests . . . . .				
12 Securities - Miscellaneous . . . . .				
13 Qualified conservation contribution - Historic structures . . . . .				
14 Qualified conservation contribution - Other . . . . .				
15 Real estate - Residential . . . . .				
16 Real estate - Commercial . . . . .				
17 Real estate - Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .	X	1.	226.	REPLACEMENT COST
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ▶ ( <u>ATCH 1</u> ) . . . . .		5.	9,800.	
26 Other ▶ ( _____ ) . . . . .				
27 Other ▶ ( _____ ) . . . . .				
28 Other ▶ ( _____ ) . . . . .				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . . . **29**

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? . . . . .		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? . . . . .	X	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? . . . . .	X	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

NON-CASH CONTRIBUTIONS FOR WHICH NO REVENUES WERE REPORTED

SCHEDULE M, PART I, LINE 33

WORKS OF ART AND BOOKS IN THE MUSEUM'S COLLECTION ARE NOT RECOGNIZED AS ASSETS IN THE FINANCIAL STATEMENTS. THE MUSEUM DOES NOT ESTIMATE THE VALUE OF ART OBJECTS ACQUIRED BY GIFT.

NONCASH CONTRIBUTIONS DISCLOSURE

SCHEDULE M, COLUMN B

THE ORGANIZATION IS REPORTING THE NUMBER OF CONTRIBUTIONS RECEIVED IN COLUMN B OF SCHEDULE M. FOR GIFTS OF SECURITIES, EACH SEPARATE GIFT IS TREATED AS A SINGLE CONTRIBUTION FOR PURPOSES OF COLUMN B.

METHOD OF DETERMINING REVENUES

SCHEDULE M, PART I, COLUMN D

CONTRIBUTED PROPERTY (EXCEPT FOR STOCK) IS RECORDED AS ZERO VALUE ON THE DATE OF DONATION. THE FAIR VALUE OF PUBLICLY TRADED SECURITIES IS BASED ON AVERAGE MARKET PRICES ON THE DATE OF DONATION.

THIRD PARTIES USED TO SELL NON-CASH DONATIONS

SCHEDULE M, PART I, LINE 32B

THE ORGANIZATION USES VARIOUS THIRD PARTY OR AUCTION HOUSES TO SELL DONATED ARTWORK. THE MUSEUM USES THE AUCTION HOUSES TO SELL OLDER PIECES OF ART THAT WERE NEVER ACCESSIONED INTO THE MUSEUM'S COLLECTION. THE AUCTION HOUSES REMIT THE AMOUNT RECEIVED TO THE MUSEUM, AFTER DEDUCTING APPLICABLE FEES RELATED TO THE SALE OF THE ARTWORK.

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

ATTACHMENT 1

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>(A) CHECK</u>	<u>(B) NUMBER OF CONTRIBUTIONS</u>	<u>(C) REVENUES REPORTED</u>	<u>(D) METHOD OF DETERMINING</u>
GIFT CERTIFICATES	X	5.	9,800.	REPLACEMENT COST
TOTALS		<u>5.</u>	<u>9,800.</u>	

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

HONOLULU ACADEMY OF ARTS

**Supplemental Information to Form 990 or 990-EZ**

**Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.**

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Employer identification number

99-0079713

RELATIONSHIP WITH OFFICERS, DIRECTORS, TRUSTEES, OR KEY EMPLOYEES

PART VI, SECTION A, LINE 2

WARREN K. K. LUKE (TRUSTEE) AND CECILIA DOO (TRUSTEE): FAMILY

RELATIONSHIP

LYNNE JOHNSON (TRUSTEE) AND SAMUEL COOKE (TRUSTEE): FAMILY RELATIONSHIP

JUDITH DAWSON (TRUSTEE) AND LE BURTA ATHERTON (TRUSTEE): FAMILY

RELATIONSHIP

SHARON TWIGG-SMITH (TRUSTEE) AND THURSTON TWIGG-SMITH (TRUSTEE): FAMILY

RELATIONSHIP

JUDITH DAWSON (TRUSTEE) AND SAMUEL COOKE (TRUSTEE): FAMILY RELATIONSHIP

CHERYE PIERCE (TRUSTEE) AND JAMES F. PIERCE (TRUSTEE): FAMILY

RELATIONSHIP

CHARLES R. WICHMAN (TRUSTEE) AND SAMUEL COOKE (TRUSTEE): FAMILY

RELATIONSHIP

KATHLEEN SULLIVAN WO (TRUSTEE) AND BETTY WO (TRUSTEE): FAMILY

RELATIONSHIP

Name of the organization

HONOLULU ACADEMY OF ARTS

Employer identification number

99-0079713

CHARLES R. WICHMAN (TRUSTEE) AND THURSTON TWIGG-SMITH (TRUSTEE): FAMILY  
RELATIONSHIP

FORM 990 REVIEW PROCESS

PART VI, SECTION B, LINE 11

A FINAL DRAFT COPY OF THE PUBLIC DISCLOSURE COPY OF FORM 990 AND  
APPLICABLE SCHEDULES ARE DISTRIBUTED TO ALL BOARD MEMBERS AND THE  
DIRECTOR FOR THEIR REVIEW AND COMMENTS PRIOR TO THE FILING OF THE TAX  
RETURN.

INFORMATION AVAILABLE TO THE PUBLIC

PART VI, SECTION C, LINE 19

THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND  
FINANCIAL STATEMENTS ARE MADE AVAILABLE IN HARD COPY OR ELECTRONICALLY  
UPON REQUEST. THE PAST THREE YEARS OF AUDITED FINANCIAL STATEMENTS AND  
TAX RETURNS ARE ALSO AVAILABLE ON THE ORGANIZATION'S WEBSITE.

OTHER CHANGES IN NET ASSETS OR FUND BALANCES

FORM 990, PART XI, LINE 5

UNREALIZED GAIN/LOSS	\$ 3,224,370
CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS	\$ 840,791
CONTRIBUTED RENT	\$ (117,116)
	-----
	\$ 3,107,253

ORGANIZATION OBTAINING SEPARATE, INDEPENDENT, AUDITED FINANCIAL STATEMENTS

Name of the organization HONOLULU ACADEMY OF ARTS	Employer identification number 99-0079713
--	--

FORM 990, PART IV, LINE 12A

AS OF THE DUE DATE OF THE TAX RETURN, THE ACADEMY HAD NOT RECEIVED FINAL AUDITED FINANCIAL STATEMENTS. THE ACADEMY HAS PREPARED THEIR TAX RETURN BASED ON THE LATEST AVAILABLE DRAFT OF THE FINANCIAL STATEMENTS. SHOULD CHANGES OCCUR TO THE FINANCIAL STATEMENTS AFTER THE FILING OF THE TAX RETURN, THE ACADEMY WILL AMEND THEIR TAX RETURN TO APPROPRIATELY REFLECT THE CHANGES, IF ANY.

INVESTMENTS - PUBLICLY TRADED SECURITIES

FORM 990, PART X, LINE 11

THE AMOUNTS SHOWN AS THE INVESTMENTS IN PUBLICLY TRADED SECURITIES AS OF 06/30/2013 ARE THE BEST ESTIMATE OF THE ORGANIZATION AS OF THE DUE DATE OF THE RETURN. IF REVISIONS ARE MADE AFTER THE DUE DATE OF THE RETURN, AN AMENDED RETURN WILL BE FILED TO PROPERLY REFLECT THE CHANGES TO THESE AMOUNTS, IF ANY.

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

CONCEIVED AS AN INSTITUTION THAT WOULD MAKE HAWAII AN EVEN BETTER PLACE TO LIVE, THE HONOLULU MUSEUM OF ART IS COMMITTED TO SHOWCASING THE HIGHEST QUALITY ART FROM AROUND THE WORLD FOR THE BENEFIT OF RESIDENTS AND VISITORS. THE MUSEUM IS DEDICATED TO THE COLLECTION, PRESERVATION, INTERPRETATION, AND TEACHING OF THE VISUAL ARTS, AS WELL AS THE PRESENTATION OF EXHIBITIONS, FILM AND VIDEO, PERFORMANCE, AND PUBLIC PROGRAMS SPECIFICALLY RELEVANT TO HAWAII'S ETHNICALLY DIVERSE COMMUNITY.

Name of the organization HONOLULU ACADEMY OF ARTS	Employer identification number 99-0079713
--	--

ATTACHMENT 2FORM 990, PART III - PROGRAM SERVICE, LINE 4A

EDUCATION IS CENTRAL TO THE MUSEUM'S MISSION WITH 260,470 PEOPLE VISITING EACH YEAR AND 38,819 STUDENTS PARTICIPATING IN SCHOOL PROGRAMS BOTH AT THE MUSEUM AND THROUGHOUT THE COMMUNITY.

SINCE ITS FOUNDING AS THE HONOLULU ACADEMY OF ARTS, THE MUSEUM HAS ALWAYS HAD TRADITIONAL GALLERIES AND A COMMITMENT TO ART EDUCATION. TODAY THE MUSEUM COMPRISES TWO BUILDINGS TO EXHIBIT ART, AN ART SCHOOL, A DOWNTOWN GALLERY, AND A THEATER. OVER THE YEARS, THE COLLECTION HAS GROWN INTO ONE OF THE MOST EXTENSIVE IN THE UNITED STATES, WITH A SPECIAL EMPHASIS ON WORKS OF ART THAT REFLECT THE DIVERSE COMMUNITIES THAT CALL HAWAI'I HOME. THE COLLECTION FEATURES WORK BY HOKUSAI, VAN GOGH, GAUGUIN, MONET, PICASSO AND WARHOL, AS WELL AS TRADITIONAL ASIAN AND HAWAIIAN ART.

THE MUSEUM'S TEMPORARY EXHIBITION PROGRAM STRIVES TO ENGAGE LOCAL, NATIONAL AND INTERNATIONAL AUDIENCES. PAST SHOWS INCLUDE MASTERPIECES OF LANDSCAPE PAINTING FROM THE FORBIDDEN CITY; ULANA ME KA LOKOMAIKAI: TO WEAVE FROM THE GOODNESS WITHIN SHOWCASING WORK BY NATIONAL ENDOWMENT FOR THE ARTS' NATIONAL HERITAGE FELLOW GLADYS KUKANA GRACE; REGAL AND ROYAL HAWAIIAN QUILTS; ANXIETY'S EDGE, WORKS BY LEADING CONTEMPORARY ARTISTS IN THE MUSEUM'S COLLECTION; AND ARTISTS OF HAWAII 2012, THE STATE'S LONGEST-RUNNING JURIED ALL-MEDIA EXHIBITION.

Name of the organization

HONOLULU ACADEMY OF ARTS

Employer identification number

99-0079713

ATTACHMENT 3

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
DIVIDEND INCOME	1,250,496.			1,250,496.
INTEREST INCOME	445,092.			445,092.
TOTALS	<u>1,695,588.</u>			<u>1,695,588.</u>

ATTACHMENT 4

FORM 990, PART VIII - GROSS SALES AND COST OF GOODS SOLD

GROSS SALES LESS RETURNS AND ALLOWANCES	1,504,007.
INVENTORY AT BEGINNING OF YEAR	335,644.
PURCHASES	
SALARIES AND WAGES	
OTHER COSTS	517,760.
SUBTOTAL	<u>853,404.</u>
MINUS ENDING INVENTORY	207,824.
COST OF GOODS SOLD	<u>645,580.</u>

ATTACHMENT 5

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	COST OR FMV
CASH EQUIVALENTS	211,006.	211,006.	FMV
MONEY MARKET FUNDS	1,232,570.	1,232,570.	FMV
U.S. TREASURY OBLIGATIONS	2,402,900.	2,402,900.	FMV



Name of the organization HONOLULU ACADEMY OF ARTS	Employer identification number 99-0079713
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ATTACHMENT 5 (CONT'D)

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
U.S. GOVERNMENT AGENCY BONDS	511,874.	511,874.	FMV
CORPORATE STOCKS	3,310,685.	3,310,685.	FMV
DOMESTIC EQUITIES	219,481.	219,481.	FMV
CORPORATE BONDS	3,177,002.	3,177,002.	FMV
MUTUAL FUNDS	16,552,600.	16,552,600.	FMV
MUNICIPAL OBLIGATIONS	252,530.	252,530.	FMV
PREFERRED STOCK	360,469.	360,469.	FMV
TOTALS	<u>28,231,117.</u>	<u>28,231,117.</u>	