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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0062

2008

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning SEP 1, 2008, and ending AUG 31, 2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.Otherwise,
print
or type.See Specific
Instructions.

Name of foundation

THE STRONG FOUNDATION

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

C/O BANK OF HAWAII P. O. BOX 3170

City or town, state, and ZIP code

HONOLULU, HI 96802

A Employer identification number

99-0090807

B Telephone number

(808) 694-4444

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

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

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

>\$ 25,019,473. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

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

(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ If the foundation is not required to attach Sch. B3 Interest on savings and temporary
cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less: Cost of goods sold

c Gross profit (or loss)

11 Other income

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative
expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements.

Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

SCANNED APR 23 2010 Revenue
Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			1,807,252.	168,549.	168,549.
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations STMT 8			5,716,650.	5,228,624.	5,410,956.
	b Investments - corporate stock STMT 9			7,314,282.	5,953,922.	10,479,886.
	c Investments - corporate bonds STMT 10			2,497,457.	2,583,659.	2,682,341.
11 Investments - land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 11			3,949,210.	5,439,230.	6,277,741.	
14 Land, buildings, and equipment, basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			21,284,851.	19,373,984.	25,019,473.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	24 Unrestricted			21,284,851.	19,373,984.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances			21,284,851.	19,373,984.	
	31 Total liabilities and net assets/fund balances			21,284,851.	19,373,984.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	21,284,851.
2 Enter amount from Part I, line 27a	2	<1,910,867.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	19,373,984.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,373,984.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			<927,907.>
b			<154,799.>
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<927,907.>
b			<154,799.>
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<1,082,706.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	1,520,966.	30,602,522.	.049701
2006	1,157,084.	30,646,731.	.037756
2005	1,645,854.	29,218,169.	.056330
2004	1,446,016.	29,132,434.	.049636
2003	1,310,771.	28,859,337.	.045419

2 Total of line 1, column (d)	2	.238842
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.047768
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	23,570,972.
5 Multiply line 4 by line 3	5	1,125,938.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,519.
7 Add lines 5 and 6	7	1,132,457.
8 Enter qualifying distributions from Part XII, line 4	8	1,488,735.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 6,519.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2 0.
3	Add lines 1 and 2	3 6,519.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4 0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5 6,519.
6	Credits/Payments.	
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a 68,531.
b	Exempt foreign organizations - tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c
d	Backup withholding erroneously withheld	6d
7	Total credits and payments. Add lines 6a through 6d	7 68,531.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 62,012.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax <input checked="" type="checkbox"/> 62,012. Refunded <input checked="" type="checkbox"/>	11 0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> HI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MARILYNN MATSUMOTO Telephone no ► (808) 538-4540 Located at ► P. O. BOX 3170 HONOLULU HI ZIP+4 ► 96802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If you answered "Yes" to 6b, also file Form 8870.

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	22,333,833.
b	Average of monthly cash balances	1b	1,596,088.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	23,929,921.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	23,929,921.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	358,949.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,570,972.
6	Minimum investment return. Enter 5% of line 5	6	1,178,549.

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

1	Minimum investment return from Part X, line 6	1	1,178,549.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	6,519.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,519.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,172,030.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,172,030.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,172,030.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,488,735.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,488,735.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	6,519.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,482,216.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,172,030.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			1,383,065.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008.				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 1,488,735.				
a Applied to 2007, but not more than line 2a			1,383,065.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount	0.			105,670.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				1,066,360.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Total SEE ATTACHED STATEMENT(S)				3a 1,476,800.
b Approved for future payment				
NONE				
Total				3b 0.

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SEE STATEMENT	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	<927,907.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
SEE STATEMENT	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	<154,799.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<1,082,706.>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOND AND CORPORATE INTEREST	387,278.	0.	387,278.
CORPORATE DIVIDENDS	382,517.	0.	382,517.
TOTAL TO FM 990-PF, PART I, LN 4	769,795.	0.	769,795.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	18,648.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	18,648.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,911.	1,728.		5,183.
TO FORM 990-PF, PG 1, LN 16B	6,911.	1,728.		5,183.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	116,141.	116,141.		0.
TO FORM 990-PF, PG 1, LN 16C	116,141.	116,141.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	10,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,000.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION	6,747.	0.		6,747.
OTHER	5.	0.		5.
TO FORM 990-PF, PG 1, LN 23	6,752.	0.		6,752.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS	X		5,228,624.	5,410,956.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,228,624.	5,410,956.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,228,624.	5,410,956.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION			
	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCKS	5,953,922.	10,479,886.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,953,922.	10,479,886.	

FORM 990-PF	CORPORATE BONDS		STATEMENT 10
DESCRIPTION			
	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	2,583,659.	2,682,341.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,583,659.	2,682,341.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
DESCRIPTION	VALUATION METHOD	FAIR MARKET VALUE
MUTUAL FUNDS	COST	
	5,439,230.	6,277,741.
TOTAL TO FORM 990-PF, PART II, LINE 13	5,439,230.	6,277,741.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SAMUEL A. COOKE C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	VICE PRESIDENT, TRUSTEE 1.00	0.	0.	0.
DOUGLAS PHILPOTTS C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	TREASURER, TRUSTEE 1.00	0.	0.	0.
MARILYNN MATSUMOTO C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	SECRETARY 1.00	0.	0.	0.
CHARLES M. HOLLAND C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	TRUSTEE 1.00	0.	0.	0.
HENRY F. RICE C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	TRUSTEE 1.00	0.	0.	0.
ANNE STRONG CARTER C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	TRUSTEE 1.00	0.	0.	0.
EDWARD BALDWIN C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	TRUSTEE 1.00	0.	0.	0.
PETER S. HO C/O BANK OF HAWAII P O BOX 3170 HONOLULU, HI 96802	TRUSTEE 1.00	0.	0.	0.

THE STRONG FOUNDATION

99-0090807

PAUL WYSARD
C/O BANK OF HAWAII P O BOX 3170
HONOLULU, HI 96802

TRUSTEE
1.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

STRONG FOUNDATION

TRUSTEES

President (position vacant)
Vice President Samuel A. Cooke
Treasurer Douglas Philpotts

TRUSTEES

Edward Baldwin
Anne Strong Carter
Peter S. Ho

TRUSTEES

Charles M. Holland, Jr.
Henry F. Rice
Paul L. Wysard

The following are the grantmaking criteria established by the Strong Foundation Trustees:

- Grants will be made to Hawaii 501(c)(3) charities only.
- Grants are predominantly for capital needs and of a major nature.
- Grants are primarily to be youth oriented.

There are no multi-year grants or grants to endowments, and each organization will be limited to a maximum of one grant every three years.

The following must be included or the request may not be considered:

- **Number of copies to be submitted: original plus 9 copies.**
- **Trustee sponsorship:** To facilitate discussion of each proposal at the meeting, each request must indicate the name of the Foundation trustee who has agreed to serve as its sponsor. Sponsorship generally includes trustee involvement with the charity or the program.
- **Executive summary of request: No more than two pages, signed by the Board President or Executive Director.** (Note: This is in lieu of a full proposal. The trustee who sponsors the proposal will be asked to provide any details, if so requested by the Board at the meeting, so the requesting organization should provide the sponsoring trustee with information that would otherwise be included in a full proposal. Note that the amount requested from the foundation should not exceed the amount the trustee agrees to sponsor.) Do not include a cover letter, a full proposal, or any attachments or brochures; they will not be submitted to the Board for review.
- **Budget for the program or project, stapled to the Executive summary.**
- **If no funding has been made to the organization in the past by any foundations administered by Bank of Hawaii:** One copy of the IRS exemption letter, indicating that the charity has 501(c)(3) status and is not a private foundation or support organization, and one copy of Articles of Incorporation and Bylaws. (Note: If the organization does not have exempt status issued by the IRS in its name, contact the Foundation Secretary before applying. See below for contact information.)
- **Deadline: March 1 delivery to the Foundation at the address below or March 1 postmark.**

A narrative report on the project, including its success and/or shortcomings, and a financial report on the use of grant funds is to be submitted upon completion of a project or annually, whichever occurs first. **A final report is to be submitted before requesting additional funding.**

NOTE: The Strong Foundation requests that no public acknowledgment be made of grant awards.

For further information, contact Marilyn Matsumoto, Foundation Secretary, at 694-4540 (neighbor islands at 800-272-7262) or at marilynn.matsumoto@boh.com.

3/2008

THE STRONG FOUNDATION
GRANTS PAID
8/31/09

<u>Payee Organization</u>	<u>Purpose</u>	<u>Amount</u>
Hawaii Architectural Foundation 119 Merchant Street, Suite 402 Honolulu, HI 96813	Reprint 1,000 copies of book, 'A Close Call. Saving Honolulu's Chinatown'	\$12,800.00
Bishop Museum 1525 Bernice Street Honolulu, HI 96817	Renovations to Polynesian Hall and associated galleries	\$75,000.00
Catholic Charities Hawaii 1822 Keeaumoku Street Honolulu, HI 96822	Renovations to establish Social Service Community Center	\$75,000.00
Hawaiian Kamalii, Inc. P.O. Box 5053 Kahului, HI 96733	Improvements and expansion of current facility	\$100,000.00
KCAA Preschools of Hawaii 2707 South King Street Honolulu, HI 96826-3325	Implementation of Phase II of the 'Excellence in Education' capital campaign	\$50,000.00
Kona Historical Society P.O. Box 398 Captain Cook, HI 96704	Assistance with purchase of Heritage Ranch Site (match stipulated by State of Hawaii, Legacy Land Conservation Program)	\$100,000.00
Seabury Hall 480 Olinda Road Makawao, HI 96768	New Creative Arts Center	\$100,000.00
Arizona Memorial Museum Association 1 Arizona Memorial Place Honolulu, HI 96818	Fabrication and installation of new museum and interpretive displays in 'Oahu 1941' gallery	\$50,000.00
ARC in Hawaii 3989 Diamond Head Road Honolulu, HI 96816-4413	Purchase of utility truck and voice-over I.P. telecommunications system	\$64,000.00

THE STRONG FOUNDATION
GRANTS PAID
8/31/09

<u>Payee Organization</u>	<u>Purpose</u>	<u>Amount</u>
Young Men's Christian Association of Honolulu 1441 Pali Highway Honolulu, HI 96813	Repairs to plumbing and replastering of public pool in Windward Oahu	\$100,000.00
Historic Hawaii Foundation 680 Iwilei Road, Suite 690 Honolulu, HI 96817	Establishment of the Hawai'i Preservation Fund endowment	\$100,000.00
Hospice of Hilo 1011 Waianuenue Avenue Hilo, HI 96720	Construction of new in-patient hospice facility	\$100,000.00
Hui O Wa'a Kaulua 525 Front Street Lahaina, HI 96761	Completion of the canoe, Mo'ikiha O Pi'ilani, and construction of small facility at the harbor	\$100,000.00
Mid-Pacific Institute 2445 Kaala Street Honolulu, HI 96822-2299	Renovation of Bakken Auditorium	\$100,000.00
Nature Conservancy of Hawaii 923 Nuuanu Ave Honolulu, HI 96817	Marine Fellowship Program, 'Mauka to Makai' Capital Campaign	\$100,000.00
Pacific Aviation Museum Pearl Harbor Hangar 31, Ford Island 319 Lexington Blvd. Honolulu, HI 96818	Capital and program support for educational programs	\$100,000.00
Variety School of Hawaii 710 Palekaua Street Honolulu, HI 96816	Renovations and landscaping for expansion into newly-available classroom space	\$100,000.00
Teach For America, Inc. 500 Ala Moana Blvd., Suite 3-400 Honolulu, HI 96813	Program growth on Oahu and expansion to the Big Island	\$50,000.00
Total		<u><u>\$1,476,800.00</u></u>

BANK OF HAWAII
Gain and Loss Report
BANK OF HAWAII
AGENT FOR THE STRONG FOUNDATION

MASTER ACCOUNT # M35329
FROM 09/01/2008
TO 08/31/2009
FISCAL YEAR: 12/31

GAIN AND LOSS DETAIL

CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS
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SHORT TERM CAPITAL GAIN (LOSS)				
3500 SHARES OF ISHARES MSCI EMERGING MARKETS INDEX	09/04/2008 04/17/2008	128,135.34	167,276.67	(39,141.33)
100000 UNITS OF MERRILL LYNCH & CO NOTES 3.05125% 05/20/2009	09/04/2008 05/19/2008	99,357.30	99,800.00	(442.70)
1000 SHARES OF ISHARES MSCI EMERGING MARKETS INDEX	09/15/2008 04/17/2008	33,991.81	47,793.33	(13,801.52)
50000 UNITS OF HAWAII STATE ARPTS SYS REV AMT REF 5.75% 07/01/2016-2011	09/19/2008 03/05/2008	49,860.00	51,742.00	(1,882.00)
700 SHARES OF GOLDMAN SACHS GROUP INC	09/23/2008 04/24/2008	81,229.86	131,806.36	(50,576.50)
75000 UNITS OF US TREASURY NOTES 4.25% 11/15/2017	09/26/2008 01/08/2008	77,583.99	77,484.38	99.61
5000 UNITS OF US TREASURY NOTES 4.25% 11/15/2017	09/26/2008 01/17/2008	5,172.27	5,240.62	(68.35)

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS
-----	-----	-----	-----	-----
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED				
145000 UNITS OF FEDERAL HOME LN BANK BONDS 5.25% 10/06/2011-2008	10/06/2008 06/06/2008	145,000.00	146,181.75	(1,181.75)
150000 UNITS OF MICHIGAN MUN BD AUTH REV REF TAXABLE SCH LN REVOLVING FD SER A-3 09/01/2048-2008	09/30/2008 03/26/2008	150,000.00	150,000.00	0.00
5104.441 SHARES OF PACIFIC CAPITAL INTERNATIONAL STOCK FUND	10/22/2008 12/28/2007	33,842.44	69,114.13	(35,271.69)
1341.435 SHARES OF PACIFIC CAPITAL NEW ASIA GROWTH FUND	10/22/2008 12/28/2007	15,211.87	28,827.43	(13,615.56)
4765.338 SHARES OF PACIFIC CAPITAL NEW ASIA GROWTH FUND	10/22/2008 12/28/2007	54,038.94	102,407.11	(48,368.17)
35000 UNITS OF US TREASURY NOTES 4.25% 11/15/2017	10/24/2008 01/08/2008	36,845.70	36,159.37	686.33

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED				
350000 UNITS OF FEDERAL NATIONAL MTGE ASSN NOTES 3.65% 06/10/2011-2008	12/10/2008 05/22/2008	350,000.00	349,475.00	525.00
50000 UNITS OF FEDERAL HOME LOAN BANK BONDS 3.25% 01/14/2009	01/14/2009 09/24/2008	50,000.00	50,000.00	0.00
5000 UNITS OF FEDERAL HOME LN BANK BONDS 4.875% 11/18/2011	01/14/2009 01/24/2008	5,429.90	5,298.30	131.60
60000 UNITS OF BEAR STEARNS COS INC SR NOTES 5.5% 08/15/2011	01/15/2009 04/29/2008	61,698.00	60,505.20	1,192.80
20000 UNITS OF FEDERAL HOME LN BANK BONDS 4.875% 11/27/2013	01/23/2009 02/13/2008	21,728.20	21,167.60	560.60
315000 UNITS OF FEDERAL HOME LN BANK BONDS 4.875% 11/27/2013	01/23/2009 05/19/2008	342,219.15	329,480.55	12,738.60
100000 UNITS OF WHIRLPOOL CORP NOTES SER MTN 5.5% 03/01/2013	01/22/2009 05/22/2008	88,000.00	99,561.00	(11,561.00)

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GAIN AND LOSS DETAIL				
CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED				
4000 SHARES OF SPDR S&P 500 ETF TRUST	02/02/2009 11/03/2008	327,233.77	386,173.60	(58,939.83)
65000 UNITS OF FEDERAL NATIONAL MTGE ASSN NOTES 2% 01/09/2012	02/10/2009 01/15/2009	64,952.18	65,237.25	(285.07)
465000 UNITS OF FEDERAL NATIONAL MTGE ASSN NOTES 2% 01/09/2012	02/10/2009 01/15/2009	464,657.89	466,799.55	(2,141.66)
4500 SHARES OF UNION PACIFIC CORP	02/23/2009 08/06/2008	171,086.79	368,752.95	(197,666.16)
4000 SHARES OF SPDR S&P 500 ETF TRUST	03/02/2009 11/03/2008	282,224.02	386,173.60	(103,949.58)
2000 SHARES OF QUEST DIAGNOSTICS INC	03/03/2009 07/28/2008	90,457.49	106,317.80	(15,860.31)
5000 SHARES OF PNC FINANCIAL SERVICES GROUP	03/05/2009 08/06/2008	102,428.92	364,642.50	(262,213.58)
4000 SHARES OF JP MORGAN CHASE & CO	03/05/2009 04/17/2008	68,180.01	177,483.20	(109,303.19)

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GAIN AND LOSS DETAIL		DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS
CUSIP #/ PROPERTY DESCRIPTION					
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED					
30000 UNITS OF US TREASURY NOTES 4.25% 11/15/2017		03/27/2009 05/19/2008	33,855.47	30,950.39	2,905.08
100000 UNITS OF FEDERAL NATIONAL MTGE ASSOC NOTES 2.5% 02/17/2012-2010		03/30/2009 02/11/2009	100,250.00	99,925.00	325.00
55000 UNITS OF MUNICIPAL ELEC AUTH GA CP 2.5% 04/06/2009		04/06/2009 02/03/2009	55,000.00	55,000.00	0.00
36 SHARES OF EXTERRAN HOLDINGS INC		04/27/2009 10/15/2008	754.54	0.00	754.54
2500 SHARES OF BECTON DICKINSON & CO		04/29/2009 12/17/2008	153,646.04	170,238.00	(16,591.96)
50000 UNITS OF MERRILL LYNCH & CO SR UNSECURED 1.29125% 05/08/2009		05/08/2009 09/04/2008	50,000.00	48,787.30	1,212.70
55000 UNITS OF MUNICIPAL ELEC AUTH GA CP 2.5% 05/27/2009		05/27/2009 04/06/2009	55,000.00	55,000.00	0.00

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GAIN AND LOSS DETAIL

CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED				
125000 UNITS OF MORGAN STANLEY FDIC GUARANTEED 1.95% 06/20/2012	06/04/2009 01/14/2009	125,047.50	124,947.50	100.00
55000 UNITS OF METROPOLITAN WASHINGTON AIRPORTS CP 2% 07/07/2009	07/07/2009 05/27/2009	55,000.00	55,000.00	0.00
71.099 SHARES OF PACIFIC CAPITAL SMALL CAP FUND	07/10/2009 12/15/2008	629.94	615.72	14.22
28625.954 SHARES OF HARBOR MID CAP GROWTH FD-INS	07/10/2009 08/08/2008	150,286.26	235,877.86	(85,591.60)
100000 UNITS OF FEDERAL HOME LOAN MTGE CORP 4.125% 07/14/2011-2009	07/14/2009 07/30/2008	100,000.00	99,935.00	65.00
700 SHARES OF MASTERCARD INC CLASS A	07/13/2009 02/25/2009	112,676.10	115,556.28	(2,880.18)
11123.471 SHARES OF PERKINS MID CAP VALUE FUND-J	08/04/2009 03/16/2009	201,223.59	148,609.58	52,614.01
12944.984 SHARES OF NATIXIS LOOMIS SAYLES VALUE-Y	08/04/2009 03/19/2009	200,776.70	156,245.96	44,530.74

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GAIN AND LOSS DETAIL			
CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	GAIN OR LOSS
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED			
2500 SHARES OF BECTON DICKINSON & CO	08/07/2009 12/17/2008	160,596.87	(9,641.13)
19417.476 SHARES OF HARBOR MID CAP GROWTH FD-INS	08/26/2009 04/29/2009	120,388.35	17,475.73
TOTAL SHORT TERM CAPITAL GAIN (LOSS)		5,075,697.20	(945,043.26)

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS
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LONG TERM CAPITAL GAIN (LOSS)				
1500 SHARES OF ISHARES MSCI EAFE INDEX FUND	09/04/2008 05/10/2007	89,965.60	119,730.00	(29,764.40)
1500 SHARES OF ISHARES MSCI EAFE INDEX FUND	09/04/2008 05/11/2007	89,965.59	120,285.00	(30,319.41)
2000 SHARES OF ISHARES MSCI EAFE INDEX FUND	09/15/2008 02/23/2007	115,251.15	153,400.00	(38,148.85)
1500 SHARES OF ISHARES MSCI EAFE INDEX FUND	09/15/2008 05/10/2007	86,438.36	119,730.00	(33,291.64)
2500 SHARES OF ISHARES MSCI EMERGING MARKETS INDEX	09/15/2008 05/10/2007	84,979.53	104,241.67	(19,262.14)
1500 SHARES OF ISHARES MSCI EMERGING MARKETS INDEX	09/15/2008 05/11/2007	50,987.71	62,970.00	(11,982.29)
3000 SHARES OF CITIGROUP INC	09/16/2008 10/08/1992	45,281.14	10,203.92	35,077.22
50000 UNITS OF KINDER MORGAN ENERGY PARTNERS LP SR UNSECURED 5.85% 09/15/2012	09/25/2008 08/23/2007	50,017.50	49,950.50	67.00

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GAIN AND LOSS DETAIL

CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS
-----	-----	-----	----	-----
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED				
75000 UNITS OF US TREASURY BONDS 5.5% 08/15/2028	09/29/2008 03/22/2005	87,454.11	80,777.35	6,676.76
1500 SHARES OF FLOWERVE CORPORAATION	09/26/2008 07/29/2002	134,654.24	25,546.05	109,108.19
1900 SHARES OF ISHARES MSCI EMERGING MARKETS INDEX	10/09/2008 02/23/2007	48,791.72	75,164.00	(26,372.28)
1100 SHARES OF ISHARES MSCI EMERGING MARKETS INDEX	10/09/2008 05/10/2007	28,247.84	45,866.33	(17,618.49)
2000 SHARES OF ISHARES MSCI EMERGING MARKETS INDEX	10/15/2008 02/23/2007	50,395.32	79,120.00	(28,724.68)
1000 SHARES OF ISHARES MSCI EAFE INDEX FUND	10/15/2008 08/11/2006	44,200.05	65,489.10	(21,289.05)
3000 SHARES OF ISHARES MSCI EAFE INDEX FUND	10/15/2008 12/20/2006	132,600.16	222,540.00	(89,939.84)

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Gain and Loss Report
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AGENT FOR THE STRONG FOUNDATION
GAIN AND LOSS DETAIL

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED				
225.336 SHARES OF PACIFIC CAPITAL INTERNATIONAL STOCK FUND	10/22/2008 12/08/2000	1,493.98	2,323.21	(829.23)
1932.224 SHARES OF PACIFIC CAPITAL INTERNATIONAL STOCK FUND	10/22/2008 12/08/2000	12,810.64	19,921.23	(7,110.59)
5347.594 SHARES OF PACIFIC CAPITAL INTERNATIONAL STOCK FUND	10/22/2008 03/06/2001	35,454.55	50,000.00	(14,545.45)
2937.219 SHARES OF PACIFIC CAPITAL INTERNATIONAL STOCK FUND	10/22/2008 04/29/2005	19,473.76	25,406.94	(5,933.18)
5257.624 SHARES OF PACIFIC CAPITAL INTERNATIONAL STOCK FUND	10/22/2008 11/08/2005	34,858.05	50,052.58	(15,194.53)
360.399 SHARES OF PACIFIC CAPITAL NEW ASIA GROWTH FUND	10/22/2008 12/07/2006	4,086.92	6,505.21	(2,418.29)
1817.832 SHARES OF PACIFIC CAPITAL NEW ASIA GROWTH FUND	10/22/2008 12/07/2006	20,614.22	32,811.86	(12,197.64)

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GAIN AND LOSS DETAIL			
CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST
			GAIN OR LOSS

LONG TERM CAPITAL GAIN (LOSS) - CONTINUED			
3000 SHARES OF ISHARES MSCI EAFE INDEX FUND	10/22/2008 08/11/2006	123,505.71	196,467.30
400 SHARES OF GOLDMAN SACHS GROUP INC	11/10/2008 08/11/2006	27,698.92	60,972.00
1200 SHARES OF DEVON ENERGY CORP	11/11/2008 11/17/2000	87,578.27	20,920.00
600 SHARES OF GOLDMAN SACHS GROUP INC	11/11/2008 08/11/2006	41,386.75	91,458.00
2000 SHARES OF EXXON MOBIL CORP	11/11/2008 05/08/1987	144,132.39	18,842.56
2000 SHARES OF FLOWERVE CORP	11/11/2008 07/29/2002	101,948.03	34,061.40
2000 SHARES OF FLOWERVE CORP	11/11/2008 12/17/2002	101,948.02	30,160.00
200000 UNITS OF FEDERAL FARM CREDIT BANK BONDS 4.9% 11/21/2012-2008	12/18/2008 11/15/2007	200,000.00	200,000.00
			0.00

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED				
56000 UNITS OF US TREASURY BONDS 7.875% 02/15/2021	12/19/2008 09/20/2000	84,378.43	66,780.00	17,598.43
55000 UNITS OF COUNTRYWIDE FINANCIAL CORP BONDS FLT QTLY 3.325% 12/19/2008	12/19/2008 12/14/2005	55,000.00	55,000.00	0.00
5000 UNITS OF FEDERAL HOME LN BANK BONDS 4.875% 11/18/2011	01/14/2009 11/27/2006	5,429.90	5,017.60	412.30
345000 UNITS OF FEDERAL HOME LN BANK BONDS 4.875% 11/18/2011	01/14/2009 05/29/2007	374,663.10	341,712.15	32,950.95
1968.79 UNITS OF NEW VALLEY GENERATION IV TVA PASS THRU CERTS 4.687% 01/15/2022	01/15/2009 07/05/2006	1,968.79	1,810.87	157.92
3500 SHARES OF BANK OF AMERICA CORP	01/15/2009 01/17/2006	28,454.84	158,235.00	(129,780.16)
700 SHARES OF BANK OF AMERICA CORP	01/15/2009 09/26/2006	5,690.97	37,362.01	(31,671.04)

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED				
4000 SHARES OF BANK OF AMERICA CORP	01/16/2009 01/17/2006	28,441.44	180,840.00	(152,398.56)
3000 SHARES OF LINCOLN NATL CORP	01/26/2009 08/11/2006	46,617.93	174,060.00	(127,442.07)
600 SHARES OF LINCOLN NATL CORP	01/26/2009 09/26/2006	9,323.59	37,704.00	(28,380.41)
55000 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP NOTES 4.02% 02/04/2013-2009	02/04/2009 01/28/2008	55,000.00	54,985.15	14.85
6000 SHARES OF CATERPILLAR INC	01/30/2009 10/04/2004	181,095.78	244,131.00	(63,035.22)
13636.36 UNITS OF TOYOTA MOTOR CREDIT CORP. NOTES SER MTN 2.75% 08/06/2009	02/06/2009 07/16/2004	13,636.36	13,467.27	169.09
125000 UNITS OF FEDERAL HOME LOAN BANK BONDS 4.45% 02/12/2013-2008	02/12/2009 01/29/2008	125,000.00	125,000.00	0.00
50000 UNITS OF FEDERAL HOME LOAN BANK BONDS 4.45% 02/12/2013-2008	02/12/2009 01/31/2008	50,000.00	50,000.00	0.00

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED				

3000 SHARES OF LINCOLN NATL CORP	02/17/2009 08/11/2006	39,311.77	174,060.00	(134,748.23)
5000 SHARES OF ILLINOIS TOOL WORKS INC	02/18/2009 03/15/2000	163,694.08	145,406.25	18,287.83
8400 SHARES OF COACH INC	02/23/2009 03/01/2004	116,404.03	170,181.90	(53,777.87)
3500 SHARES OF ISHARES MSCI EAFE INDEX FUND	03/02/2009 08/11/2006	115,396.46	229,211.85	(113,815.39)
4000 SHARES OF QUEST DIAGNOSTICS INC	03/03/2009 05/25/2001	180,914.99	124,320.00	56,594.99
3500 SHARES OF ISHARES MSCI EAFE INDEX FUND	03/06/2009 08/11/2006	112,875.77	229,211.85	(116,336.08)
150000 UNITS OF FEDERAL HOME LOAN BANK BONDS 4.6% 01/14/2015-2010	03/18/2009 02/25/2008	152,643.75	149,775.00	2,868.75
2300 SHARES OF DEVON ENERGY CORP	03/18/2009 11/17/2000	105,510.30	40,096.67	65,413.63

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED				
70000 UNITS OF US TREASURY NOTES 4.25% 11/15/2017	03/27/2009 01/08/2008	78,996.09	72,318.75	6,677.34
25000 UNITS OF US TREASURY BONDS 5.5% 08/15/2028	03/27/2009 11/25/2003	31,338.87	26,216.80	5,122.07
35000 UNITS OF US TREASURY BONDS 5.5% 08/15/2028	03/27/2009 04/21/2004	43,874.41	35,803.91	8,070.50
25000 UNITS OF US TREASURY BONDS 5.5% 08/15/2028	03/27/2009 03/22/2005	31,338.87	26,925.78	4,413.09
25000 UNITS OF US TREASURY BONDS 5.5% 08/15/2028	03/27/2009 10/15/2007	31,338.87	26,705.08	4,633.79
20000 UNITS OF US TREASURY BONDS 5.25% 11/15/2028	03/27/2009 05/26/2005	24,424.22	22,175.00	2,249.22
100000 UNITS OF US TREASURY BONDS 5.25% 11/15/2028	03/27/2009 11/23/2005	122,121.09	106,351.56	15,769.53

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CUSIP #/ PROPERTY DESCRIPTION		DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS

LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					

70000 UNITS OF FEDERAL NATIONAL MORTGAGE ASSN NOTES 5.55% 03/29/2019-2008		04/13/2009 03/25/2008	70,000.00	69,846.87	153.13
3500 SHARES OF ALTRIA GROUP INC		04/29/2009 11/11/1911	58,903.48	1,507.76	57,395.72
1500 SHARES OF PHILIP MORRIS INTERNATIONAL		04/29/2009 11/11/1911	55,860.66	1,472.24	54,388.42
2422 SHARES OF KRAFT FOODS INC A		04/29/2009 11/11/1911	56,528.02	1,546.80	54,981.22
240000 UNITS OF US TREASURY BONDS 5.5% 08/15/2028		06/10/2009 04/21/2004	263,109.37	245,512.50	17,596.87
200000 UNITS OF FEDERAL HOME LOAN MORTGAGE CORP NOTES 5.4% 06/15/2010-2009		06/15/2009 06/12/2007	200,000.00	199,278.00	722.00
1133.675 SHARES OF PACIFIC CAPITAL SMALL CAP FUND		07/10/2009 07/15/2003	10,044.36	14,839.81	(4,795.45)
15337.423 SHARES OF PACIFIC CAPITAL SMALL CAP FUND		07/10/2009 07/18/2003	135,889.56	197,239.26	(61,349.70)

GAIN AND LOSS DETAIL

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED				
2500 SHARES OF	07/16/2009	112,378.10	4,976.63	107,401.47
ABBOTT LABORATORIES	11/11/1911			
3200 SHARES OF	07/16/2009	157,829.54	82,400.00	75,429.54
SIGMA - ALDRICH CORP	05/07/2003			
45000 UNITS OF	07/22/2009	45,742.50	45,882.00	(139.50)
STARBUCKS CORP SR UNSECURED	10/17/2007			
6.25% 08/15/2017				
35000 UNITS OF	07/22/2009	35,577.50	35,917.00	(339.50)
STARBUCKS CORP SR UNSECURED	11/06/2007			
6.25% 08/15/2017				
3000 SHARES OF	08/04/2009	156,691.97	44,062.50	112,629.47
SIGMA - ALDRICH CORP	10/31/1996			
13636.37 UNITS OF	08/06/2009	13,637.87	13,467.27	170.60
TOYOTA MOTOR CREDIT CORP. NOTES	07/16/2004			
SER MTN 2.75% 08/06/2009				
11836.474 SHARES OF	08/26/2009	73,386.14	97,532.55	(24,146.41)
HARBOR MID CAP GROWTH FD-INS	08/08/2008			
1500 SHARES OF	08/25/2009	56,602.10	19,303.13	37,298.97
MEDTRONIC INC	01/22/1996			

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LONG TERM CAPITAL GAIN (LOSS) - CONTINUED				
500 SHARES OF MEDTRONIC INC	08/25/2009 08/19/1996	18,867.36	6,668.75	12,198.61
TOTAL LONG TERM CAPITAL GAIN (LOSS)		6,032,153.46	6,381,234.73	(349,081.27)

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GAIN AND LOSS DETAIL

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SHORT TERM CAPITAL GAINS DIVIDENDS				

63151.507 BASIS SHARES OF PACIFIC CAPITAL INTERNATIONAL STOCK FUND				3,356.94
33291.156 BASIS SHARES OF PACIFIC CAPITAL NEW ASIA GROWTH FUND				13,779.48
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS		0.00	0.00	17,136.42

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-----	-----	-----	-----	-----
LONG TERM CAPITAL GAINS DIVIDENDS				

33291.156 BASIS SHARES OF PACIFIC CAPITAL NEW ASIA GROWTH FUND				84,633.38
16471.098 BASIS SHARES OF PACIFIC CAPITAL SMALL CAP FUND				615.72
63151.507 BASIS SHARES OF PACIFIC CAPITAL INTERNATIONAL STOCK FUND				109,032.97
TOTAL LONG TERM CAPITAL GAINS DIVIDENDS		0.00	0.00	194,282.07

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SUMMARY OF CAPITAL GAINS AND LOSSES

TOTAL SHORT TERM CAPITAL GAIN (LOSS)	(945,043.26)	
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	17,136.42	
NET SHORT TERM CAPITAL GAIN (LOSS)	(927,906.84)	(927,906.84)
TOTAL LONG TERM CAPITAL GAIN (LOSS)	(349,081.27)	
TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	194,282.07	
TOTAL 28% RATE CAPITAL GAINS DIVIDENDS	0.00	
TOTAL SEC 1250 CAPITAL GAINS DIVIDENDS	0.00	
TOTAL SEC 1202 CAPITAL GAINS DIVIDENDS	0.00	
NET LONG TERM CAPITAL GAIN (LOSS)	(154,799.20)	(154,799.20)
NET CAPITAL GAIN (LOSS)	(1,082,706.04)	(1,082,706.04)
TOTAL GAIN/LOSS FROM SALES WITH UNKNOWN COST/ACQUISITION DATE	0.00	

BANK OF HAWAII
P.O. BOX 3170
HONOLULU, HI 96802

RETURN OF PRIVATE FOUNDATION
FORM 990-PF
FYE 8/31/2009

EIN	NAME	CR TO 2009 EST TAX	REFUND
99-0090807	THE STRONG FOUNDATION	62,012	0

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

OMB No. 1545-1709

► **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.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization	Employer identification number
	THE STRONG FOUNDATION	99-0090807
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BANK OF HAWAII P. O. BOX 3170	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HONOLULU, HI 96802	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

MARILYNN MATSUMOTO

- The books are in the care of ►
- P. O. BOX 3170 HONOLULU HI - 96802**

Telephone No. ► **(808) 494-4540**

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 will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **APRIL 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year _____ or
 ► ☒ tax year beginning **SEP 1, 2008**, and ending **AUG 31, 2009**.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a 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.	3a	\$	0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	68,531.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)