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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2010

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

For calendar year 2010, or tax year beginning JUL 1, 2010, and ending JUN 30, 2011

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation A Employer identification number

MARGARET SCHENCK VAN POOLE FDN

99-0291928

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

P.O. BOX 3170, DEPT 715

City or town, state, and ZIP code
HONOLULU, HI 96802-3170H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 2,414,788. (Part I, column (d) must be on cash basis.)

B Telephone number

(808) 694-4543

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 ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B Interest on savings and temporary cash investments		18.	18.		STATEMENT 1
3 Dividends and interest from securities		60,928.	60,928.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	3,480,546.	195,225.			
7 Capital gain net income (from Part IV, line 2)			195,225.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		256,171.	256,171.		
13 Compensation of officers, directors, trustees, etc		33,846.	13,538.		20,308.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	1,750.	525.		1,225.
c Other professional fees					
17 Interest					
18 Taxes	STMT 4	1,673.	37.		0.
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		37,269.	14,100.		21,533.
25 Contributions, gifts, grants paid		96,990.			96,990.
26 Total expenses and disbursements Add lines 24 and 25		134,259.	14,100.		118,523.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		121,912.			
b Net investment income (if negative, enter -0-)			242,071.		
c Adjusted net income (if negative, enter -0-)				N/A	

023501
12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2010)

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
	1	Cash - non-interest-bearing	11.	1,642.	1,642.
	2	Savings and temporary cash investments	198,878.	52,506.	52,506.
Assets	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			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 5	1,921,153.	2,187,806.
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)		2,120,042.	2,241,954.
	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.
Liabilities	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		2,120,042.	2,241,954.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.
	30	Total net assets or fund balances		2,120,042.	2,241,954.
	31	Total liabilities and net assets/fund balances		2,120,042.	2,241,954.

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	2,120,042.
2	Enter amount from Part I, line 27a	2	121,912.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	2,241,954.
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	2,241,954.

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 PUBLICLY TRADED SECURITIES			P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES			P	VARIOUS	VARIOUS
c CLASS ACTION LITIGATION PROCEEDS			P	VARIOUS	07/13/10
d CAPITAL GAINS DIVIDENDS					
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 1,989,107.		1,888,490.	100,617.		
b 1,458,516.		1,396,781.	61,735.		
c 385.		50.	335.		
d 32,538.			32,538.		
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			100,617.		
b			61,735.		
c			335.		
d			32,538.		
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	195,225.	
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))
2009	106,965.	2,199,306.	.048636
2008	142,081.	2,071,417.	.068591
2007	150,922.	2,727,411.	.055335
2006	147,898.	2,761,145.	.053564
2005	144,035.	2,683,523.	.053674

2 Total of line 1, column (d)

2 .279800

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 .055960

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 2,353,011.

5 Multiply line 4 by line 3

5 131,674.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,421.

7 Add lines 5 and 6

7 134,095.

8 Enter qualifying distributions from Part XII, line 4

8 118,523.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2010 estimated tax payments and 2009 overpayment credited to 2010

6a 1,120.

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 1,120.

8 Enter any penalty for underpayment of estimated tax. Check here 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

11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ►

Refunded ►

11

Part VII-A Statements Regarding Activities

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?

Yes No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1a 1b *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.*1c

c Did the foundation file Form 1120-POL for this year?

1c

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

1c

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 *If "Yes," attach a detailed description of the activities.*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 *If "Yes," attach the statement required by General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

N/A

6

• By language in the governing instrument, or

7

• 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

6 *If "Yes," complete Part II, col. (c), and Part XV.*7

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

8b HIb If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*8b 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*9 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*10

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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 ► **BANK OF HAWAII** Telephone no. ► **(808) 694-4543**
Located at ► **130 MERCHANT ST., HONOLULU, HI** ZIP+4 ► **96813**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** N/A

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► 16 Yes No X

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

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

Yes **No**

1a During the year did the foundation (either directly or indirectly):

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
- (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here ► 1b X

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? 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(i)(3) or 4942(i)(5)): 2b

a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes No

If "Yes," list the years ► 2b

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

► 2b

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b If "Yes," did it have excess business holdings in 2010 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 2010) 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4b

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 2010? 4b X

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

5a During the year did the foundation pay or incur any amount to:

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

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

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

(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)?

(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 Yes No Yes No Yes No 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 "Yes" to 6b, file Form 8870

 Yes No

X

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

 Yes No

N/A

7b

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
BANK OF HAWAII P.O. BOX 3170 HONOLULU, HI 96802	TRUSTEE 1.00	33,846.	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
N/A	0.00	0.	0.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
N/A		0.

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


0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 NONE	
2	
3 NONE	
Total. Add lines 1 through 3	► 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,314,806.
b	Average of monthly cash balances	1b	74,038.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,388,844.
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	2,388,844.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,833.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,353,011.
6	Minimum investment return. Enter 5% of line 5	6	117,651.

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	117,651.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,841.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,841.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	112,810.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	112,810.
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	112,810.

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	118,523.
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	118,523.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	118,523.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				112,810.
2 Undistributed income, if any, as of the end of 2010			34,250.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 118,523.			34,250.	
a Applied to 2009, but not more than line 2a				
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 2010 distributable amount				84,273.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2010 (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:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				28,537.
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 2005 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) 01

4942(1)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 3d from line 3c

3 Subtract line 2d from line 2c
Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
(3) Largest amount of support from an exempt organization
(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

8 The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
BROOKE HOSPITAL FOR ANIMALS, BROADMEAD HOUSE, 21 PANTON ST, LONDON, SW1Y 4D			UNRESTRICTED	32,330.
HAWAIIAN HUMANE SOCIETY 2700 WAIALAE AVE HONOLULU, HI 96826			UNRESTRICTED	32,330.
NATIONAL ANTI-VIVISECTION SOCIETY 53 W JACKSON BLVD CHICAGO, IL 60604			UNRESTRICTED	32,330.
Total			► 3a	96,990.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

023611 12-07-10

Form 990-PF (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	18.	
5 Net rental income or (loss) from real estate:			14	60,928.	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	195,225.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		256,171.	0.
13 Total. Add line 12, columns (b), (d), and (e)					256,171.

Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

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

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

**Sign
Here**

BANK OF HAWAII, TRUSTEE

NOV 07 2011

Date _____

Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	

**MARGARET SCHENCK VAN POOLE FOUNDATION
2011 FORM 990-PF, PART II, INVESTMENTS-OTHER**

99-0291928

Description	Units	Book Value	Market Value
AT&T INC	620.000	18,466.62	19,474.00
ABBOTT LABORATORIES	110.000	5,619.01	5,788.00
ABERDEEN CORE FIXED INCOME FUND CL I	17389.349	196,787.98	187,979.00
ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS	9030.998	82,326.18	111,533.00
ABERDEEN INTL EQUITY INSTITUTIONAL FUND CL SHS	24159.281	277,614.28	329,291.00
ALLSTATE CORP	120.000	3,805.73	3,664.00
ALTRIA GROUP INC	260.000	6,231.08	6,867.00
AMAZON.COM INC	30.000	4,332.31	6,135.00
AMERICAN EXPRESS CO	400.000	17,972.51	20,680.00
AMERISOURCEBERGEN CORP	180.000	5,603.84	7,452.00
APACHE CORP	70.000	6,864.02	8,637.00
APPLE INC	50.000	14,363.68	16,784.00
ASTRAZENECA PLC SP ADR	180.000	9,235.56	9,013.00
BCE INC	250.000	9,885.22	9,823.00
BANK OF AMERICA CORP	490.000	6,485.15	5,370.00
BANK OF NEW YORK MELLON CORP	190.000	5,051.85	4,868.00
BAXTER INTL INC	120.000	5,899.44	7,163.00
BERKSHIRE HATHAWAY INC CL B	190.000	16,096.80	14,704.00
BEST BUY CO INC	150.000	5,187.57	4,712.00
BRISTOL MYERS SQUIBB CO	410.000	11,563.56	11,874.00
CENTURYLINK INC	190.000	7,971.73	7,682.00
CHEVRON CORP	120.000	10,498.22	12,341.00
CINCINNATI FINL CORP	90.000	2,691.00	2,626.00
COCA COLA CO	40.000	2,552.70	2,692.00
COGNIZANT TECH SOLUTIONS CORP	90.000	5,474.05	6,601.00
COLUMBIA ACORN INTERNATIONAL FUND CL Z	1949.886	70,812.23	80,199.00
CONOCOPHILLIPS	210.000	12,892.75	15,790.00
CON EDISON	90.000	4,742.68	4,792.00
COVANCE INC	60.000	2,920.29	3,562.00
DOMINION RESOURCES INC /VA	210.000	9,883.71	10,137.00
DOVER CORP	110.000	5,721.47	7,458.00
DUKE ENERGY CORP	450.000	8,379.00	8,474.00
EMC CORP	320.000	6,561.72	8,816.00
EBAY INC	130.000	2,986.07	4,195.00
EMERSON ELECTRIC CO	90.000	4,743.84	5,063.00
EXPRESS SCRIPTS	350.000	17,536.90	18,893.00
FORTUNE BRANDS INC	70.000	4,314.87	4,464.00
FREEPORT MCMORAN COPPER & GOLD CLASS B	140.000	6,072.80	7,406.00
GENERAL ELECTRIC CO	540.000	8,853.84	10,184.00
GILEAD SCIENCES INC	390.000	13,946.35	16,150.00
GLAXOSMITHKLINE PLC ADR	260.000	10,994.36	11,154.00
GOLDMAN SACHS GROUP INC	110.000	16,965.89	14,640.00
GOOGLE INC CL A	30.000	16,034.50	15,191.00
HANCOCK JOHN BK & THRIFT BANK & THRIFT OPPORTUNITY FUND	90.000	1,493.55	1,479.00
HEALTH CARE REIT INC	90.000	4,679.02	4,719.00
HEINZ H J CO	220.000	11,839.61	11,722.00
HONEYWELL INTERNATIONAL INC	90.000	4,100.10	5,363.00

MARGARET SCHENCK VAN POOLE FOUNDATION
2011 FORM 990-PF, PART II, INVESTMENTS-OTHER

99-0291928

Description	Units	Book Value	Market Value
HOSPITALITY PROPERTIES TRUST	100.000	2,354.79	2,425.00
HUMANA INC	100.000	5,145.95	8,054.00
INTEL CORP	310.000	6,062.64	6,870.00
INTUITIVE SURGICAL INS	20.000	5,355.00	7,442.00
JP MORGAN CHASE & CO	180.000	6,990.56	7,369.00
JACOBS ENGINEERING GROUP INC	190.000	7,378.96	8,218.00
JANUS TRITON FUND CL T	6652.863	91,809.50	120,217.00
JOHNSON & JOHNSON	120.000	7,757.28	7,982.00
KIMBERLY CLARK CORP	160.000	10,692.48	10,650.00
KOHL'S CORP	70.000	3,648.33	3,501.00
LABORATORY CORP AMERICA HOLDINGS	40.000	3,013.54	3,872.00
LILLY ELI & CO	250.000	9,420.30	9,383.00
NATIXIS LOOMIS SAYLES LTD GOV AND AGCY FD CL Y	2268.549	27,177.22	27,064.00
LORILLARD INC	30.000	3,344.67	3,266.00
MAINSTAY HIGH YIELD CORP BOND FUND CL I	40262.537	239,979.38	238,354.00
MARATHON OIL CORP	160.000	5,494.73	8,429.00
MCDONALDS CORP	70.000	5,047.48	5,902.00
MICROSOFT CORP	230.000	5,661.36	5,980.00
NATIONAL GRID PLC SP ADR	150.000	7,212.90	7,415.00
NEW YORK COMMUNITY BANCORP	250.000	3,930.00	3,748.00
NEXTERA ENERGY INC	90.000	4,840.75	5,171.00
PPL CORPORATION	150.000	4,190.39	4,175.00
PERRIGO CO.	110.000	7,186.40	9,666.00
PHILIP MORRIS INTERNATIONAL	200.000	13,335.72	13,354.00
T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FUND	3462.877	112,093.33	111,851.00
PROCTER & GAMBLE CO	190.000	11,789.54	12,078.00
PROGRESS ENERGY INC	140.000	6,607.78	6,721.00
PUBLIC SERVICE ENT GROUP INC	170.000	5,581.14	5,549.00
QUALCOMM INC	180.000	8,203.38	10,222.00
QUEST DIAGNOSTICS INC	50.000	2,486.59	2,955.00
RS GLOBAL NATURAL RESOURCES FUND CL Y	4788.813	192,749.72	190,355.00
REYNOLDS AMERICAN INC	220.000	8,316.44	8,151.00
T ROWE PRICE INSTITUTIONAL FLOATING RATE FUND CL I	5241.410	54,301.01	53,882.00
ROYAL DUTCH SHELL PLC ADR B	170.000	11,983.26	12,198.00
SANDISK CORP	100.000	5,106.28	4,150.00
SCANA CORP	70.000	2,824.50	2,756.00
RYDEX/SGI MID CAP VALUE FUND CL I	9599.437	106,787.20	119,417.00
SENIOR HOUSING PROP TRUST	110.000	2,602.42	2,575.00
SOUTHERN CO	280.000	11,111.41	11,306.00
STAPLES INC	160.000	3,518.18	2,528.00
STERICYCLE INC	70.000	4,461.76	6,238.00
TELEFONICA DE ESPANA ADS	310.000	7,503.39	7,592.00
TEMPLETON GLOBAL BOND FUND CL AD	2172.367	29,723.37	30,131.00
TEVA PHARMACEUTICAL INDS LTD SP ADR	280.000	14,170.94	13,502.00
TIME WARNER CABLE INC	60.000	4,002.39	4,682.00
TOTAL SA SP ADR	120.000	6,773.50	6,941.00
US BANCORP	650.000	15,701.49	16,582.00

**MARGARET SCHENCK VAN POOLE FOUNDATION
2011 FORM 990-PF, PART II, INVESTMENTS-OTHER**

99-0291928

Description	Units	Book Value	Market Value
UNILEVER PLC SPONSORED ADR	200.000	6,471.26	6,478.00
UNITED TECHNOLOGIES CORP	70.000	5,062.25	6,196.00
VARIAN MEDICAL SYSTEMS INC	130.000	7,830.00	9,103.00
VERIZON COMMUNICATIONS	300.000	10,766.97	11,169.00
VISA INC CL A SHARES	240.000	17,560.64	20,222.00
VODAFONE GROUP PLC SP ADR	370.000	9,869.08	9,886.00
WAL-MART STORES INC	120.000	6,474.01	6,377.00
WATSON PHARMACEUTICAL	100.000	4,406.46	6,873.00
WELLS FARGO COMPANY	300.000	8,252.56	8,418.00
WINDSTREAM CORP	240.000	3,196.80	3,110.00
INGERSOLL-RAND PLC	70.000	3,090.21	3,179.00
TRANSOCEAN LTD	80.000	4,340.93	5,156.00
TOTAL OTHER INVESTMENTS		<u>2,187,806.16</u>	<u>2,360,640.00</u>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
PACIFIC CAPITAL CASH ASSETS TRUST	18.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	18.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOH A/C #115030603	93,466.	32,538.	60,928.
TOTAL TO FM 990-PF, PART I, LN 4	93,466.	32,538.	60,928.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX SERVICE FEE	1,750.	525.		1,225.
TO FORM 990-PF, PG 1, LN 16B	1,750.	525.		1,225.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD AT SOURCE	37.	37.		0.
FYE 6/30/2010 FEDERAL EXCISE TAX EXTENSION PAYMENT	1,076.	0.		0.
FYE 6/30/11 3RD QTR EST EXCISE TAX	280.	0.		0.
FYE 6/30/11 4TH QTR EST EXCISE TAX	280.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,673.	37.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT-INV	COST	2,187,806.	2,360,640.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,187,806.	2,360,640.