Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
BARBARA S AND ALLEN C WILCOX, JR FOUNDATION

A Employer identification number
94-3270714

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
83-500 KAWAIKI ROAD

B Telephone number
808 329 6439

City or town, state, and ZIP code
CAPTAIN COOK, HI 96704

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,979,609.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14.	14.		Statement 1
	4 Dividends and interest from securities	62,375.	62,375.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	354,241.			
	b Gross sales price for all assets on line 6a 4,050,973.				
	7 Capital gain net income (from Part IV, line 2)		354,241.		
	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	416,630.	416,630.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees Stmt 3	11,557.	9,246.		2,311.
	17 Interest				
	18 Taxes Stmt 4	3,507.	341.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	3.	2.		1.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,067.	9,589.		2,312.
	25 Contributions, gifts, grants paid	76,550.			76,550.
	26 **Total expenses and disbursements.** Add lines 24 and 25	91,617.	9,589.		78,862.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	325,013.			
	b **Net investment income** (if negative, enter -0-)		407,041.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	49,702.	6,385.	6,385.
	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 6	179,619.	1,365,830.	977,152.
	b Investments - corporate stock Stmt 7	1,453,546.	633,869.	996,072.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,682,867.	2,006,084.	1,979,609.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,574,791.	1,574,791.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	108,076.	431,293.	
	30 **Total net assets or fund balances**	1,682,867.	2,006,084.	
	31 **Total liabilities and net assets/fund balances**	1,682,867.	2,006,084.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,682,867.
2	Enter amount from Part I, line 27a	2	325,013.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,007,880.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	1,796.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,006,084.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,050,973.		3,696,732.	354,241.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				354,241.

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 — 354,241.

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))
2010	1,573.	1,719,502.	.000915
2009	83,835.	1,619,805.	.051756
2008	66,950.	1,744,112.	.038386
2007	89,905.	1,788,530.	.050268
2006	91,336.	1,723,009.	.053010

2	**Total** of line 1, column (d)	2	.194335
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	.038867
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,917,321.
5	Multiply line 4 by line 3	5	74,521.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,070.
7	Add lines 5 and 6	7	78,591.
8	Enter qualifying distributions from Part XII, line 4	8	78,862.

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 ▶ [X] and enter 1% of Part I, line 27b	1	4,070.
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	4,070.
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	4,070.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 2,200.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 6,700.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	8,900.
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	4,830.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 2,280. **Refunded** ▶	11	2,550.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ HI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BETTY CHEE Telephone no. ▶ 808 329 6439

Located at ▶ 83-500 KEAWAIKI ROAD, CAPTAIN COOK, HI ZIP+4 ▶ 96704

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)* 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 2011?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | **6b** | No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | **7b** |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8		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

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
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
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	1,747,092.
b	Average of monthly cash balances		1b	199,427.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,946,519.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	1,946,519.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	29,198.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,917,321.
6	**Minimum investment return.** Enter 5% of line 5		6	95,866.

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	95,866.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 4,070.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,070.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	91,796.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	91,796.
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	91,796.

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	78,862.
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	78,862.
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	4,070.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	74,792.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				91,796.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			75,191.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 78,862.				
a Applied to 2010, but not more than line 2a			75,191.	
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 2011 distributable amount				3,671.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				88,125.
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 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

BARBARA S WILCOX

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

None

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

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

a The name, address, and telephone number 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT OF GRANTS				76,550.
Total			▶ 3a	76,550.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14.	
4 Dividends and interest from securities			14	62,375.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	354,241.	
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.		416,630.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 416,630.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

123621
12-02-11

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date: NOV 1: '12 — Title: VICE PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SCOT K. UEHARA		OCT 22 '12		P00365425

Firm's name ▶ WEALTH MANAGEMENT CPAS — Firm's EIN ▶ 26-3910260

Firm's address ▶ 1001 BISHOP STREET, SUITE 2880 HONOLULU, HI 96813 — Phone no. 808 521-8805

123622 12-02-11

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	CHARLES SCHWAB (SEE STATEMENT)	P	Various	12/31/11
b	CHARLES SCHWAB (SEE STATEMENT)	P	Various	12/31/11
c	BERNSTEIN (SEE STATEMENT)	P	Various	12/31/11
d	BERNSTEIN (SEE STATEMENT)	P	Various	12/31/11
e	BERNSTEIN (SEE STATEMENT)	P	Various	12/31/11
f	Capital Gains Dividends			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	822,826.		788,158.	34,668.
b	396,228.		336,707.	59,521.
c	327.		299.	28.
d	2,026,036.		1,987,155.	38,881.
e	783,402.		584,413.	198,989.
f	22,154.			22,154.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				34,668.
b				59,521.
c				28.
d				38,881.
e				198,989.
f				22,154.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	354,241.
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

123591
05-01-11

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ALCOA INC: AA	2,300.0000	01/14/11	02/23/11	$37,803.01	$36,772.38	$1,030.63
Security Subtotal				**$37,803.01**	**$36,772.38**	**$1,030.63**
BERKSHIRE HATHAWAY B NEWCLASS B: BRKB	700.0000	12/07/10	02/23/11	$57,859.50	$56,119.48	$1,740.02
Security Subtotal				**$57,859.50**	**$56,119.48**	**$1,740.02**
ILLINOIS TOOL WORKS INC: ITW	800.0000	11/05/10	02/23/11	$42,543.43	$38,727.35	$3,816.08
Security Subtotal				**$42,543.43**	**$38,727.35**	**$3,816.08**
ISHARES MSCI PAC EX JAPNPACIFIC EX-JAPAN INDEX FUND: EPP	1,200.0000	11/04/10	02/23/11	$55,251.19	$58,449.19	($3,198.00)
Security Subtotal				**$55,251.19**	**$58,449.19**	**($3,198.00)**
ISHARES MSCI SINGAPORE SINGAPORE FREE INDX FUND: EWS	3,300.0000	09/14/10	08/08/11	$41,901.81	$42,541.66	($639.85)
ISHARES MSCI SINGAPORE SINGAPORE FREE INDX FUND: EWS	700.0000	11/04/10	08/08/11	$8,888.26	$10,016.29	($1,128.03)
Security Subtotal				**$50,790.07**	**$52,557.95**	**($1,767.88)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report charles SCHWAB

Schwab One® Account of
BARBARA S AND ALLEN C WILCOX JR FOUNDATION

Account Number
9186-5769

Report Period
January 1 - December 31, 2011

2011 Year-End Schwab Gain/Loss Report

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Realized Gain or (Loss) (continued)

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES TR BARCLAYS BONDBARCLAYS 20+YEAR TREAS BOND FUND: TLT	600.0000	12/09/10	01/21/11	$54,467.48	$56,230.93	($1,763.45)
Security Subtotal				**$54,467.48**	**$56,230.93**	**($1,763.45)**
JOHNSON CONTROLS INC: JCI	1,500.0000	08/23/10	02/23/11	$62,180.61	$42,187.30	$19,993.31
Security Subtotal				**$62,180.61**	**$42,187.30**	**$19,993.31**
MEDTRONIC INC: MDT	1,000.0000	12/29/10	08/03/11	$34,006.80	$37,321.05	($3,314.25)
Security Subtotal				**$34,006.80**	**$37,321.05**	**($3,314.25)**
PEPSICO INC 3.1%15NOTES DUE 01/15/15: 713448BM9	30,000.0000	06/29/10	01/11/11	$31,365.63	$31,375.35	($9.72)
Security Subtotal				**$31,365.63**	**$31,375.35**	**($9.72)**
RAYTHEON COMPANY NEW: RTN	100.0000	03/31/11	08/03/11	$4,308.54	$5,103.75	($795.21)
Security Subtotal				**$4,308.54**	**$5,103.75**	**($795.21)**
US TREAS NT 4%08/18U S T NOTE DUE 08/15/18: 912828JH4	80,000.0000	07/01/10	03/15/11	$86,611.20	$88,350.00	($1,738.80)
Security Subtotal				**$86,611.20**	**$88,350.00**	**($1,738.80)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
UST INFL IDX 1.375%01/20INFL INDEX DUE 01/15/20: 912828MF4	180,000.0000	04/26/10	03/15/11	$193,888.56	$179,618.96	$14,269.60
Security Subtotal				**$193,888.56**	**$179,618.96**	**$14,269.60**
WAL-MART STORES 4.25%13NOTES DUE 04/15/13: 931142CL5	30,000.0000	06/17/10	01/11/11	$32,139.30	$32,276.10	($136.80)
Security Subtotal				**$32,139.30**	**$32,276.10**	**($136.80)**
WALGREEN COMPANY: WAG	1,000.0000	12/07/10	02/23/11	$42,082.13	$36,416.35	$5,665.78
Security Subtotal				**$42,082.13**	**$36,416.35**	**$5,665.78**
WASTE MANAGEMENT INC DEL: WM	1,000.0000	10/21/10	02/23/11	$37,528.23	$36,652.35	$875.88
Security Subtotal				**$37,528.23**	**$36,652.35**	**$875.88**
Total Short-Term				**$822,825.68**	**$788,158.49**	**$34,667.19**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AUSTRALIAN GOVT 5.75%12FBONDS DUE 04/15/12SERIES 123: Q0819ACV0	60,000.0000	01/14/10	08/03/11	$64,721.90	$57,135 84	$7,586.06

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

CG1G3601-002639 638544

charles SCHWAB

Schwab One® Account of
BARBARA S AND ALLEN C WILCOX JR FOUNDATION

Account Number
9186-5769

Report Period
January 1 - December 31, 2011

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AUSTRALIAN GOVT 5.75%12FBONDS DUE 04/15/12SERIES 123: Q0819ACV0	50,000.0000	03/15/10	08/03/11	$53,934.92	$46,570.46	$7,364.46
Security Subtotal				**$118,656.82**	**$103,706.30**	**$14,950.52**
JOHNSON & JOHNSON: JNJ	350.0000	05/14/07	02/23/11	$21,230.61	$22,018.20 [a]	($787.59)
JOHNSON & JOHNSON. JNJ	110.0000	05/22/07	02/23/11	$6,672.48	$7,012.17	($339.69)
JOHNSON & JOHNSON: JNJ	140.0000	05/22/07	02/23/11	$8,492.24	$8,925.00	($432.76)
JOHNSON & JOHNSON: JNJ	300.0000	08/06/08	02/23/11	$18,197.67	$21,328.38	($3,130.71)
Security Subtotal				**$54,593.00**	**$59,283.75**	**($4,690.75)**
RAYTHEON COMPANY NEW: RTN	900.0000	06/25/09	08/03/11	$38,776.88	$40,397.08	($1,620.20)
Security Subtotal				**$38,776.88**	**$40,397.08**	**($1,620.20)**
ROYAL DUTCH SHELL A ADRFSPONSORED ADR 1 ADR REPS 2: RDSA	500 0000	01/05/09	02/07/11	$35,140.25	$27,372.00	$7,768.25
ROYAL DUTCH SHELL A ADRFSPONSORED ADR 1 ADR REPS 2: RDSA	700.0000	03/27/09	02/07/11	$49,196.34	$32,248.85	$16,947.49
Security Subtotal				**$84,336.59**	**$59,620.85**	**$24,715.74**
SYSCO CORPORATION: SYY	500.0000	04/17/08	02/23/11	$14,075.76	$14,048.75	$27.01

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2011 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method
Mutual Funds: Average
All Other Investments: First In First Out [FIFO]

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SYSCO CORPORATION: SYY	500.0000	03/13/09	02/23/11	$14,075.75	$10,848.25	$3,227.50
Security Subtotal				**$28,151.51**	**$24,897.00**	**$3,254.51**
TYCO INTL LTD NEW F: TYC	800.0000	08/06/09	06/23/11	$36,852.79	$24,645.27	$12,207.52
TYCO INTL LTD NEW F: TYC	300.0000	12/29/09	06/23/11	$13,819.79	$10,818.34	$3,001.45
Security Subtotal				**$50,672.58**	**$35,463.61**	**$15,208.97**
WALGREEN COMPANY: WAG	500.0000	03/25/09	02/23/11	$21,041.06	$13,338.14	$7,702.92
Security Subtotal				**$21,041.06**	**$13,338.14**	**$7,702.92**
Total Long-Term				**$396,228.44**	**$336,706.73**	**$59,521.71**
Total Realized Gain or (Loss)				**$1,219,054.12**	**$1,124,865.22**	**$94,188.90**

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

CG1G3601-002639 638546

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM COVERED								
09/12/2011	11/04/2011	8	GILEAD SCIENCES INC	40 85	37 41	326 83	299 32	27 51
			SUBTOTAL FOR SHORT-TERM COVERED			326 83	299 32	27 51
SHORT-TERM NON-COVERED								
11/04/2010	09/09/2011	355	***ACCENTURE PLC-CL A	49 97	45 51	17,740 17	16,155 54	1,584 63
09/17/2010	09/09/2011	500	BARD (C R) INC	89 90	80 83	44,948 35	40,414 60	4,533 75
12/07/2010	09/09/2011	100	BARD (C R) INC	89 90	86 51	8,989 67	8,650 98	338 69
01/20/2011	09/09/2011	500	COSTCO WHOLESALE CORP	78 71	72 46	39,352 80	36,228 00	3,124.80
03/17/2011	09/09/2011	300	COSTCO WHOLESALE CORP	78 71	70 78	23,611 68	21,232 69	2,378 99
04/08/2011	09/09/2011	300	CONTINENTAL RESOURCES INC/OK	50 57	71.19	15,171 00	21,356 05	-6,185 05
01/24/2011	09/09/2011	120	INTUITIVE SURGICAL INC	368 18	332 39	44,181 20	39,887 23	4,293 97
03/31/2011	09/09/2011	2,700	ISHARES COMEX GOLD TRUST	18 12	14 05	48,919 95	37,928 82	10,991.13
02/10/2011	09/09/2011	900	MCCORMICK & CO INC COM NON VTG	45 39	44 82	40,853 52	40,341 19	512 33
03/10/2011	09/09/2011	495	MCDONALD'S CORP	83 92	76 73	41,539 86	37,980 51	3,559 35
12/07/2010	09/09/2011	100	***NESTLE SA-SPONS ADR FOR REG	55 88	56 26	5,588.00	5,626 37	-38.37
03/31/2011	09/09/2011	975	PROCTER & GAMBLE CO	61 82	61 69	60,271 19	60,143 90	127 29
03/21/2011	09/09/2011	325	SCHLUMBERGER LTD	71 82	89 19	23,341 50	28,985 60	-5,644 10
06/21/2011	09/09/2011	700	WAL-MART STORES INC	51 40	53 26	35,981 47	37,278 70	-1,297 23
07/08/2011	09/09/2011	100,000	PHILIP MORRIS INTERNATIONAL IN DUE 05/16/2016 2 500%	104 10	101 62	104,099 00	101,615 30	2,483.70
03/16/2011	09/12/2011	100,000	***CANADA DUE 12/01/2014 2 000%	110 11	100 70	110,109 77	100,702 07	9,407 70
05/12/2011	09/12/2011	100,000	***CANADA DUE 06/01/2021 3 250%	103 12	104.11	103,116 63	104,111 40	-994 77
09/12/2011	09/20/2011	55	GENERAL ELECTRIC CO	16 26	14 82	894 55	815 25	79 30
09/12/2011	09/28/2011	5	NOBLE ENERGY INC	73 96	79 78	369 80	398 88	-29 08
09/12/2011	09/28/2011	10	UNITEDHEALTH GROUP INC	48 89	45 43	488 95	454 34	34 61
09/12/2011	09/29/2011	25	DIRECTV-CLASS A	43 64	40 77	1,090 90	1,019 37	71 53
09/12/2011	09/30/2011	50	ALCOA INC	9 80	11 38	489.83	569.21	-79 38
09/12/2011	09/30/2011	105	DELTA AIR LINES INC	7 63	7 27	801 23	763 58	37 65
09/12/2011	10/04/2011	10	ANADARKO PETROLEUM CORP	59 75	68 49	597 50	684.95	-87 45
09/12/2011	10/05/2011	5	NOBLE ENERGY INC	72 47	79 78	362 35	398 88	-36 53
09/12/2011	10/06/2011	75	ALCOA INC	9 86	11 38	739.69	853 82	-114 13
09/12/2011	10/06/2011	10	LIMITED BRANDS INC	40 44	36 42	404 40	364 25	40 15
09/12/2011	10/07/2011	20	HEWLETT-PACKARD CO	24 71	22 26	494 23	445 20	49 03
09/12/2011	10/07/2011	23	TIME WARNER CABLE	67 49	60 47	1,552 32	1,390 83	161 49
09/12/2011	10/10/2011	3	ANADARKO PETROLEUM CORP	67 08	68 50	201 23	205 49	-4 26
09/12/2011	10/11/2011	15	THE WALT DISNEY CO	32 55	30 72	488 21	460 74	27 47
09/12/2011	10/14/2011	17	DEVON ENERGY CORPORATION	59 85	62 26	1,017 51	1,058 43	-40 92
09/12/2011	10/18/2011	10	LIMITED BRANDS INC	41 19	36 42	411.95	364 25	47 70
09/13/2011	10/19/2011	12	UNITED TECHNOLOGIES CORP	73 68	72 09	884.22	865 14	19 08
09/12/2011	10/20/2011	10	CELGENE CORP	65 97	60 14	659 66	601 45	58 21
09/12/2011	10/20/2011	15	NORTHROP GRUMMAN CORP	54 18	51 39	812 65	770.87	41 78

Capital Gains Report

BARBARA S & ALLEN C. WILCOX, JR., FOUNDATION (Account: 888-64599) January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/12/2011	10/24/2011	15	NORTHROP GRUMMAN CORP	56 42	51 39	846 34	770 88	75 46
09/12/2011	10/25/2011	55	DELL INC	15 67	13 85	861 62	761 87	99 75
09/12/2011	10/25/2011	5	DELL INC	15 67	13 85	78 33	69 26	9 07
09/12/2011	10/26/2011	30	AT&T INC	28 55	27.40	856 45	821.91	34 54
09/12/2011	10/26/2011	25	LOWE'S COS INC	21 49	18 87	537 36	471 76	65.60
09/12/2011	10/27/2011	10	CITRIX SYSTEMS INC	75 25	53 45	752 55	534 49	218.06
09/12/2011	10/27/2011	60	WELLS FARGO & COMPANY	27 17	23 47	1,630 11	1,408 30	221 81
09/12/2011	10/28/2011	5	ALLERGAN INC	84 43	77 04	422 14	385 19	36 95
09/12/2011	10/28/2011	25	CONOCOPHILLIPS	71 90	63 74	1,797 54	1,593 58	203.96
09/12/2011	10/28/2011	10	CELGENE CORP	65 97	60 14	659 73	601 45	58.28
09/12/2011	10/28/2011	15	STARBUCKS CORP	42 51	37 02	637 67	555 25	82 42
03/31/2011	11/01/2011	8	PROCTER & GAMBLE CO	63 04	61 69	504 29	493 49	10 80
09/12/2011	11/02/2011	10	LIMITED BRANDS INC	43 25	36 42	432.54	364 25	68.29
09/12/2011	11/04/2011	3	AMAZON COM INC	216 90	211 68	650 71	635 05	15 66
09/12/2011	11/04/2011	4,767	ALLIANCEBERNSTEIN GLOBAL	8 35	8 16	39,805 76	38,900 00	905.76
		157	REAL ESTATE INVT FD II CL I					
09/12/2011	11/04/2011	10	***ASTRAZENECA PLC-SPONS ADR	47 85	43 35	478 53	433 47	45 06
09/12/2011	11/04/2011	110	AB SMID CAP VALUE ADV CLASS	16 73	15 03	1,850 00	1,662 02	187 98
		580						
09/12/2011	11/04/2011	313	AB SMID CAP GROWTH ADV CLASS	6 70	5 97	2,100 00	1,871 19	228 81
		433						
09/13/2011	11/04/2011	20	ARUBA NETWORKS INC	24 97	19 01	499 36	380 27	119 09
11/04/2010	11/04/2011	20	***ACCENTURE PLC-CL A	58 35	45 51	1,166 94	910.17	256 77
09/12/2011	11/04/2011	1,766	AB REAL ASSET STRATEGY	11 04	10 93	19,500 00	19,305 70	194.30
		304	CLASS 1					
09/12/2011	11/04/2011	10	ALLERGAN INC	83 81	77 04	838 06	770 39	67 67
09/12/2011	11/04/2011	9	ANADARKO PETROLEUM CORP	82 28	68 50	740 51	616 46	124 05
09/12/2011	11/04/2011	7	APPLE INC	401 48	374 70	2,810 35	2,622 87	187 48
09/12/2011	11/04/2011	20	BROADCOM CORP-CL A	36 05	32 58	721 09	651 69	69 40
09/12/2011	11/04/2011	15	***BP PLC-SPONS ADR	43 92	35 55	658 77	533 31	125 46
09/12/2011	11/04/2011	12	BORGWARNER INC	75 64	64 77	907 74	777 24	130 50
09/12/2011	11/04/2011	10	CITRIX SYSTEMS INC	74 56	53 45	745 63	534 49	211 14
09/12/2011	11/04/2011	20	CMS ENERGY CORP	20 59	18 74	411 80	374 71	37 09
09/13/2011	11/04/2011	15	CENTURYLINK INC	35 91	34 22	538 62	513 30	25 32
09/13/2011	11/04/2011	25	CENTURYLINK INC	35 91	34 22	897 70	855 50	42 20
09/12/2011	11/04/2011	28	COMCAST CORP-CL A	22 82	20 64	638 90	577 93	60 97
09/12/2011	11/04/2011	10	***COVIDIEN PLC	45 69	46 80	456 92	468 01	-11 09
10/10/2011	11/04/2011	35	CITIGROUP INC	30 24	26.00	1,058 32	909 86	148 46
09/12/2011	11/04/2011	15	CONOCOPHILLIPS	70 67	63 74	1,059 98	956 15	103 83
09/12/2011	11/04/2011	7	CELGENE CORP	63 84	60 15	446 87	421 02	25 85
09/12/2011	11/04/2011	35	CORNING INC	14 54	13 23	508 78	462 90	45.88
09/12/2011	11/04/2011	20	DANAHER CORP	48 70	42 08	974 06	841 56	132 50
09/12/2011	11/04/2011	20	THE WALT DISNEY CO	34 79	30 72	695 74	614 32	81 42
09/14/2011	11/04/2011	20	DOW CHEMICAL	28 02	26 65	560 46	532 99	27 47
09/12/2011	11/04/2011	10	EOG RESOURCES INC	102 25	84 40	1,022 49	844 00	178 49
09/12/2011	11/04/2011	30	EMC CORP/MASS	24 73	21 22	741 92	636 46	105 46
09/12/2011	11/04/2011	15	EXPRESS SCRIPTS INC	45 21	44 04	678 12	660 62	17 50
09/12/2011	11/04/2011	6	FLOWSERVE CORPORATION	99 77	83.59	598 62	501 55	97 07
09/12/2011	11/04/2011	15	FMC TECHNOLOGIES INC	46 78	41 58	701.76	623 68	78 08

Capital Gains Report

BARBARA S & ALLEN C. WILCOX, JR., FOUNDATION (Account: 888-64599) January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/12/2011	11/04/2011	3	GOOGLE INC-CL A	597 38	521 96	1,792 14	1,565 89	226 25
09/12/2011	11/04/2011	27	GILEAD SCIENCES INC	40 85	37 41	1,103 04	1,010 19	92 85
09/12/2011	11/04/2011	5	GOODRICH CORP	122 38	82 64	611 90	413 19	198.71
09/12/2011	11/04/2011	35	HEWLETT-PACKARD CO	26 88	22 26	940 74	779.10	161.64
09/12/2011	11/04/2011	10	INTUIT INC	53 80	45 73	538 01	457 35	80 66
09/12/2011	11/04/2011	25	JPMORGAN CHASE & CO	33 78	31 63	844 49	790 74	53 75
09/12/2011	11/04/2011	40	JPMORGAN CHASE & CO	33 78	31 63	1,351 18	1,265 18	86 00
09/12/2011	11/04/2011	25	JOHNSON CONTROLS INC	32 54	28 29	813 41	707.37	106 04
09/12/2011	11/04/2011	30	KROGER CO	22 85	21 52	685 47	645 56	39 91
10/05/2011	11/04/2011	3	ESTEE LAUDER COMPANIES-CL A	117 71	87 34	353 12	262 02	91 10
09/12/2011	11/04/2011	15	***LYONDELLBASELL INDU-CL A	35 03	30.77	525.40	461 62	63 78
09/12/2011	11/04/2011	15	LIMITED BRANDS INC	42 74	36 42	641 13	546 37	94 76
09/12/2011	11/04/2011	20	MONSANTO CO	72 51	65 70	1,450 13	1,313 92	136 21
09/12/2011	11/04/2011	25	MARATHON OIL CORP	27 08	24 25	676 92	606 20	70.72
09/12/2011	11/04/2011	25	METLIFE INC	34 68	29 09	867 00	727 13	139 87
09/12/2011	11/04/2011	25	***MARVELL TECHNOLOGY GROUP LT	14 21	14 05	355 13	351 33	3.80
09/12/2011	11/04/2011	25	MARATHON PETROLEUM CORP	38 50	35 77	962 39	894 26	68.13
03/10/2011	11/04/2011	5	MCDONALD'S CORP	93 69	76 73	468 45	383 64	84.81
09/12/2011	11/04/2011	15	NOBLE ENERGY INC	90 95	79 78	1,364 29	1,196 64	167.65
09/12/2011	11/04/2011	5	NORTHROP GRUMMAN CORP	57 27	51 39	286 34	256 96	29.38
09/12/2011	11/04/2011	25	ORACLE CORP	32 59	26.18	814.70	654 39	160.31
09/12/2011	11/04/2011	75	PFIZER INC	19 63	18 05	1,471 90	1,353 61	118.29
09/12/2011	11/04/2011	10	***POTASH CORP OF SASKATCHEWAN	48 19	56 16	481 87	561 61	-79 74
09/12/2011	11/04/2011	6	PRECISION CASTPARTS CORP	168 16	156 18	1,008 97	937 07	71 90
03/31/2011	11/04/2011	6	PROCTER & GAMBLE CO	62 99	61 69	377 94	370 12	7 82
09/12/2011	11/04/2011	25	QUALCOMM INC	56 42	50 42	1,410 50	1,260 46	150 04
10/10/2011	11/04/2011	10	RIVERBED TECHNOLOGY INC	28 91	21 32	289 07	213 20	75 87
09/12/2011	11/04/2011	10	ROVI CORP	48 06	43 70	480 63	437 03	43 60
03/21/2011	11/04/2011	15	SCHLUMBERGER LTD	74 93	89 19	1,123 99	1,337 80	-213 81
09/12/2011	11/04/2011	40	SMITHFIELD FOODS INC	22 43	18 94	897 06	757 42	139 64
09/12/2011	11/04/2011	20	STARBUCKS CORP	44 12	37 02	882 39	740 34	142 05
09/12/2011	11/04/2011	15	TRAVELERS COS INC/THE	58 22	47 69	873 25	715 36	157.89
09/12/2011	11/04/2011	15	UNITED PARCEL SERVICE-CL B	69 85	62 72	1,047 70	940 78	106 92
09/13/2011	11/04/2011	5	VF CORP	136 38	118 47	681 91	592 34	89 57
09/12/2011	11/04/2011	15	WELLPOINT INC	67 36	62 41	1,010 34	936 12	74 22
09/12/2011	11/04/2011	63,643 997	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11 91	11.91	758,000 00	758,000 00	0 00
09/21/2011	11/04/2011	28,799 328	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11 91	11.91	343,000 00	343,000 00	0.00
09/12/2011	11/04/2011	335 320	BERNSTEIN INTERNATIONAL PORTFOLIO	13 42	12 72	4,500 00	4,265 27	234 73
09/12/2011	11/09/2011	42	COMCAST CORP-CL A	21 87	20 64	918 58	866 90	51 68
09/12/2011	11/10/2011	15	ROVI CORP	28 38	43 70	425 72	655 54	-229 82
09/13/2011	11/11/2011	25	ARUBA NETWORKS INC	23 43	19 01	585 86	475 33	110 53
09/12/2011	11/11/2011	30	JPMORGAN CHASE & CO	33 38	31 63	1,001 49	948 89	52 60
09/12/2011	11/11/2011	5	LAS VEGAS SANDS CORP	45 24	46 89	226 22	234 46	-8 24
09/12/2011	11/11/2011	10	LAS VEGAS SANDS CORP	45 24	46 89	452 44	468 91	-16 47
09/12/2011	11/15/2011	18	COMCAST CORP-CL A	22 07	20 64	397 32	371 53	25.79
09/12/2011	11/22/2011	33	GILEAD SCIENCES INC	38 54	37 41	1,271 92	1,234 68	37 24

BARBARA S. & ALLEN C. WILCOX, JR., FOUNDATION (Account: 888-64599) January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/12/2011	11/22/2011	15	GILEAD SCIENCES INC	38 54	37 41	578 14	561 22	16.92
09/12/2011	11/23/2011	10	JOHNSON CONTROLS INC	27 96	28.29	279 56	282 95	-3 39
09/12/2011	12/05/2011	35	CONOCOPHILLIPS	72 68	63 74	2,543 68	2,231 00	312 68
09/12/2011	12/05/2011	10	WELLPOINT INC	69 15	62 41	691.54	624 08	67.46
09/22/2011	12/06/2011	6	PEPSICO INC	64 79	60 25	388 75	361 48	27.27
09/12/2011	12/06/2011	10	TRW AUTOMOTIVE HOLDINGS CORP	33 37	36 63	333 67	366 33	-32 66
09/12/2011	12/09/2011	5	CELGENE CORP	63 41	60 14	317 05	300 72	16.33
09/12/2011	12/12/2011	14	CONOCOPHILLIPS	70 40	63 74	985 65	892 40	93.25
09/12/2011	12/13/2011	14	COMCAST CORP-CL A	23 39	20 64	327 49	288.96	38 53
09/12/2011	12/14/2011	5	CELGENE CORP	63 24	60 15	316 18	300 73	15 45
09/12/2011	12/14/2011	3	CELGENE CORP	63 24	60 14	189 71	180 43	9 28
10/10/2011	12/16/2011	25	RIVERBED TECHNOLOGY INC	23 74	21 32	593 38	533 00	60 38
09/12/2011	12/21/2011	5	CITRIX SYSTEMS INC	57 82	53 45	289 11	267.25	21.86
09/12/2011	12/21/2011	15	LOWE'S COS INC	25 64	18 87	384 55	283 06	101 49
09/12/2011	12/21/2011	30	UNITEDHEALTH GROUP INC	49 90	45 43	1,497 10	1,363 03	134 07
			SUBTOTAL FOR SHORT-TERM NON-COVERED			2,026,036 13	1,987,154 90	38,881 23
LONG-TERM NON-COVERED								
08/13/2009	09/09/2011	800	***ACCENTURE PLC-CL A	49.97	35 99	39,977.84	28,789 18	11,188.66
01/20/2010	09/09/2011	500	BECTON DICKINSON & CO	75 92	76.73	37,962.00	38,363 45	-401.45
07/15/2010	09/09/2011	1,400	***CHECK POINT SOFTWARE TECH	51 79	32 93	72,503 48	46,108 85	26,394 63
12/10/2009	09/09/2011	750	ISHARES SILVER TRUST	40 59	16 95	30,440 93	12,714 34	17,726 59
01/11/2010	09/09/2011	900	ISHARES SILVER TRUST	40 59	18 34	36,529 11	16,505 95	20,023 16
03/08/2010	09/09/2011	700	KIMBERLY-CLARK CORP	66 99	60 09	46,894 47	42,062 15	4,832.32
01/19/2010	09/09/2011	900	***NESTLE SA-SPONS ADR FOR REG	55 88	48 51	50,292 00	43,661 20	6,630.80
03/31/2007	09/09/2011	300	PHILIP MORRIS INTERNATIONAL	66 09	49 76	19,827 66	14,929 40	4,898 26
10/17/2008	09/09/2011	600	PHILIP MORRIS INTERNATIONAL	66 09	43 08	39,655 32	25,845 31	13,810 01
07/15/2008	09/09/2011	25	SPDR GOLD TRUST	180 88	96 32	4,522 05	2,407 99	2,114 06
02/04/2009	09/09/2011	100	SPDR GOLD TRUST	180 88	88 92	18,088 21	8,892 08	9,196 13
02/26/2009	09/09/2011	100	SPDR GOLD TRUST	180 88	92 72	18,088 21	9,271 90	8,816 31
05/21/2009	09/09/2011	300	SPDR GOLD TRUST	180 88	93 39	54,264.63	28,016 83	26,247 80
12/10/2009	09/09/2011	100	SPDR GOLD TRUST	180 88	110 55	18,088 21	11,054 60	7,033 61
05/14/2010	09/09/2011	500	SPDR GOLD TRUST	180 88	120 88	90,441 05	60,438 30	30,002 75
04/13/2010	09/12/2011	90,000	***CANADA DUE 03/01/2013 1.750%	101 52	98 02	91,367 75	88,219 06	3,148 69
01/01/1950	09/12/2011	100,000	***AUSTRALIA DUE 02/15/2017 6 000%	114 46	107 13	114,458 65	107,132 84	7,325 81
			SUBTOTAL FOR LONG-TERM NON-COVERED			783,401 57	584,413 43	198,988 14
TOTAL						2,809,764.53	2,571,867.65	237,896.88

Capital Gains Report

BARBARA S. & ALLEN C WILCOX, JR., FOUNDATION (Account: 888-64599) January 1, 2011 through December 31, 2011

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
						** ACCOUNT TOTALS **		
						CURRENT PERIOD - G/L	237,896 88	
			SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)			27 51		
			SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)			38,881 23		
			SHORT TERM TOTAL				38,908 74	
			LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)			0 00		
			LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)			198,988 14		
			LONG TERM TOTAL				198,988 14	

Capital-Gains Distributions If you own shares of the Sanford C Bernstein Fund, Inc , you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report) Long-term capital-gains distributions are a separate item on the I R S forms, and appear on the Summary-of-Key-Items report

Zero-Cost Transactions If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero You will need to update the report data with the correct purchase information

This information should be reviewed by your tax advisor or accountant

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
BERNSTEIN	14.
Total to Form 990-PF, Part I, line 3, Column A	14.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BERNSTEIN CORPORATE INTEREST	3,741.	0.	3,741.
BERNSTEIN DIVIDEND	51,204.	22,154.	29,050.
SCHWAB CORPORATE BOND	12,838.	0.	12,838.
SCHWAB DIVIDEND	13,221.	0.	13,221.
SCHWAB US GOVT INTEREST	3,525.	0.	3,525.
Total to Fm 990-PF, Part I, ln 4	84,529.	22,154.	62,375.

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT MANAGEMENT FEES	11,557.	9,246.		2,311.
To Form 990-PF, Pg 1, ln 16c	11,557.	9,246.		2,311.

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	341.	341.		0.
FEDERAL TAXES	3,166.	0.		0.
To Form 990-PF, Pg 1, ln 18	3,507.	341.		0.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FILING FEES	3.	2.		1.
To Form 990-PF, Pg 1, ln 23	3.	2.		1.

Form 990-PF U.S. and State/City Government Obligations Statement 6

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
TREASURY NOTES	X		1,365,830.	977,152.
Total U.S. Government Obligations			1,365,830.	977,152.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			1,365,830.	977,152.

Form 990-PF Corporate Stock Statement 7

Description	Book Value	Fair Market Value
EQUITIES	633,869.	996,072.
Total to Form 990-PF, Part II, line 10b	633,869.	996,072.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 8

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
BARBARA S WILCOX 83-500 KEAWAIKI ROAD CAPTAIN COOK, HI 96704	PRES/SEC/DIRECTOR 1.00	0.	0.	0.
STEVEN C WILCOX 83-500 KEAWAIKI ROAD CAPTAIN COOK, HI 96704	VP/TREAS/DIRECTOR 1.00	0.	0.	0.
ANNE IRENE WILCOX 83-500 KEAWAIKI ROAD CAPTAIN COOK, HI 96704	DIRECTOR 1.00	0.	0.	0.
ALLEN C WILCOX III 83-500 KEAWAIKI ROAD CAPTAIN COOK, HI 96704	DIRECTOR 1.00	0.	0.	0.
BETTY CHEE 83-500 KEAWAIKI ROAD CAPTAIN COOK, HI 96704	DIRECTOR 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

WEALTH MANAGEMENT CPAS
1001 BISHOP ST., SUITE 2880
HONOLULU, HI 96813

2011 RETURN OF PRIVATE FOUNDATION - FORM 990-PF

ID	NAME	CR TO EST	REFUND
94-3270714	WILCOX, BARBARA S. & ALLEN C., JR. FOUNDATION	2,280.00	2,550.00

MAIL TO:
Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0027

CERTIFIED MAIL NO.
7011 2970 0001 9604 6638

11/14/2012