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: FREDERIC DUCLOS BARSTOW FOUNDATION

A Employer identification number: 99-6002185

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 3170, DEPT. 715 — Room/suite

B Telephone number: (808) 694-4525

City or town, state, and ZIP code: HONOLULU, HI 96802-3170

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)* ▶$ 1,071,476.

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	5.	5.		STATEMENT 1
4 Dividends and interest from securities	28,464.	28,464.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	15,062.			
b Gross sales price for all assets on line 6a 1,058,012.				
7 Capital gain net income (from Part IV, line 2)		15,062.		
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	43,531.	43,531.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	17,941.	13,456.		4,485.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	1,600.	480.		1,120.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	3,644.	156.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	5,640.	0.		5,640.
24 **Total operating and administrative expenses.** Add lines 13 through 23	28,825.	14,092.		11,245.
25 Contributions, gifts, grants paid	37,000.			37,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	65,825.	14,092.		48,245.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-22,294.			
b **Net investment income** (if negative, enter -0-)		29,439.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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123501 12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions.**

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5-14 23

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	53.	268.	268.
2 Savings and temporary cash investments	42,950.	32,889.	32,889.
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 6	1,012,776.	1,000,328.	1,038,319.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	1,055,779.	1,033,485.	1,071,476.
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	1,055,779.	1,033,485.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 **Total net assets or fund balances**	1,055,779.	1,033,485.	
31 **Total liabilities and net assets/fund balances**	1,055,779.	1,033,485.	

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	1,055,779.
2 Enter amount from Part I, line 27a	2	-22,294.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,033,485.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,033,485.

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	CAPITAL GAINS DIVIDENDS			
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	822,179.		816,154.	6,025.
b	229,540.		226,796.	2,744.
c	6,293.			6,293.
d				
e				

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				6,025.
b				2,744.
c				6,293.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 15,062.

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	48,635.	1,041,505.	.046697
2009	71,331.	939,726.	.075906
2008	68,506.	1,158,025.	.059158
2007	76,327.	1,378,035.	.055388
2006	10,035.	1,280,125.	.007839

2	Total of line 1, column (d)	2	.244988
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	.048998
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,094,458.
5	Multiply line 4 by line 3	5	53,626.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	294.
7	Add lines 5 and 6	7	53,920.
8	Enter qualifying distributions from Part XII, line 4	8	48,245.

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).	1	589.
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	589.
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	589.
6 Credits/Payments:		
a 2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 1,840.		
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	1,840.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	1,251.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 600. **Refunded** ▶	11	651.

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)?	1b		X
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.			
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)*

		Line	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 ▶ WWW.BOH.COM/SITES/FOUNDATION/INDEX.ASP

14 The books are in care of ▶ BANK OF HAWAII Telephone no. ▶ (808) 694-4525

Located at ▶ 130 MERCHANT STREET, 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

		Line	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

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

			Line	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 instructions)?		1b		X
	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 | | 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
BANK OF HAWAII P.O. BOX 3170 HONOLULU, HI 968023170	TRUSTEE 1.00	17,941.	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	1,087,660.
b	Average of monthly cash balances	1b	23,465.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,111,125.
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	1,111,125.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,667.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,094,458.
6	**Minimum investment return**. Enter 5% of line 5	6	54,723.

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

1	Minimum investment return from Part X, line 6	1	54,723.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 589.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	589.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,134.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	54,134.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	54,134.

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	48,245.
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	48,245.
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	48,245.

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				54,134.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			20,039.	
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: ▶ $ 48,245.				
a Applied to 2010, but not more than line 2a			20,039.	
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				28,206.
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				25,928.
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).)

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.

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

SEE STATEMENT-A

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

SEE STATEMENT-A

c Any submission deadlines:

SEE STATEMENT-A

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

SEE STATEMENT-A

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-GRA				37,000.
Total			▶ 3a	37,000.
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	5.	
4 Dividends and interest from securities			14	28,464.	
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	15,062.	
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.		43,531.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 43,531.

(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).

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

		Line	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

BANK OF HAWAII, TRUSTEE

By [signature] Vice President

Signature of officer or trustee | JUL 26 2012 Date | Title

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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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

SOURCE	AMOUNT
DREYFUS CASH MANAGEMENT - INST	2.
PACIFIC CAPITAL CASH ASSETS TRUST	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII #215020603	34,757.	6,293.	28,464.
TOTAL TO FM 990-PF, PART I, LN 4	34,757.	6,293.	28,464.

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 PREPARATION FEES	1,600.	480.		1,120.
TO FORM 990-PF, PG 1, LN 16B	1,600.	480.		1,120.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX - 2010	1,648.	0.		0.
2011 QTRLY EXCISE TAX	1,840.	0.		0.
FOREIGN TAX	156.	156.		0.
TO FORM 990-PF, PG 1, LN 18	3,644.	156.		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
GRANT ADMINISTRATION	5,640.	0.		5,640.
TO FORM 990-PF, PG 1, LN 23	5,640.	0.		5,640.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT-INV	COST	1,000,328.	1,038,319.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,000,328.	1,038,319.

Barstow Foundation

Grants Paid 1/1/2011 to 12/31/2011

2/14/2012

Payee Organization Project Title	Amount Paid Date
University of Hawaii Foundation 2444 Dole Street Bachman Hall 105 Honolulu, HI 96822 *Frederic Duclos Barstow Foundation Scholarship at UH Manoa for 2011-2012 School Year*	$22,000 00 4/8/2011
University of Hawaii Foundation 2444 Dole Street Bachman Hall 105 Honolulu, HI 96822 *Frederic Duclos Barstow Foundation Scholarship at UH Hilo for 2011-2012 School Year*	$15,000 00 4/8/2011
Grand Total (2 items)	$37,000 00

Frederic Duclos Barstow Foundation
EIN: 99-6002185
2011 Form 990-PF
Investments - Other

Description	Units	Book Value	Market Value
00206R102 AT&T INC	470.000	13,922.50	14,213.00
002824100 ABBOTT LABORATORIES	150.000	7,603.81	8,435.00
003021409 ABERDEEN CORE FIXED INCOME FUND CL I	18435.041	199,982.44	202,232.00
003021698 ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTION	3206.658	21,410.28	31,521.00
003021839 ABERDEEN INTL EQUITY INSTITUTIONAL FUND CL SHS	7007.426	68,381.92	84,439.00
02209S103 ALTRIA GROUP INC	280.000	7,194.11	8,302.00
025816109 AMERICAN EXPRESS CO	130.000	5,038.79	6,132.00
03073E105 AMERISOURCEBERGEN CORP	60.000	1,898.79	2,231.00
037411105 APACHE CORP	20.000	1,975.61	1,812.00
037833100 APPLE INC	15.000	4,304.93	6,075.00
046353108 ASTRAZENECA PLC SP ADR	190.000	9,158.16	8,795.00
05534B760 BCE INC	260.000	10,250.52	10,834.00
064058100 BANK OF NEW YORK MELLON CORP	70.000	1,857.61	1,394.00
071813109 BAXTER INTL INC	40.000	1,930.61	1,979.00
073730103 BEAM INC	20.000	794.88	1,025.00
084670702 BERKSHIRE HATHAWAY INC CL B	80.000	6,774.82	6,104.00
086516101 BEST BUY CO INC	60.000	2,145.98	1,402.00
110122108 BRISTOL MYERS SQUIBB CO	340.000	9,641.19	11,982.00
156700106 CENTURYLINK INC	200.000	7,579.23	7,440.00
166764100 CHEVRON CORP	60.000	5,308.42	6,384.00
172062101 CINCINNATI FINL CORP	100.000	2,819.63	3,046.00
191216100 COCA COLA CO	40.000	2,557.40	2,799.00
192446102 COGNIZANT TECH SOLUTIONS CORP	50.000	3,229.59	3,216.00
197199813 COLUMBIA ACORN INTERNATIONAL FUND CL Z	589.654	22,731.16	20,231.00
20825C104 CONOCOPHILLIPS	160.000	10,208.68	11,659.00
209115104 CON EDISON	90.000	4,929.32	5,583.00
222816100 COVANCE INC	20.000	941.70	914.00
231021106 CUMMINS ENGINE INC	40.000	3,432.47	3,521.00
25746U109 DOMINION RESOURCES INC /VA	220.000	10,612.84	11,678.00
260003108 DOVER CORP	40.000	2,168.63	2,322.00
26441C105 DUKE ENERGY CORP	480.000	8,944.95	10,560.00
268648102 EMC CORP	200.000	4,312.07	4,308.00
278642103 EBAY INC	50.000	1,227.35	1,517.00
291011104 EMERSON ELECTRIC CO	30.000	1,616.08	1,398.00
302130109 EXPEDITORS INTL WASH INC	50.000	2,154.33	2,048.00
302182100 EXPRESS SCRIPTS	90.000	4,436.29	4,022.00
35671D857 FREEPORT MCMORAN COPPER & GOLD CLASS B	50.000	2,290.73	1,840.00
369604103 GENERAL ELECTRIC CO	190.000	3,134.64	3,403.00
375558103 GILEAD SCIENCES INC	120.000	4,334.11	4,912.00
37733W105 GLAXOSMITHKLINE PLC ADR	270.000	11,369.60	12,320.00
38141G104 GOLDMAN SACHS GROUP INC	30.000	4,084.67	2,713.00
38259P508 GOOGLE INC CL A	8.000	4,307.77	5,167.00
406216101 HALLIBURTON CO	60.000	2,038.20	2,071.00
409735206 HANCOCK JOHN BK & THRIFT BANK & THRIFT OPPORTUNITY FL	40.000	613.60	548.00
42217K106 HEALTH CARE REIT INC	90.000	4,491.41	4,908.00
423074103 HEINZ H J CO	230.000	12,020.90	12,429.00
42809H107 HESS CORP	20.000	1,105.87	1,136.00
438516106 HONEYWELL INTERNATIONAL INC	30.000	1,348.62	1,631.00
444859102 HUMANA INC	30.000	1,514.25	2,628.00
458140100 INTEL CORP	110.000	2,110.62	2,668.00

Frederic Duclos Barstow Foundation
EIN: 99-6002185
2011 Form 990-PF
Investments - Other

Description	Units	Book Value	Market Value
46120E602 INTUITIVE SURGICAL INS	5.000	1,369.58	2,315.00
46625H100 JP MORGAN CHASE & CO	70.000	2,783.65	2,328.00
471023549 JANUS TRITON FUND CL T	1742.031	25,834.32	28,291.00
478160104 JOHNSON & JOHNSON	130.000	8,428.46	8,525.00
494368103 KIMBERLY CLARK CORP	170.000	11,421.87	12,505.00
50540R409 LABORATORY CORP AMERICA HOLDINGS	30.000	2,448.41	2,579.00
532457108 LILLY ELI & CO	260.000	9,555.66	10,806.00
543487326 NATIXIS LOOMIS SAYLES LTD GOV AND AGCY FD CL Y	2381.958	28,469.83	28,417.00
544147101 LORILLARD INC	30.000	3,305.18	3,420.00
56062X708 MAINSTAY HIGH YIELD CORP BOND FUND CL I	1945.486	11,400.54	11,284.00
580135101 MCDONALDS CORP	70.000	5,900.33	7,023.00
594918104 MICROSOFT CORP	90.000	2,194.59	2,336.00
636274300 NATIONAL GRID PLC SP ADR	190.000	9,190.28	9,211.00
637071101 NATIONAL OILWELL VARCO INC	40.000	2,569.50	2,720.00
649445103 NEW YORK COMMUNITY BANCORP	260.000	3,608.26	3,216.00
65339F101 NEXTERA ENERGY INC	30.000	1,631.72	1,826.00
69351T106 PPL CORPORATION	240.000	6,702.03	7,061.00
713448108 PEPSICO INC	40.000	2,490.70	2,654.00
714290103 PERRIGO CO.	40.000	2,613.79	3,892.00
718172109 PHILIP MORRIS INTERNATIONAL	170.000	11,434.36	13,342.00
74144Q203 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY F	1290.393	41,770.02	33,576.00
742718109 PROCTER & GAMBLE CO	120.000	7,492.96	8,005.00
744573106 PUBLIC SERVICE ENT GROUP INC	60.000	1,983.07	1,981.00
747525103 QUALCOMM INC	80.000	3,633.45	4,376.00
74834L100 QUEST DIAGNOSTICS INC	20.000	1,011.26	1,161.00
74972H648 RS GLOBAL NATURAL RESOURCES FUND CL Y	1371.355	57,005.16	48,135.00
761713106 REYNOLDS AMERICAN INC	230.000	8,512.23	9,527.00
77958B402 T ROWE PRICE INSTITUTIONAL FLOATING RATE FUND CL I	2072.579	20,000.39	20,519.00
780259107 ROYAL DUTCH SHELL PLC ADR B	180.000	12,010.22	13,682.00
80004C101 SANDISK CORP	40.000	2,003.11	1,968.00
806857108 SCHLUMBERGER LTD	40.000	2,741.20	2,732.00
814219432 GUGGENHEIM MID CAP VALUE FUND CL I	2558.915	29,401.93	25,538.00
842587107 SOUTHERN CO	290.000	11,717.55	13,424.00
858912108 STERICYCLE INC	30.000	2,159.40	2,338.00
879382208 TELEFONICA DE ESPANA ADS	400.000	8,668.71	6,876.00
880208400 TEMPLETON GLOBAL BOND FUND CL AD	1122.554	15,311.63	13,886.00
881624209 TEVA PHARMACEUTICAL INDS LTD SP ADR	100.000	5,053.37	4,036.00
88732J207 TIME WARNER CABLE INC	20.000	1,119.18	1,271.00
89151E109 TOTAL SA SP ADR	130.000	6,688.56	6,644.00
902973304 US BANCORP	50.000	1,117.92	1,353.00
904767704 UNILEVER PLC SPONSORED ADR	210.000	6,873.16	7,039.00
913017109 UNITED TECHNOLOGIES CORP	30.000	2,183.29	2,193.00
922031786 VANGUARD LONG-TERM TREASURY FUND CL ADM	1983.356	26,180.30	26,458.00
92220P105 VARIAN MEDICAL SYSTEMS INC	60.000	3,876.86	4,028.00
92343V104 VERIZON COMMUNICATIONS	310.000	11,133.85	12,437.00
92345Y106 VERISK ANALYTICS INC CL A	100.000	3,339.55	4,013.00
92826C839 VISA INC CL A SHARES	50.000	3,704.12	5,077 00
92857W209 VODAFONE GROUP PLC SP ADR	390.000	10,416.29	10,932.00
931142103 WAL-MART STORES INC	40.000	2,162.94	2,390.00
942683103 WATSON PHARMACEUTICAL	30.000	1,330.16	1,810.00

Frederic Duclos Barstow Foundation
EIN: 99-6002185
2011 Form 990-PF
Investments - Other

Description	Units	Book Value	Market Value
949746101 WELLS FARGO COMPANY	110.000	2,937.78	3,032.00
97381W104 WINDSTREAM CORP	260.000	3,278.47	3,052.00
H8817H100 TRANSOCEAN LTD	30.000	1,914.66	1,152.00
Total Investments - Other		**1,000,327.89**	**1,038,319.00**

Frederic Duclos Barstow Foundation for American Samoans

(Bank of Hawaii, Trustee)

INFORMATION FOR APPLICANTS

Historical Note

Frederic Duclos Barstow, for whom the Foundation is named, was born October 1, 1895 in Brooklyn, New York, to Dr. and Mrs. William Slocum Barstow. He was a conscientious young Columbia University undergraduate who left college before he finished his courses, to enter World War I.

Frederic was wounded and suffered from shell shock in the war. When he returned home, he did not go back to school but settled in the mountains of Vermont where he established a silver fox farm. This venture proved successful, but on advice of his doctors, he traveled extensively in search of a milder and more equable climate. He made several trips to the South Seas in the late 1920's, became especially interested in American Samoa, and developed a strong affection for the friendly Samoan people. Recognizing their limited resources, he wished to interest his parents in some sort of beneficial enterprise for them.

During his fourth and last visit to Samoa, he invited his parents to meet with him to discuss his desire to help the Samoan people. They met in Honolulu in May 1931; however, he unexpectedly died on May 21 before having his discussion.

In their grief, Dr. and Mrs. Barstow called on Frank E. Midkiff, then President of the Kamehameha Schools, who suggested they establish a foundation in their son's memory to assist in carrying out the objectives Frederic had in mind when he asked to meet with them. Thus, the Frederic Duclos Barstow Foundation for American Samoans came into being as a memorial to Freddy, or Feleti, as he was affectionately called by his Samoan friends.

Grantmaking Policy

The Deed of Trust states that the purpose of the foundation is education in American Samoa and benefiting the youth of American Samoa. Among which, without limiting this generality, may be: assistance to schools, government and/or private; education of Samoan youths abroad; education of residents in hygiene; and assistance in creating and maintaining a Cultural Education Center, including a museum or library. Education of Samoan youth was adopted by the first Permanent Committee as their main field in which to serve the Samoan people. In cases which the Permanent Committee deems it appropriate, the benefits of the Foundation may be extended to persons of mature age.

Activities

The most significant contribution made by Barstow Foundation prior to World War II was the Feleti School. This joint venture between the Foundation and the Government was a boarding school to train boys as future leaders. The Foundation erected the buildings and assisted in selecting and paying teachers. Students were carefully chosen by the Governor, after being recommended by local chiefs. The school operated for ten years until World War II when the Marines occupied the buildings.

Other projects of the Foundation included sending teachers from Hawaii to conduct summer institutes for Samoan school teachers; sending young Samoan men and women to Hawaii for education; and supporting the Feleti Memorial Teacher Training School.

STATEMENT - A

For several years, the Foundation assisted the Department of Education's Early Education Program, the Community College, and in-service teacher training. It also provided Feleti Scholarships for teachers' continuing education. The Foundation has also been a primary supporter and contributor to the Feleti Barstow Public Library in American Samoa, which opened its doors in April 2000. Organizations must be exempt from federal taxes under Section 501 (c) (3) of the Internal Revenue Code. Grants or scholarships are not made to individuals.

The members of the Permanent Committee of the Frederic Duclos Barstow Foundation for American Samoans has tried to carry out Frederic's wishes, while carefully adhering to the directives of the Deed of Trust left by the donors, Feleti's father and mother, Dr. and Mrs. William S. Barstow.

Application Information

Fiscal Sponsor: If a fiscal sponsor is being used, contact with the Charitable Foundation Services (CFS) office must be made prior to submitting a grant proposal.

Colleges & Universities in the State of Hawaii: Grant requests for Scholarship/Tuition Aid for American Samoan students require contacting the CFS office (see page 4) for criteria.

Foundation Deadlines

- **Grant requests must be postmarked by October 1.**

Application Procedures (A thru D)

Submit 6 (six) completed sets of the proposal containing:

(A) Funding Request cover sheet – To be placed on top of each set (see Page 5).

(B) Proposal Narrative - Provide who, what, when, where, why, and how in three pages or less.

Format Information:
Pages: Maximum 3 pages
Margins: 1-inch margins on each side
Font: 12 point font
Spacing: Double space in between paragraphs
Paragraph Height: Maximum of 1 ½ inches
Bullet points: Acceptable

USE THESE 7 HEADINGS IN THE ORDER LISTED FOR THE PROPOSAL NARRATIVE:

1) Organization: Briefly describe your organization's mission and programs. (maximum of 3 sentences)

2) Population to be Served: Provide an estimated UNDUPLICATED number and age range of the eligible individuals you propose to serve.

- If the projections are an increase over the current volume, provide information on current volume (percentages can only be used if accompanied with figures, i.e. 20% over 500).

3) Program/Project: Describe using specific information and in layman terms. (Acronyms must be explained in the narrative and budgets.)

4) Goals & Objectives: **Separately** list each goal with corresponding objective, and specifically describe how the goal will be accomplished through the objective.

5) Outreach: For new, expansion, or existing program/project:

   - Describe how your organization will market the program/project to the community you propose to serve.
   - Provide an estimated UNDUPLICATED number of group/individuals who will be new participants
   - Provide UNDUPLICATED numbers for existing participants/groups/individuals.

6) Evaluation: Provide information on how and/or what the following measures are that will be used to evaluate the program/project (**note**: pre/post-tests are not acceptable):

   - Process Measures – extent to how the program/project will be implemented
   - Outcome Measures – effectiveness in meeting goals and objectives

7) Cost: Total cost of the program/project, amount requested, and plans for future support.

(C) These 7 items must be attached to each of the 6 sets of the proposal narrative

- **Staff**: Describe the qualifications of the staff or volunteers who will oversee and coordinate the program/project

- **Board of Directors** - List of Board members with their professional or business affiliation.
  - Percent who actively participate in activities and attend meetings

- **Endorsement Letters** - Two letters endorsing the activity

(The following items must have a Start & End date that includes: month, day and year)

- **Project/Program Budget**
  - List all revenue (funding sources) and expenses for the project or program.
  - Requests for small capital and/or to purchase equipment require additional information to validate the expenses in the project budget (i.e. estimates from vendors).

- **Organization's Operating Budget – Current Fiscal Year**
  - If funding is for support during the following fiscal year, also provide a DRAFT of Operating Budget for such year.

- **Income Statement - Recently Completed Fiscal Year**

STATEMENT - A

- **Current Balance Sheet (not older than three months)**

(D) IRS, Charters & By-Laws

Provide ONE copy of each of the following:

- Internal Revenue Service letter advising that the organization is tax-exempt under Section 501 (c) (3) of the Code, and its foundation status under 509 (a).
- Organization's charter and by-laws, if not previously submitted or amended.

Due to security measures in the building, hand-delivered proposals are strongly discouraged. Proposals are to be sent to the following mailing address:

Frederic Duclos Barstow Foundation
C/o Bank of Hawaii, Corporate Trustee
Charitable Foundation Services #758
P. O. Box 3170
Honolulu, Hawaii 96802-3170

Over night deliveries may be mailed to:
Frederic Duclos Barstow Foundation
Charitable Foundation Services
130 Merchant Street, Room 530
Honolulu, Hawaii 96813

Applicants will be notified in writing of the action taken on their requests. The recipient of a grant will be required to submit a narrative report specific to the Foundation's Reporting Guidelines on what has been accomplished as a result of the grant, and a fiscal accounting of the grant expenditures.

The Foundation receives more requests for assistance than its funds permit supporting. However, normally, all applications are considered, and each is acted upon according to its current and projected relative merit, provided it is in keeping with the deed of trust.

Contact Information for the Frederic Duclos Barstow Foundation:

Paula Boyce, AVP & Grants Administrator
Phone: (808) 694-4945 Fax: (808) 694-4006
Email address: paula.boyce@boh.com

Elaine Moniz, Administrative Assistant
Phone: (808) 694-4944 Fax: (808) 694-4006
Email address: elaine.moniz@boh.com

Frederic Duclos Barstow Foundation

Bank of Hawaii, Trustee

Funding Request Cover Sheet

(TYPE all information, except for signatures, and submit with your request for funding.)

Date ____________________

Organization Information

(Must be a 501 (c) (3) tax-exempt organization)
(If this is a collaborative project, submit names of collaborating agencies on a separate sheet.)

Name: ____

Complete Address: ____

Phone: ____________________ Fax: ____________________

BOARD MEMBER INFORMATION

No. of Board Members: __________ Percent (%) who make an annual financial contribution: __________

Total Contribution During Fiscal Year: __________ Median Gift: __________ Average Gift: __________
(Circle One: Past or Current FY)

Contact Information

Name: ____________________ Title: ____________________

Complete Address: ____

Phone: ____________________ Email: ____________________

Project Information

Project Title: ____

Amount requested: $______________

Two signatures are required

STATEMENT - A

Executive Director (Chief Compensated Staff)

Board Chair or President (Chief volunteer)

Print or Type Name and Title

Print or Type Name and Title

STATEMENT - A

Frederic Duclos Barstow Foundation for American Samoans
(Bank of Hawaii, Trustee)

SCHOLARSHIP/TUITION AID GUIDELINES

Historical Note

Frederic Duclos Barstow, for whom the Foundation is named, was born October 1, 1895 in Brooklyn, New York, to Dr. and Mrs. William Slocum Barstow. He was a conscientious young Columbia University undergraduate who left college before he finished his courses, to enter World War I.

Frederic was wounded and suffered from shell shock in the war. When he returned home, he did not go back to school but settled in the mountains of Vermont where he established a silver fox farm. This venture proved successful, but on advice of his doctors, he traveled extensively in search of a milder and more equable climate. He made several trips to the South Seas in the late 1920's, became especially interested in American Samoa, and developed a strong affection for the friendly Samoan people. Recognizing their limited resources, he wished to interest his parents in some sort of beneficial enterprise for them.

During his fourth and last visit to Samoa, he invited his parents to meet with him to discuss his desire to help the Samoan people. They met in Honolulu in May 1931; however, he unexpectedly died on May 21 before having his discussion.

In their grief, Dr. and Mrs. Barstow called on Frank E. Midkiff, then President of the Kamehameha Schools, who suggested they establish a foundation in their son's memory to assist in carrying out the objectives Frederic had in mind when he asked to meet with them. Thus, the Frederic Duclos Barstow Foundation for American Samoans came into being as a memorial to Freddy, or Feleti, as he was affectionately called by his Samoan friends.

Grantmaking

The Deed of Trust states that the purpose of the foundation is education in American Samoa and benefiting the youth of American Samoa. Among which, without limiting this generality, may be: assistance to schools, government and/or private; education of Samoan youths abroad; education of residents in hygiene; and assistance in creating and maintaining a Cultural Education Center, including a museum or library. Education of Samoan youth was adopted by the first Permanent Committee as their main field in which to serve the Samoan people. In cases which the Permanent Committee deems it appropriate, the benefits of the Foundation may be extended to persons of mature age.

Scholarship/Tuition Aid Grantmaking Policies

The members of the Permanent Committee of the Frederic Duclos Barstow Foundation for American Samoans has tried to carry out Frederic's wishes, while carefully adhering to the directives of the Deed of Trust left by the donors, Feleti's father and mother, Dr. and Mrs. William S. Barstow.

The Permanent Committee provides grants for scholarship/tuition aid to accredited colleges and universities in the State of Hawaii for the benefit of American Samoa students. Criteria for QUALIFIED American Samoa students receiving a Barstow Foundation scholarship can be found on page 5. *Please ensure there are qualified students enrolled in your college or university prior to applying for a grant.*

The Foundation does not give scholarships to individuals. It also does not provide grants for school or scholarship endowments.

COLLEGE/UNIVERSITY GRANT APPLICATION PROCEDURE

Requests for scholarship/tuition aid programs are normally reviewed during the first quarter of the year. **Proposals must be postmarked by October 1.**

Application Procedures (A thru D)

Submit 6 (six) completed sets of the proposal containing:

(A) Funding Request Cover Sheet – To be placed on top of each set (see Page 4).

(B) Proposal Narrative -

Format Information:
Pages: Maximum 2 pages
Margins: 1-inch margins on each side
Font: 12 point font
Spacing: Double space in between paragraphs
Paragraph Height: Maximum of 1 ½ inches
Bullet points: Acceptable

Proposal narrative - MAXIMUM of 2 pages that include the following information:

- Brief description of the applicant organization and its purpose – one paragraph.
- Concise summary of the scholarship/tuition aid program with a statement of need, measurable program objectives, description of how the activity is to be carried out, an indication of the population to be served, and plan for evaluating its effectiveness.

(C) These 8 items must be attached to each of the 6 sets of the proposal narrative

- Staff – Statement as to the qualification of individual(s) responsible for carrying out the program.
- Board of Directors – List of Board members with their professional or business affiliation.
  - Percent who actively participate in activities and meetings
- Two or three endorsement letters from parents/guardians are required. (Thank you letters are NOT endorsement letters.)

(The following items must have a Start & End date that includes: month, day and year)

- Organization's Scholarship/Tuition Aid program budget –
  - For proposed school year – (must include all sources of revenue and expenses)
- Organization's Operating Budget – Current Fiscal Year

- Income Statement - Recently Completed Fiscal Year
- Balance Sheet – (not older than 3 months)

(D) <u>IRS, Charters & By-Laws</u>

<u>Provide ONE copy only of each of the following:</u>

- Internal Revenue Service letter advising that the organization is tax-exempt under Section 501 (c)(3) of the Code, and its foundation status under 509 (a).
- Organization's charter and by-laws, if not previously submitted or amended.

<u>The proposal is to be sent to the following mailing address</u>:

Barstow Foundation
c/o Bank of Hawaii, Trustee
Charitable Foundation Services #758
P. O. Box 3170
Honolulu, Hawaii 96802-3170

<u>Overnight Deliveries</u>:
Barstow Foundation
Charitable Foundation Services
130 Merchant Street, Room 530
Honolulu, Hawaii 96813

DUE TO SECURITY REASONS, HAND DELIVERIES ARE *<u>STRONGLY</u>* DISCOURAGED.

Within six months, applicants will be notified in writing of the action taken on their requests. The recipient of a grant will be required to submit a narrative report on what has been accomplished as a result of the grant, and a fiscal accounting of the grant expenditures.

The Foundation receives more requests for assistance than its funds permit supporting. However, normally, all applications are considered, and each is acted upon according to its current and projected relative merit, provided it is in keeping with the deed of trust.

NOTE: Although not ordinarily required, an audited financial statement may be requested if circumstances warrant.

<u>Contact Information for the Barstow Foundation:</u>

Paula Boyce, AVP and Grants Administrator
Phone: (808) 694-4945 Fax: (808) 694-4006
Email address: paula.boyce@boh.com

Elaine Moniz, Trust Specialist

Phone: (808) 694-4944 Fax: (808) 694-4006
Email address: elaine.moniz@boh.com

Toll-free from Neighbor Islands (1-800-272-7262)

Frederic Duclos Barstow Foundation

Bank of Hawaii, Trustee

Funding Request Cover Sheet

(TYPE all information, except for signatures, and submit with your request for funding.)

Date ____________________

Organization Information

(Must be a 501 (c) (3) tax-exempt organization)
(If this is a collaborative project, please submit names of collaborating agencies on a separate sheet.)

Name: ______________________________

Complete Address: ______________________________

Phone: ____________________ Fax: ____________________

BOARD MEMBER INFORMATION

No. of Board Members: ____________ Percent (%) of Financial Participation: ____________

Total Contribution Current Fiscal Year: ____________ Median Gift: __________ Average Gift: __________

Contact Information

Name: ____________________ Title: ____________________

Address: ______________________________

Phone: ____________________ Email: ____________________

Project Information

Project Title: ______________________________

Amount requested: $______________

Two signatures are required

Executive Director (Chief Compensated Staff)

Board Chair or President (Chief volunteer)

Print or Type Name and Title

Print or Type Name and Title

Frederic Duclos Barstow Foundation

BANK OF HAWAII, TRUSTEE

Frederic Duclos Barstow Foundation
Scholarship Program

PURPOSE:
To provide monetary assistance to 2nd year students of American Samoan ancestry arriving in Hawaii directly from American Samoa or within one year after leaving American Samoa, providing they have been enrolled in an accredited education system during the year. Assistance is available to students of American Samoan ancestry who are of financial need attending any 4-year university in Hawaii, and pursuing a degree that requires a math and/or science major. The scholarship will assist the student each year during their last three years as they work to attain an undergraduate degree.

DESCRIPTION OF PROGRAM:
The purpose of this fund is to assist financially needy students of American Samoan ancestry who are full time students enrolled in the field of math and/or science study on the university campus. Students who receive scholarships in their 2nd year are encouraged to reapply in their 3rd and 4th year.

CRITERIA:
The scholarship is to be used to fund college scholarships for 2nd year students of American Samoa ancestry who have arrived in Hawaii directly from American Samoa, or within one year after leaving American Samoa, providing they have been enrolled in an accredited education system during the year. Scholarship funds may be used toward tuition, fees, books, supplies and equipment required for the enrolled courses. Scholarships are based on the following criteria:

1. Students must be of American Samoan ancestry and demonstrate financial need.
2. Students must be entering their 2nd year (3rd or 4th if applicable) at Chaminade University of Honolulu.
3. Students are to be pursuing a degree that requires a Math and/or Science major.
    a. Nursing and Computer Science majors are acceptable alternative fields to Math & Science only after a search for candidates in the preferred majors are exhausted.
4. Students must be maintaining a 2.0 GPA in their CORE classes.
5. Students must be classified and enrolled, or plan to enroll, as full-time.
6. No maximum scholarship size.

ELIGIBILITY:
This scholarship program is open to all incoming and continuing students entering their 2nd year who are of American Samoan ancestry.

Although students receiving a Barstow Foundation Scholarship will be selected prior to the academic year, scholarships are issued only after the student provides evidence of having registered in a full time program of math and/or science study at the university. Continued enrollment as a full time student is a requirement. If the necessary credit load is not maintained after the initial registration, students will be required to return scholarship funds.

STUDENT APPLICATION PROCEDURES:
Students must complete a Free Application for Federal Student Aid (FAFSA). In addition, scholarship applicants must complete an application which includes a personal essay as to why they are applying for the scholarship and how will it be of benefit to them, a resume, and arrange for letters of reference and transcripts to be furnished to the selection committee. Please refer to the campus financial aid office for additional instructions relating to general eligibility and submission deadlines.

Form **8868** (Rev. January 2012) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
FREDERIC DUCLOS BARSTOW FOUNDATION

Employer identification number (EIN) or
[X] 99-6002185

Number, street, and room or suite no. If a P.O. box, see instructions.
P.O. BOX 3170, DEPT. 715

Social security number (SSN) [ ]

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
HONOLULU, HI 96802-3170

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ BANK OF HAWAII 130 MERCHANT STREET - HONOLULU, HI 96813
  Telephone No. ▶ (808) 694-4525 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ______, and ending ______.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 578.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 1,840.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2012)

123841 01-04-12