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

2011

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

For calendar year 2011 or tax year beginning

JUL 1, 2011

, and ending

JUN 30, 2012

Name of foundation

JULIA TEMPLE DAVIS BROWN FOUNDATION

A Employer identification number

99-6017321

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) 694-4393

City or town, state, and ZIP code

HONOLULU, HI 96802

C If exemption application is pending, check here ☐

Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐Foreign organizations meeting the 65% test,
2. check here and attach computation ☐

Check type of organization:

☒ Section 501(c)(3) exempt private foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationF If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

Fair market value of all assets at end of year

J Accounting method: ☒ Cash ☐ Accrual

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

☐ Other (specify)

\$ 281,221. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	4.	4.		STATEMENT 1
4	Dividends and interest from securities	7,958.	7,958.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,709.			
b	Gross sales price for all assets on line 6a	184,037.			
7	Capital gain net income (from Part IV, line 2)		1,709.		
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	9,671.	9,671.		
13	Compensation of officers, directors, trustees, etc.	4,101.	2,050.		2,051.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	1,600.	480.		1,120.
c	Other professional fees				
17	Interest				
18	Taxes	940.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	1,440.	0.		1,440.
24	Total operating and administrative expenses. Add lines 13 through 23	8,081.	2,530.		4,611.
25	Contributions, gifts, grants paid	5,000.			5,000.
26	Total expenses and disbursements. Add lines 24 and 25	13,081.	2,530.		9,611.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-3,410.			
b	Net investment income (if negative, enter -0-)		7,141.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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		203.	314.	314.
2	Savings and temporary cash investments		6,071.	5,526.	5,526.
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		263,858.	260,882.	275,381.
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers)		270,132.	266,722.	281,221.

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 ▶ ☒				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds		270,132.	266,722.	
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		270,132.	266,722.	
31	Total liabilities and net assets/fund balances		270,132.	266,722.	

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	270,132.
2	Enter amount from Part I, line 27a	2	-3,410.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	266,722.
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	266,722.

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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 124,430.		129,010.	-4,580.
b 57,507.		53,318.	4,189.
c 2,100.			2,100.
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			-4,580.
b			4,189.
c			2,100.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,709.
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	13,658.	291,722.	.046819
2009	12,082.	270,555.	.044656
2008	16,950.	250,231.	.067737
2007	22,391.	336,591.	.066523
2006	21,668.	343,794.	.063026

2 Total of line 1, column (d)	2	.288761
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	.057752
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	277,558.
5 Multiply line 4 by line 3	5	16,030.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	71.
7 Add lines 5 and 6	7	16,101.
8 Enter qualifying distributions from Part XII, line 4	8	9,611.

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)		1	143.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	143.
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	143.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	560.	
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	560.	
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	417.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 160. Refunded ☐	11	257.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ HI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BANK OF HAWAII</u> Located at ► <u>111 S. KING STREET, 4TH FLOOR, HONOLULU, HI</u> Telephone no. ► <u>(808) 694-4393</u> ZIP+4 ► <u>96813</u>			
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 <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ► _____	☐ Yes ☒ No	
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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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	TRUSTEE			
P.O. BOX 3170				
HONOLULU, HI 96802	1.00	4,101.	0.	0.

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

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

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

0

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Part 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	275,938.
b	Average of monthly cash balances	1b	5,847.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	281,785.
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	281,785.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,227.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	277,558.
6	Minimum investment return. Enter 5% of line 5	6	13,878.

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	13,878.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	143.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	143.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,735.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	13,735.
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	13,735.

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	9,611.
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	9,611.
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	9,611.

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				13,735.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	4,390.			
b From 2007	6,045.			
c From 2008	4,534.			
d From 2009				
e From 2010				
f Total of lines 3a through e	14,969.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	9,611.			
a Applied to 2010, but not more than line 2a			0.	
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				9,611.
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).)	4,124.			4,124.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,845.			
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				0.
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	266.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	10,579.			
10 Analysis of line 9:				
a Excess from 2007	6,045.			
b Excess from 2008	4,534.			
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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				
HONOLULU THEATRE FOR YOUTH 1149 BETHEL STREET, SUITE 700 HONOLULU, HI 96813			THEATRE FOR NEIGHBOR ISLAND YOUTH - HANA MAUI TOUR 2012-2013 SCHOOL YEAR	2,000.
READING IS FUNDAMENTAL 1802 KEEAUMOKU STREET HONOLULU, HI 96822			READING MOTIVATION PROGRAM FOR 2012-2013	3,000.
Total			3a	5,000.
b Approved for future payment				
NONE				
Total			3b	0.

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

- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- ☐ 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

Shankar

By Cheryl L. ...

NOV 01 2012

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr 7)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ 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	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII ACCOUNT NO. 215023201	10,058.	2,100.	7,958.
TOTAL TO FM 990-PF, PART I, LN 4	10,058.	2,100.	7,958.

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 PREP 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
FYE 6/30/11 TAXES	380.	0.		0.
FYE 6/30/12 ESTIMATED TAXES	560.	0.		0.
TO FORM 990-PF, PG 1, LN 18	940.	0.		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	
GRANTS ADMINISTRATION FEES	1,440.	0.		1,440.	
TO FORM 990-PF, PG 1, LN 23	1,440.	0.		1,440.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SEE OTHER INVESTMENTS STATEMENT-INV	COST	260,882.	275,381.	
TOTAL TO FORM 990-PF, PART II, LINE 13		260,882.	275,381.	

Julia Temple Davis Brown Foundation
(Bank of Hawaii, Trustee)

Grant Application Information for Program

Policy

Applications for grants are accepted from qualified tax-exempt 501 (c)(3) charitable organizations in the State of Hawaii. Each is acted upon according to its current and projected relative merit provided it is in keeping with the provisions of the Trust. The Distribution Committee meets annually to consider grant requests.

Because of the limited size of the Trust and limited income available for distribution, the general policy of the Distribution Committee has been to give fewer, but more meaningful grants, rather than spreading the income in smaller amounts to more organizations.

The priority has been to the education of youth, from pre-school through high school, with emphasis on youth programs relating to culture and arts, and the environment. The committee does not give for endowments, reserve purposes, deficit financing or travel out of state, nor does it make grants to individuals.

Requests for programs involving school participation

If the request for funding supports a program that involves school or classroom participation, the applying charity must provide a list of the schools that will be involved in the program along with a few letters of support from the schools' principals or teachers who have either committed or are interested in the program. The organization must also provide us with an approximate number of students that will be involved and/or benefiting from the program.

DEADLINE DATE: Proposals must be postmarked by April 1.

APPLICATION PROCEDURES (A thru D)

SUBMIT 4 (FOUR) 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 - Provide who, what, when, where, why, and how in three pages or less.

Narrative 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 2 sentences)
- 2) **Population to be Served:** Provide an estimated UNDUPLICATED number and age range of the eligible individuals you propose to serve.
 - o 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 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:
 - o Describe how your organization will market the program/project to the community you propose to serve.
 - o Provide an estimated UNDUPLICATED number of group/individuals who will be new participants
 - o 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):
 - o Process Measures – extent to how the program/project will be implemented
 - o 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 4 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.
 - 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
 - Current Balance Sheet - (not older than three months)

(D) IRS, Charters & By-Laws

Provide ONE copy only 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.
- Articles of Incorporation - if applicable

Proposals are to be sent to the following mailing address:

Postal Service

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

Over night deliveries

Julia Temple Davis Brown Foundation
c/o Bank of Hawaii, Trustee
Charitable Foundation Services #758
130 Merchant Street
Honolulu, Hawaii 96813

Due to security measures in the building, hand-delivered proposals are strongly discouraged.

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 Julia Temple Davis Brown Foundation

Paula Boyce, AVP & Grants Administration Officer
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

Toll-free from Neighbor Islands: 1-800-272-7262

Julia Temple Davis Brown Foundation
Bank of Hawaii, Trustee

Funding Request Cover Sheet (Program)

(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)

(For 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 During Fiscal Year: _____ Median Gift: _____ Average Gift: _____
(Circle One: Past or Current FY)

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

Julia Temple Davis Brown Foundation
Form 990-PF
Schedule of Investments - Other
For the Year Ended 6/30/12

99-6017321

Description	Units	Book Value	Market Value
ABERDEEN INTERNATIONAL EQUITY FUND INST	2,216.331	25,281.33	29,300.00
ABERDEEN CORE FIXED INCOME FUND CL I	2,704.308	29,520.70	30,315.00
ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS	927.044	7,177.98	10,086.00
COLUMBIA ACORN INTERNATIONAL FUND CL Z	197.232	7,328.87	7,317.00
FEDERATED STRATEGIC VALUE DIVIDEND FUND CL INST	11,626.264	53,517.24	58,248.00
GOLDMAN SACHS LARGE CAP VALUE FD - INST	1,304.862	13,492.27	15,384.00
JANUS TRITON FUND CL I	599.888	9,267.19	10,594.00
NATIXIS LOOMIS SAYLES LTD GOV AND AGCY FD CL Y	333.005	3,972.71	3,983.00
MAINSTAY LARGE CAP GROWTH FUND CL I	1,989.971	11,740.83	14,865.00
MAINSTAY HIGH YIELD CORP BOND FUND CL I	329.413	1,927.06	1,947.00
T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FUND	352.291	11,302.86	9,582.00
RS GLOBAL NATURAL RESOURCES FUND CL Y	394.092	16,230.25	13,963.00
T ROWE PRICE INSTITUTIONAL FLOATING RATE FUND CL I	292.338	2,821.06	2,935.00
SPDR S&P 500 ETF TRUST	126.000	16,826.09	17,149.00
SPDR GOLD TRUST	44.000	7,348.65	6,828.00
GUGGENHEIM MID CAP VALUE FUND CL I	984.604	10,961.76	10,378.00
TEMPLETON GLOBAL BOND FUND CL AD	332.407	4,486.26	4,258.00
THIRD AVENUE REAL ESTATE VALUE FUND CL IS	316.996	7,284.57	7,649.00
VANGUARD TOTAL BOND MARKET ETF	195.000	16,347.94	16,454.00
VANGUARD LONG-TERM TREASURY FUND CL ADM	305.178	4,046.66	4,146.00
Total Portfolio		260,882.28	275,381.00