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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
S.W. WILCOX TRUST
C/O BANK OF HAWAII

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

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

A Employer identification number
99-6002547

B Telephone number
(808) 694-4393

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)* ▶$ 4,757,183.

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 ▶ [ ]

ENVELOPE POSTMARK DATE JUL 2 5 2013

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))

	Line	(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	81.	81.		STATEMENT 1
	4 Dividends and interest from securities	134,583.	134,583.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	149,520.			
	b Gross sales price for all assets on line 6a 2,372,545.				
	7 Capital gain net income (from Part IV, line 2)		149,520.		
	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	22,589.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	306,773.	284,184.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	2,300.	690.		1,610.
	c Other professional fees STMT 5	61,621.	30,811.		30,810.
	17 Interest				
	18 Taxes STMT 6	978.	978.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	530.	0.		530.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	65,429.	32,479.		32,950.
	25 Contributions, gifts, grants paid	179,500.			179,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	244,929.	32,479.		212,450.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	61,844.			
	b **Net investment income** (if negative, enter -0-)		251,705.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,040.	11,404.	11,404.
	2 Savings and temporary cash investments	132,492.	133,782.	133,782.
	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 8	4,184,106.	4,234,296.	4,611,997.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	4,317,638.	4,379,482.	4,757,183.
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	4,317,638.	4,379,482.	
	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**	4,317,638.	4,379,482.	
	31 **Total liabilities and net assets/fund balances**	4,317,638.	4,379,482.	

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	4,317,638.
2	Enter amount from Part I, line 27a	2	61,844.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,379,482.
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	4,379,482.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	CLASS ACTION PRCEEDS	P	VARIOUS	VARIOUS
d	CAPITAL GAINS DIVIDENDS			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,532,343.		1,491,223.	41,120.
b	814,902.		731,752.	83,150.
c	1,634.		50.	1,584.
d	23,666.			23,666.
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				41,120.
b				83,150.
c				1,584.
d				23,666.
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** 149,520.

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 the 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))
2011	214,130.	4,667,996.	.045872
2010	225,235.	4,549,661.	.049506
2009	208,258.	4,158,166.	.050084
2008	283,626.	5,241,348.	.054113
2007	323,725.	6,443,915.	.050237

2	**Total** of line 1, column (d)	2	.249812
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	.049962
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,631,467.
5	Multiply line 4 by line 3	5	231,397.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,517.
7	Add lines 5 and 6	7	233,914.
8	Enter qualifying distributions from Part XII, line 4	8	212,450.

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		1	5,034.
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	5,034.
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	5,034.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 7,200.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 354.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	7,554.
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	2,520.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	2,520. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ BANK OF HAWAII Telephone no. ▶ (808) 694-4393

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

			Yes	No
16	At any time during calendar year 2012, 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.

			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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012.)* 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 2012?	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
MRS. GALE F. CARSWELL P.O. BOX 24 HANALEI, HI 96714-0024	TRUSTEE 0.00	0.	0.	0.
MR. DAVID W. PRATT P.O. BOX 662096 LIHUE, HI 96766	TRUSTEE 0.00	0.	0.	0.
MRS. PAMELA W. DOHRMAN P.O. BOX 1233 HANALEI, HI 96714-1233	TRUSTEE 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	4,608,673.
b	Average of monthly cash balances	1b	93,324.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,701,997.
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	4,701,997.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	70,530.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,631,467.
6	**Minimum investment return.** Enter 5% of line 5	6	231,573.

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	231,573.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 5,034.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	5,034.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	226,539.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	226,539.
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	226,539.

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	212,450.
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	212,450.
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	212,450.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				226,539.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 19,363.				
c From 2009 3,803.				
d From 2010 34,679.				
e From 2011				
f **Total** of lines 3a through e	57,845.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 212,450.				
a Applied to 2011, 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 2012 distributable amount				212,450.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	14,089.			14,089.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	43,756.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	43,756.			
10 Analysis of line 9:				
a Excess from 2008 5,274.				
b Excess from 2009 3,803.				
c Excess from 2010 34,679.				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 ▶ [X] 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 or e-mail of the person to whom applications should be addressed:

NO FORMAL GRANT PROCEDURES

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

NO FORMAL GRANT PROCEDURES

c Any submission deadlines:

NO FORMAL GRANT PROCEDURES

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

NO FORMAL GRANT PROCEDURES

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 GRANTS-1				179,500.
Total ▶ 3a				179,500.
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	81.	
4 Dividends and interest from securities			14	134,583.	
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	149,520.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a 2011 FEDERAL EXCISE TAX					
b REFUND			01	22,589.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		306,773.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	306,773.

(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**

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ [signature] 5/23/13 ▶ Trustees

Signature of officer or trustee 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
JAY YAMAUCHI	[signature]	MAY 0 8 2013		P00529803

Firm's name ▶ BANK OF HAWAII Firm's EIN ▶ 99-0033900

Firm's address ▶ P.O. BOX 3170, DEPT. 715
HONOLULU, HI 96802-3170 Phone no.

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

SOURCE	AMOUNT
BANK OF HAWAII (6800)	81.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	81.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII (6800)	158,249.	23,666.	134,583.
TOTAL TO FM 990-PF, PART I, LN 4	158,249.	23,666.	134,583.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
2011 FEDERAL EXCISE TAX REFUND	22,589.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	22,589.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	2,300.	690.		1,610.
TO FORM 990-PF, PG 1, LN 16B	2,300.	690.		1,610.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEE	61,621.	30,811.		30,810.
TO FORM 990-PF, PG 1, LN 16C	61,621.	30,811.		30,810.

FORM 990-PF | TAXES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	978.	978.		0.
TO FORM 990-PF, PG 1, LN 18	978.	978.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEMBERSHIP RENEWAL	530.	0.		530.
TO FORM 990-PF, PG 1, LN 23	530.	0.		530.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT INV-1	COST	4,234,296.	4,611,997.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,234,296.	4,611,997.

S. W. Wilcox Trust

Grants Paid 1/1/2012 to 12/31/2012

2/6/2013

Payee Organization Project Title	Amount Paid Date
Boys and Girls Club of Hawaii 1523 Kalakaua Avenue, Suite 202 Honolulu, HI 96826 *For Kauai Programs*	$10 000 00 12/17/2012
Church of the Pacific, UCC P O Box 223154 Princeville, HI 96722-3154 *Replace Food Pantry Utility Vehicle*	$5 000 00 6/13/2012
Hale Halawai Ohana O Hanalei Community Family Center P O Box 822 Hanalei, HI 96714 *For Summer Program*	$12,000 00 6/13/2012
Hawaii Pacific University 1164 Bishop Street, Suite 800 Honolulu, HI 96813 *2012-2013 Scholarships with Preference for Students from Kauai*	$10,000 00 6/13/2012
Island School 3-1875 Kaumualii Highway Lihue, HI 96766-9597 *Funding for Redistricting and Rezoning Applications*	$25 000 00 12/17/2012
Kauai Habitat for Humanity P O Box 28 Eleele, HI 96705 *Purchase of OSHA Approved Safety Equipment*	$10 000 00 12/17/2012
Kauai Historical Society P O Box 1778 Lihue HI 96766 *Preserving Kekaha Sugar Plantation Sugar Records and Maps*	$5 000 00 12/17/2012
Nature Conservancy of Hawaii 923 Nuuanu Ave Honolulu, HI 96817 *Protecting Wainiha Preserve and Alakai Plateau from Feral Pigs, Goats and Invasive Weeds*	$10 000 00 12/17/2012
Rotary Club of Hanalei Bay Foundation P O Box 1495 Hanalei, HI 96714 *Save the Hanalei Pier*	$10 000 00 6/13/2012
St. Michael and All Angels' Episcopal Church 4364 Hardy Street P O Box 572 Lihue HI 96766	$10 000 00 12/17/2012

Payee Organization Project Title	Amount Paid Date
Planning and Design for 50th Anniversary Projects	
Waioli Corporation P O Box 1631 Lihue, HI 96766 *Upgrades of Vault Fire Suppression and Security Systems for Waioli Mission House and Grove Farm Homested*	$10,000 00 12/17/2012
Waioli Huiia Church P O Box 231 Hanalei, HI 96714 *Sanctuary Termite Treatment*	$7,500 00 6/13/2012
Waioli Huiia Church P O Box 231 Hanalei, HI 96714 *For Repair and/or Replacement of Church Doors*	$15 000 00 12/17/2012
Wilcox Health Foundation 3-3420 Kuhio Highway Lihue, HI 96766-1099 *Replace Old ENT/GYN Surgical Microscope*	$30 000 00 12/17/2012
YWCA of Kauai 3094 Elua Street Lihue, HI 96766 *Outfit Child Therapy Playroom in New Building*	$10,000 00 12/17/2012
Grand Total (15 items)	$179 500 00

S. W. Wilcox Trust

Funding Request Cover Sheet

Please complete Funding Request Cover Sheet and submit with request. Request (one page) should describe what you want to use the money for and an overview of the organization Attach a budget for the program/project, current list of Board of Directors and affiliations, and a copy of IRS 501(c)(3) letter Mail four (4) copies of request to: S W Wilcox Trust, c/o Bank of Hawaii, Corporate Trustee, Charitable Foundation Services #758, P. O Box 3170, Honolulu, HI 96802-3170

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. ____

Address ____

Phone ____________________ Fax: ____________________ Email ____________________

Contact Information

Name ______________________ Title ______________________

Address ____

Phone ______________________ Email ______________________

Project Information

Project Title ____

Amount requested: $________________

One signature is required

______________________________ OR ______________________________

Executive Director (Chief Compensated Staff) Board Chair or President (Chief volunteer)

______________________________ ______________________________

Print or Type Name and Title Print or Type Name and Title

S.W. WILCOX TRUST **99-6002547**
FORM 990-PF, PART II, LINE 13
FOR YEAR ENDED 12/31/12

Description	Units	Book Value	Market Value
00206R102 AT&T INC	1,227.000	32,168.79	41,362.00
003019395 ABERDEEN INTERNATIONAL EQUITY FUND INST	35,286.714	421,749.85	515,186.00
003021409 ABERDEEN CORE FIXED INCOME FUND CL I	45,839.808	511,305.18	507,447.00
003021698 ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITI	14,071.931	143,338.44	169,285.00
00846U101 AGILENT TECHNOLOGIES INC	100.000	4,056.00	4,094.00
020002101 ALLSTATE CORP	120.000	3,769.96	4,820.00
02209S103 ALTRIA GROUP INC	1,110.000	27,287.25	34,898.00
025537101 AMERICAN ELECTRIC POWER CO	230.000	9,128.86	9,816.00
025816109 AMERICAN EXPRESS CO	300.000	11,782.02	17,244.00
03073E105 AMERISOURCEBERGEN CORP	180.000	5,557.23	7,772.00
037411105 APACHE CORP	70.000	5,791.89	5,495.00
037833100 APPLE INC	40.000	12,786.60	21,287.00
046353108 ASTRAZENECA PLC PLC SP ADR	850 000	40,234.59	40,180 00
05534B760 BCE INC	840.000	33,675 08	36,070 00
064058100 BANK OF NEW YORK MELLON CORP	190.000	4,904.37	4,883.00
071813109 BAXTER INTL INC	120.000	5,762.45	7,999.00
073730103 BEAM INC	70.000	2,133.09	4,276 00
084670702 BERKSHIRE HATHAWAY INC CL B	230.000	18,970.97	20,631.00
099724106 BORGWARNER INC	60.000	4,527 27	4,297.00
110122108 BRISTOL MYERS SQUIBB CO	978.000	27,751.45	31,873.00
124857202 CBS CORPORATION CL B	110.000	4,150.30	4,186.00
156700106 CENTURYLINK INC	910.000	33,892.26	35,599.00
166764100 CHEVRON CORP	180.000	19,344 18	19,465.00
189754104 COACH INC	180.000	10,184.40	9,992.00
191216100 COCA COLA CO	260.000	8,520 90	9,425.00
192446102 COGNIZANT TECH SOLUTIONS CORP	170.000	8,674.10	12,560.00
197199813 COLUMBIA ACORN INTERNATIONAL FUND CL Z	3,140 439	106,485.93	128,256.00
20825C104 CONOCOPHILLIPS	710.000	33,079.58	41,173.00
231021106 CUMMINS ENGINE INC	140.000	12,801 23	15,169.00
244199105 DEERE & CO	70.000	5,836.60	6,049.00
25746U109 DOMINION RESOURCES INC /VA	190.000	8,942.41	9,842 00
260003108 DOVER CORP	110.000	4,519.96	7,228.00
26441C204 DUKE ENERGY CORP	530.000	30,409.71	33,814.00
268648102 EMC CORP	560.000	11,460 02	14,168 00
278642103 EBAY INC	130.000	4,130.10	6,630.00
302130109 EXPEDITORS INTL WASH INC	270.000	11,300 68	10,679.00
30219G108 EXPRESS SCRIPTS HOLDING CO	350.000	15,543 36	18,900.00
35671D857 FREEPORT MCMORAN COPPER & GOLD CLASS B	210.000	6,114.14	7,182.00
369604103 GENERAL ELECTRIC CO	540.000	71 85	11,335.00
375558103 GILEAD SCIENCES INC	140.000	4,896 41	10,283 00
37733W105 GLAXOSMITHKLINE PLC ADR	870.000	37,373.07	37,819.00
38141G104 GOLDMAN SACHS GROUP INC	40.000	4,936.43	5,102.00
38259P508 GOOGLE INC CL A	30.000	13,134 53	21,221 00
40414L109 HCP INC	290.000	10,683.83	13,096 00
406216101 HALLIBURTON CO	140.000	4,886.00	4,857.00
42217K106 HEALTH CARE REIT INC	270.000	13,522.79	16,548.00
423074103 HEINZ H J CO	650 000	34,009 52	37,492 00

S.W. WILCOX TRUST
FORM 990-PF, PART II, LINE 13
FOR YEAR ENDED 12/31/12

99-6002547

Description	Units	Book Value	Market Value
42809H107 HESS CORP	120.000	6,750.20	6,355.00
438516106 HONEYWELL INTERNATIONAL INC	100.000	3,841.98	6,347.00
458140100 INTEL CORP	210.000	879.37	4,330.00
46625H100 JP MORGAN CHASE & CO	180.000	6,460.20	7,914.00
47103C357 JANUS TRITON FUND CL I	9,738.525	138,398 07	176,462.00
47803W406 JOHN HANCOCK III DISC M/C-IS	13,752.427	178,781.55	182,907.00
478160104 JOHNSON & JOHNSON	370.000	24,013 49	25,937.00
494368103 KIMBERLY CLARK CORP	250.000	16,707 00	21,108.00
500255104 KOHL'S CORP	80.000	4,135 99	3,438.00
50076Q106 KRAFT FOODS GROUP INC	610.000	27,943.30	27,737.00
50540R409 LABORATORY CORP AMERICA HOLDINGS	50.000	4,387.99	4,331.00
532457108 LILLY ELI & CO	570.000	20,999.60	28,112.00
543487326 NATIXIS LOOMIS SAYLES LTD GOV AND AGCY FD CL Y	5,416.396	64,597 58	65,159.00
544147101 LORILLARD INC	90.000	10,071.91	10,500.00
56062X708 MAINSTAY HIGH YIELD CORP BOND FUND CL I	5,288.139	31,004.56	32,311.00
580135101 MCDONALDS CORP	250.000	20,096.99	22,053.00
58933Y105 MERCK & CO INC	780.000	30,277 88	31,933.00
594918104 MICROSOFT CORP	170.000	3,945.29	4,541.00
611740101 MONSTER BEVERAGE CORP	130.000	7,381.40	6,869.00
61945C103 THE MOSAIC COMPANY	60.000	3,575.40	3,398.00
636274300 NATIONAL GRID PLC SP ADR	730.000	36,328.17	41,931.00
637071101 NATIONAL OILWELL VARCO INC	100.000	6,624.91	6,835.00
65339F101 NEXTERA ENERGY INC	90.000	4,414 33	6,227.00
674599105 OCCIDENTAL PETROLEUM CORP	50.000	4,318.50	3,831.00
68389X105 ORACLE	150.000	4,148.92	4,998.00
69351T106 PPL CORPORATION	690.000	19,440 27	19,755.00
713448108 PEPSICO INC	140.000	8,865.86	9,580.00
714290103 PERRIGO CO.	70.000	4,191.36	7,282.00
718172109 PHILIP MORRIS INTERNATIONAL	230.000	14,938.53	19,237.00
74144Q203 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQI	5,561.720	175,588 59	173,303.00
742718109 PROCTER & GAMBLE CO	230.000	13,666.57	15,615.00
744573106 PUBLIC SERVICE ENT GROUP INC	170.000	5,344.31	5,202.00
747525103 QUALCOMM INC	260.000	10,774.48	16,084.00
74834L100 QUEST DIAGNOSTICS INC	50.000	2,857.50	2,914.00
74972H648 RS GLOBAL NATURAL RESOURCES FUND CL Y	6,625.887	260,391.42	246,682.00
761713106 REYNOLDS AMERICAN INC	790.000	30,185 41	32,730.00
77958B402 T ROWE PRICE INSTITUTIONAL FLOATING RATE FUND CL	4,739.125	45,844.12	48,386.00
780259107 ROYAL DUTCH SHELL PLC ADR B	560.000	37,286.87	39,698.00
78463V107 SPDR GOLD TRUST	740.000	123,450.48	119,895.00
80004C101 SANDISK CORP	110.000	5,615.80	4,785.00
806857108 SCHLUMBERGER LTD	130.000	9,022.36	9,009 00
808513105 CHARLES SCHWAB CORP	880.000	10,479 23	12,637.00
842587107 SOUTHERN CO	820.000	32,902.54	35,104.00
858912108 STERICYCLE INC	80.000	5,175.02	7,462.00
880208400 TEMPLETON GLOBAL BOND FUND CL AD	5,332.822	70,034 11	71,140.00
884116401 THIRD AVENUE REAL ESTATE VALUE FUND CL IS	4,525 999	101,744.46	114,825.00
88732J207 TIME WARNER CABLE INC	60.000	4,332 40	5,831.00
89151E109 TOTAL SA SP ADR	770.000	38,363.95	40,048.00

S.W. WILCOX TRUST
FORM 990-PF, PART II, LINE 13
FOR YEAR ENDED 12/31/12

99-6002547

Description	Units	Book Value	Market Value
902973304 US BANCORP	140.000	3,070.17	4,472.00
904767704 UNILEVER PLC SPONSORED ADR	260.000	8,412 64	10,067.00
913017109 UNITED TECHNOLOGIES CORP	70.000	4,493.77	5,741.00
921937835 VANGUARD TOTAL BOND MARKET ETF	6,700.000	564,519 16	563,001.00
922031786 VANGUARD LONG-TERM TREASURY FUND CL ADM	4,838.647	66,051.52	63,241.00
92220P105 VARIAN MEDICAL SYSTEMS INC	160.000	8,373.41	11,238.00
92343V104 VERIZON COMMUNICATIONS	890.000	32,078.55	38,510.00
92345Y106 VERISK ANALYTICS INC CL A	180.000	6,147.82	9,175.00
92826C839 VISA INC CL A SHARES	70.000	5,126.98	10,611.00
92857W209 VODAFONE GROUP PLC SP ADR	1,410.000	37,818 87	35,518.00
931142103 WAL-MART STORES INC	130.000	2,553.68	8,870.00
942683103 WATSON PHARMACEUTICAL	60.000	2,427.00	5,160.00
949746101 WELLS FARGO COMPANY	310.000	7,931.24	10,596.00
97381W104 WINDSTREAM CORP	730.000	9,124.98	6,044
TOTAL PORTFOLIO		**4,234,295.64**	**4,611,997.00**

Form **8868**
(Rev. January 2013)
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	Name of exempt organization or other filer, see instructions. S.W. WILCOX TRUST C/O BANK OF HAWAII	Employer identification number (EIN) or 99-6002547
File by the due date for filing your return See instructions	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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) 694-4393 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, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 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	$ 7,554.
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	$ 7,200.
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	$ 354.

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 2013)

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