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

2012

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

For calendar year 2012 or tax year beginning APR 1, 2012, and ending MAR 31, 2013

Name of foundation

SOPHIE RUSSELL TESTAMENTARY TRUST

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

P.O. BOX 3170, DEPT. 715

A Employer identification number

99-6002398

City or town, state, and ZIP code

HONOLULU, HI 96802-3170

Room/suite

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

► \$ 2,232,166. (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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3		35.	35.		STATEMENT 1
4	Dividends and interest from securities	56,472.	56,472.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	66,445.			
b	Gross sales price for all assets on line 6a	745,159.			
7	Capital gain net income (from Part IV, line 2)		66,445.		
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	122,952.	122,952.		
13	Compensation of officers, directors, trustees, etc	31,029.	23,272.		7,757.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 3	1,450.	435.	1,015.
c	Other professional fees				
17	Interest				
18	Taxes	STMT 4	697.	435.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 5	1,000.	0.	1,000.
24	Total operating and administrative expenses. Add lines 13 through 23		34,176.	24,142.	9,772.
25	Contributions, gifts, grants paid		96,000.		96,000.
26	Total expenses and disbursements. Add lines 24 and 25		130,176.	24,142.	105,772.
27	Subtract line 26 from line 12:		-7,224.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		98,810.		
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	320.	378.	378.
	2	Savings and temporary cash investments	45,962.	45,158.	45,158.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 6	1,951,179.	1,944,701.
	14	Land, buildings, and equipment basis ►			2,186,630.
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)		1,997,461.	2,232,166.
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 ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		1,997,461.	1,990,237.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.
	30	Total net assets or fund balances		1,997,461.	1,990,237.
	31	Total liabilities and net assets/fund balances		1,997,461.	1,990,237.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,997,461.
2	Enter amount from Part I, line 27a	2	-7,224.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,990,237.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,990,237.

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 CAPITAL GAINS DIVIDENDS					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)	
a 734,378.		678,714.		55,664.	
b 10,781.				10,781.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a				55,664.	
b				10,781.	
c					
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	66,445.	
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	129,713.	1,993,422.	.065071
2010	178,772.	2,084,214.	.085774
2009	50,748.	2,014,934.	.025186
2008	94,025.	2,100,830.	.044756
2007	146,080.	2,635,258.	.055433

2 Total of line 1, column (d)

2 .276220

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 .055244

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 2,085,909.

5 Multiply line 4 by line 3

5 115,234.

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

6 988.

7 Add lines 5 and 6

7 116,222.

8 Enter qualifying distributions from Part XII, line 4

8 105,772.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	1	1,976.
	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 ► <input type="checkbox"/> 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	1,976.
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	1,976.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	880.
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	880.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	1,096.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	11	Refunded

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
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	1b	X
1c	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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
4b		4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>HI</u>	8a	
8b	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)

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

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? 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.

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 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 ► 2a **N/A**

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

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

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) 3b **N/A**

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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

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?

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

6b X

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 130 MERCHANT STREET HONOLULU, HI 96813	TRUSTEE 1.00	31,029.	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	
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	2,068,796.
b Average of monthly cash balances	1b	48,878.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	2,117,674.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	2,117,674.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,765.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,085,909.
6 Minimum investment return. Enter 5% of line 5	6	104,295.

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	104,295.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,976.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,976.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	102,319.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	102,319.
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	102,319.

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	105,772.
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	105,772.
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	105,772.

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				102,319.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011	21,155.			
f Total of lines 3a through e	21,155.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 105,772.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount			102,319.	
e Remaining amount distributed out of corpus	3,453.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			
6 Enter the net total of each column as indicated below:	24,608.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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	24,608.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	21,155.			
e Excess from 2012	3,453.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
HAWAIIAN HUMANE SOCIETY 2700 WAIALAE AVENUE HONOLULU, HI 96826-1899			ANIMAL STERILIZATION PROGRAM	32,000
HAWAII FOODBANK, INC. 2611 KILIHAU STREET HONOLULU, HI 96819			OHANA PRODUCE PLUS PROGRAM	32,000
LANAKILA REHABILITATION CENTER, INC. DBA LANAKILA PACIFIC 1809 BACHELOT STREET HONOLULU, HI 96817			LANAKILA PRODUCTION SERVICES EXPANSION	32,000
Total			► 3a	96,000
b Approved for future payment				
NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	35.
4 Dividends and interest from securities				14	56,472.
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	66,445.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		122,952.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	122,952.
(Gross amount for line 13 must be the same as line 12.)					

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

SOPHIE RUSSELL TESTAMENTARY TRUST
EIN #99-6002398
OTHER INVESTMENTS
FYE 03/31/2013

Description	Units	Tax Cost	Market Value
AT&T INC	560.000	16,326.58	20,546
ABBVIE INC	270.000	10,481.40	11,011
ABERDEEN INTERNATIONAL EQUITY FUND INST	16,455.770	188,120.20	247,988
ABERDEEN CORE FIXED INCOME FUND CL I	22,131.122	242,511.20	243,885
ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS	8,714.459	75,327.67	105,358
ACTAVIS INC	20.000	824.15	1,842
AGILENT TECHNOLOGIES INC	40.000	1,663.20	1,679
ALLSTATE CORP	50.000	1,545.75	2,454
ALTRIA GROUP INC	460.000	11,501.62	15,819
AMERICAN ELECTRIC POWER CO	100.000	4,415.00	4,863
AMERICAN EXPRESS CO	100.000	4,426.62	6,746
AMERICAN INTL GROUP	50.000	1,894.50	1,941
AMERISOURCEBERGEN CORP	70.000	2,121.94	3,602
APACHE CORP	30.000	2,622.18	2,315
APPLE INC	20.000	6,595.63	8,853
ASTRAZENECA PLC PLC SP ADR	350.000	16,595.15	17,493
BCE INC	170.000	6,579.17	7,937
BP PLC SPONS ADR	240.000	9,852.46	10,164
BANK OF NEW YORK MELLON CORP	80.000	2,065.00	2,239
BAXTER INTL INC	40.000	1,920.81	2,906
BEAM INC	30.000	1,425.91	1,906
BERKSHIRE HATHAWAY INC CL B	70.000	5,854.02	7,294
BORGWARNER INC	20.000	1,359.80	1,547
BRISTOL MYERS SQUIBB CO	400.000	11,113.62	16,476
CBS CORPORATION CL B	40.000	1,496.60	1,868
CHEVRON CORP	80.000	6,451.40	9,506
COACH INC	90.000	5,056.08	4,499
COCA COLA CO	110.000	3,595.26	4,448
COGNIZANT TECH SOLUTIONS CORP	70.000	4,242.19	5,363
COLUMBIA ACORN INTERNATIONAL CL R5	1,445.394	52,074.40	63,135
CONOCOPHILLIPS	290.000	14,146.03	17,429
CUMMINS ENGINE INC	40.000	3,587.67	4,632
DEERE & CO	30.000	2,524.20	2,579
DOMINION RESOURCES INC /VA	140.000	7,148.36	8,145
DOVER CORP	50.000	2,454.64	3,644
DUKE ENERGY CORP	223.000	12,657.35	16,188
EMC CORP	250.000	5,326.52	5,973
EBAY INC	50.000	1,057.00	2,711
EXPEDITORS INTL WASH INC	120.000	5,101.82	4,288
EXPRESS SCRIPTS HOLDING CO	160.000	7,354.06	9,219
FREEPORT MCMORAN COPPER & GOLD CLASS B	80.000	3,427.48	2,648
GENERAL ELECTRIC CO	210.000	3,443.16	4,855
GILEAD SCIENCES INC	80.000	1,406.53	3,915
GLAXOSMITHKLINE PLC ADR	360.000	15,264.36	16,888
GOLDMAN SACHS GROUP INC	10.000	1,157.73	1,472
GOOGLE INC CL A	10.000	5,265.04	7,942

SOPHIE RUSSELL TESTAMENTARY TRUST
EIN #99-6002398
OTHER INVESTMENTS
FYE 03/31/2013

Description	Units	Tax Cost	Market Value
HCP INC	120,000	5,042.27	5,983
HALLIBURTON CO	60,000	2,258.53	2,425
HEALTH CARE REIT INC	130,000	6,637.94	8,828
HESS CORP	40,000	2,196.63	2,864
HONEYWELL INTERNATIONAL INC	40,000	1,763.97	3,014
INTEL CORP	90,000	1,753.59	1,965
JP MORGAN CHASE & CO	70,000	2,718.55	3,322
JANUS TRITON FUND CL I	3,976,928	57,888.26	79,061
JOHN HANCOCK III DISC M/C-IS	5,274,748	68,571.72	78,857
JOHNSON & JOHNSON	150,000	9,666.77	12,230
KIMBERLY CLARK CORP	110,000	7,165.61	10,778
KOHL'S CORP	30,000	1,489.12	1,384
KRAFT FOODS GROUP INC	250,000	11,619.75	12,883
LABORATORY CORP AMERICA HOLDINGS	20,000	1,510.09	1,804
LILLY ELI & CO	230,000	8,473.53	13,062
NATIXIS LOOMIS SAYLES LTD GOV AND AGCY FD CL Y	2,546,762	30,383.99	30,485
LORILLARD INC	150,000	5,487.56	6,053
MAINSTAY HIGH YIELD CORP BOND FUND CL I	2,431,936	14,279.58	14,981
MCDONALDS CORP	110,000	8,983.22	10,966
MERCK & CO INC	380,000	14,907.59	16,796
MICROSOFT CORP	70,000	1,723.02	2,002
MONSTER BEVERAGE CORP	60,000	3,220.86	2,864
THE MOSAIC COMPANY	30,000	1,752.40	1,788
NATIONAL GRID PLC SP ADR	300,000	14,824.18	17,403
NATIONAL OILWELL VARCO INC	50,000	3,451.40	3,538
NEXTERA ENERGY INC	40,000	2,121.18	3,107
OCCIDENTAL PETROLEUM CORP	30,000	2,434.37	2,351
ORACLE	60,000	1,659.57	1,940
PPL CORPORATION	340,000	9,437.63	10,645
PEPSICO INC	60,000	3,813.25	4,747
PERRIGO CO.	30,000	3,358.10	3,562
PHILIP MORRIS INTERNATIONAL	100,000	6,329.36	9,271
T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FUND	3,445,318	111,446.31	104,841
PRICELINE.COM INC	5,000	3,165.70	3,441
PROCTER & GAMBLE CO	100,000	6,053.86	7,706
PUBLIC SERVICE ENT GROUP INC	70,000	2,248.97	2,404
QUALCOMM INC	120,000	5,435.30	8,033
RS GLOBAL NATURAL RESOURCES FUND CL Y	2,933,196	116,110.85	114,453
REYNOLDS AMERICAN INC	330,000	12,423.39	14,682
T ROWE PRICE INSTITUTIONAL FLOATING RATE FUND CL I	2,194,464	21,273.11	22,603
ROYAL DUTCH SHELL PLC ADR B	230,000	15,282.71	15,369
SPDR GOLD TRUST	360,000	59,820.21	55,609
SANDISK CORP	40,000	2,021.86	2,198
SCHLUMBERGER LTD	60,000	4,441.68	4,493
CHARLES SCHWAB CORP	250,000	2,973.78	4,423
SENIOR HOUSING PROP TRUST	160,000	4,181.91	4,293

SOPHIE RUSSELL TESTAMENTARY TRUST
EIN #99-6002398
OTHER INVESTMENTS
FYE 03/31/2013

Description	Units	Tax Cost	Market Value
SOUTHERN CO	340.000	13,610.22	15,953
STERICYCLE INC	40.000	2,570.39	4,247
TEMPLETON GLOBAL BOND FUND CL AD	2,525.880	34,175.44	33,847
THIRD AVENUE REAL ESTATE VALUE FUND CL IS	2,193.120	49,934.58	58,008
TIME WARNER CABLE INC	20.000	1,445.49	1,921
TOTAL SA SP ADR	320.000	16,228.34	15,354
US BANCORP	60.000	1,298.76	2,036
UNILEVER PLC SPONSORED ADR	110.000	3,487.19	4,646
UNITED TECHNOLOGIES CORP	30.000	2,174.86	2,803
VANGUARD TOTAL BOND MARKET ETF	3,170.000	266,472.96	265,139
VANGUARD LONG-TERM TREASURY FUND CL ADM	2,411.767	31,923.89	30,581
VARIAN MEDICAL SYSTEMS INC	70.000	3,973.05	5,040
VERIZON COMMUNICATIONS	360.000	12,851.33	17,694
VERISK ANALYTICS INC CL A	80.000	2,732.37	4,930
VISA INC CL A SHARES	20.000	1,450.35	3,397
VODAFONE GROUP PLC SP ADR	590.000	15,561.24	16,756
WAL-MART STORES INC	50.000	2,697.51	3,742
WELLS FARGO COMPANY	120.000	3,210.89	4,439
WINDSTREAM CORP	300.000	3,717.26	2,379
Total Other Investments		1,944,700.81	2,186,630

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

SOURCE	AMOUNT
BOH #215022104	35.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	35.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOH #215022104	67,253.	10,781.	56,472.
TOTAL TO FM 990-PF, PART I, LN 4	67,253.	10,781.	56,472.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	1,450.	435.		1,015.
TO FORM 990-PF, PG 1, LN 16B	1,450.	435.		1,015.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX - QUARTERLY PMTS FYE 3/31/13	262.	0.		0.
FOREIGN TAX WITHHELD	435.	435.		0.
TO FORM 990-PF, PG 1, LN 18	697.	435.		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	1,000.	0.		1,000.
TO FORM 990-PF, PG 1, LN 23	1,000.	0.		1,000.

FORM 990-PF	OTHER INVESTMENTS			STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SEE STATEMENT INV-1	COST	1,944,701.	2,186,630.	
TOTAL TO FORM 990-PF, PART II, LINE 13		1,944,701.	2,186,630.	