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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn 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 JUL 1, 2012, and ending JUN 30, 2013

Name of foundation

A Employer identification number

MARGARET SCHENCK VAN POOLE FDN

99-0291928

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

Room/suite

P.O. BOX 3170, DEPT 715

B Telephone number

(808) 694-4543

City or town, state, and ZIP code

HONOLULU, HI 96802-3170

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE 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

J Accounting method:

☒ Cash☐ Accrual

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

☐ Other (specify)

\$ 2,365,120. (Part I, column (d) must be on cash basis.)

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

## Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

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

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

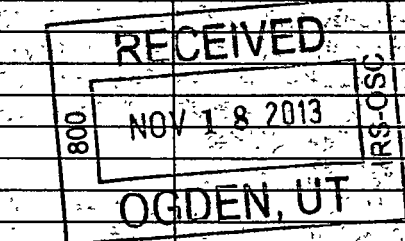
26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

223501  
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

**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
<b>Assets</b>	1 Cash - non-interest-bearing	333.	-6,765.	-6,765.
	2 Savings and temporary cash investments	17,862.	53,405.	53,405.
	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 <b>STMT 6</b>	2,154,133.	2,137,337.	2,318,480.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers)	2,172,328.	2,183,977.	2,365,120.	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	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	2,172,328.	2,183,977.	
	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 <b>Total net assets or fund balances</b>	2,172,328.	2,183,977.		
31 <b>Total liabilities and net assets/fund balances</b>	2,172,328.	2,183,977.		

**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	2,172,328.
2 Enter amount from Part I, line 27a	2	11,649.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,183,977.
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	2,183,977.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b PUBLICLY TRADED SECURITIES</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>c CLASS ACTION LITIGATION PROCEEDS</b>	<b>P</b>	<b>VARIOUS</b>	<b>11/26/12</b>
<b>d CAPITAL GAINS DIVIDENDS</b>			
<b>e</b>			

(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)
<b>a 360,948.</b>		<b>339,180.</b>	<b>21,768.</b>
<b>b 460,656.</b>		<b>408,351.</b>	<b>52,305.</b>
<b>c 5.</b>			<b>5.</b>
<b>d 11,614.</b>			<b>11,614.</b>
<b>e</b>			

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	
<b>a</b>			<b>21,768.</b>
<b>b</b>			<b>52,305.</b>
<b>c</b>			<b>5.</b>
<b>d</b>			<b>11,614.</b>
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	<b>85,692.</b>
<b>3</b> 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	{ }	<b>3</b>	<b>N/A</b>

**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	109,710.	2,273,992.	.048246
2010	118,523.	2,353,011.	.050371
2009	106,965.	2,199,306.	.048636
2008	142,081.	2,071,417.	.068591
2007	150,922.	2,727,411.	.055335

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.271179</b>
<b>3</b> 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	<b>3</b>	<b>.054236</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	<b>2,376,227.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>128,877.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>1,226.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>130,103.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.	<b>8</b>	<b>113,851.</b>

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)****1a** Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

**b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b**c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).**2** Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)**3** Add lines 1 and 2**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)**5** Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-**6** Credits/Payments:**a** 2012 estimated tax payments and 2011 overpayment credited to 2012**b** Exempt foreign organizations - tax withheld at source**c** Tax paid with application for extension of time to file (Form 8868)**d** Backup withholding erroneously withheld**7** Total credits and payments. Add lines 6a through 6d**8** Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached**9** Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed**10** Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid**11** Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐Refunded ☐**Part VII-A Statements Regarding Activities****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?**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.

**1c** Did the foundation file Form 1120-POL for this year?**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.

**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**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?**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

**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?

**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.

**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**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**10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		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> Telephone no. ► <u>(808) 694-4543</u> Located at ► <u>130 MERCHANT ST., HONOLULU, HI</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 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.

	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	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? If "Yes," list the years ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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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

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?

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

☐ Yes ☒ No

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

**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	34,990.	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
N/A	0.00	0.	0.	0.

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
N/A		0.

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 NONE	0.
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 NONE	0.
2	
All other program-related investments. See instructions.	
3 NONE	0.
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	2,366,952.
b Average of monthly cash balances	1b	45,461.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	2,412,413.
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	2,412,413.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,186.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,376,227.
6 Minimum investment return. Enter 5% of line 5	6	118,811.

**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	118,811.
2a Tax on investment income for 2012 from Part VI, line 5	2a	2,452.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,452.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	116,359.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	116,359.
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	116,359.

**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	113,851.
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	113,851.
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	113,851.

**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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				116,359.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			31,553.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ 113,851.				
<b>a</b> Applied to 2011, but not more than line 2a			31,553.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				82,298.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:	0.			
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				34,061.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				



**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
<b>a Paid during the year</b>				
BROOKE HOSPITAL FOR ANIMALS, BROADMEAD HOUSE, 21 PANTON ST, LONDON, SW1Y 4D			UNRESTRICTED	34,626.
HAWAIIAN HUMANE SOCIETY 2700 WAIALAE AVE HONOLULU, HI 96826			UNRESTRICTED	34,626.
NATIONAL ANTI-VIVISECTION SOCIETY 53 W JACKSON BLVD CHICAGO, IL 60604			UNRESTRICTED	34,626.
<b>Total</b>			▶ 3a	103,878.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			▶ 3b	0.





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


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SOURCE	AMOUNT
DREYFUS CASH MANAGEMENT-INST	27.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	27.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BOH A/C #115030603	75,675.	11,614.	64,061.
TOTAL TO FM 990-PF, PART I, LN 4	75,675.	11,614.	64,061.

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**FORM 990-PF OTHER INCOME STATEMENT 3**


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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TAX REFUND FOR FYE 6/30/12	2,906.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,906.	0.	

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**FORM 990-PF ACCOUNTING FEES STATEMENT 4**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX SERVICE FEE	1,750.	525.		1,225.
TO FORM 990-PF, PG 1, LN 16B	1,750.	525.		1,225.

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FORM 990-PF		TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD AT SOURCE	419.	419.		0.	
TO FORM 990-PF, PG 1, LN 18	419.	419.		0.	

FORM 990-PF		OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE		
SEE STATEMENT-INV	COST	2,137,337.	2,318,480.		
TOTAL TO FORM 990-PF, PART II, LINE 13		2,137,337.	2,318,480.		



**MARGARET SCHENCK VAN POOLE FOUNDATION**  
**2013 FORM 990-PF, PART II, INVESTMENTS-OTHER**

**99-0291928**

<b>Description</b>	<b>Units</b>	<b>Book Value</b>	<b>Market Value</b>
00206R102 AT&T INC	680.000	20,083.16	24,072.00
00287Y109 ABBVIE INC	300 000	11,646.00	12,402 00
003019395 ABERDEEN INTERNATIONAL EQUITY FUND	18139.470	221,221.78	259,032 00
003021409 ABERDEEN CORE FIXED INCOME FUND CL	24456.435	267,720.70	261,684.00
003021698 ABERDEEN ASIA-PACIFIC EX-JAPAN EQUIT	9647 973	88,812 00	109,504.00
00846U101 AGILENT TECHNOLOGIES INC	40 000	1,531 60	1,710 00
020002101 ALLSTATE CORP	50 000	1,564.86	2,406 00
02209S103 ALTRIA GROUP INC	530 000	13,590.10	18,545 00
025537101 AMERICAN ELECTRIC POWER CO	110 000	4,365.98	4,926.00
025816109 AMERICAN EXPRESS CO	90.000	4,028.54	6,728 00
026874784 AMERICAN INTL GROUP	60 000	2,273 40	2,682 00
03073E105 AMERISOURCEBERGEN CORP	70 000	2,108 38	3,908 00
037411105 APACHE CORP	30.000	2,941.72	2,515 00
037833100 APPLE INC	30 000	11,491.45	11,896 00
046353108 ASTRAZENECA PLC PLC SP ADR	360 000	16,865 88	17,028 00
05534B760 BCE INC	180.000	7,117.36	7,384.00
055622104 BP PLC SPONS ADR	360.000	15,673.62	15,026 00
064058100 BANK OF NEW YORK MELLON CORP	80.000	2,065.00	2,244.00
071813109 BAXTER INTL INC	50.000	2,401.02	3,464 00
073730103 BEAM INC	30 000	1,442.24	1,893 00
084670702 BERKSHIRE HATHAWAY INC CL B	80 000	6,727.18	8,954 00
099724106 BORGWARNER INC	20 000	1,434 44	1,723.00
110122108 BRISTOL MYERS SQUIBB CO	230.000	6,486.88	10,279 00
124857202 CBS CORPORATION CL B	50.000	1,886.50	2,444.00
166764100 CHEVRON CORP	80.000	6,451 40	9,467 00
189754104 COACH INC	90 000	5,030 18	5,138 00
191216100 COCA COLA CO	110 000	3,595 90	4,412 00
192446102 COGNIZANT TECH SOLUTIONS CORP	120 000	7,532.32	7,517 00
197199631 COLUMBIA ACORN INTERNATIONAL CL R5	1571 489	56,205 34	67,165 00
20825C104 CONOCOPHILLIPS	330 000	16,211 75	19,965.00
231021106 CUMMINS ENGINE INC	50.000	4,484.59	5,423 00
244199105 DEERE & CO	30.000	2,499.90	2,438 00
25746U109 DOMINION RESOURCES INC /VA	160 000	8,139.08	9,091 00
260003108 DOVER CORP	40.000	1,950.42	3,106 00
26441C204 DUKE ENERGY CORP	240.000	13,536.04	16,200.00
268648102 EMC CORP	400.000	8,799.00	9,448.00
278642103 EBAY INC	50 000	1,055.27	2,586 00
30219G108 EXPRESS SCRIPTS HOLDING CO	150.000	6,666.63	9,261 00
35671D857 FREEPORT MCMORAN COPPER & GOLD C	90.000	3,676.33	2,485 00
369604103 GENERAL ELECTRIC CO	220.000	3,607.12	5,102 00
375558103 GILEAD SCIENCES INC	70 000	1,206.71	3,589 00
37733W105 GLAXOSMITHKLINE PLC ADR	290.000	12,278.88	14,491 00
38141G104 GOLDMAN SACHS GROUP INC	10 000	1,157.73	1,513 00
38259P508 GOOGLE INC CL A	10.000	5,265.04	8,804 00
40414L109 HCP INC	130.000	4,709.46	5,907 00
406216101 HALLIBURTON CO	60 000	2,061.59	2,503 00
42217K106 HEALTH CARE REIT INC	150.000	7,408.43	10,055 00

**MARGARET SCHENCK VAN POOLE FOUNDATION**  
**2013 FORM 990-PF, PART II, INVESTMENTS-OTHER**

**99-0291928**

Description	Units	Book Value	Market Value
42809H107 HESS CORP	50.000	2,736 16	3,325 00
438516106 HONEYWELL INTERNATIONAL INC	40 000	1,763 97	3,174 00
458140100 INTEL CORP	90 000	1,753.59	2,181 00
46625H100 JP MORGAN CHASE & CO	70 000	2,718 55	3,695 00
47103C357 JANUS TRITON FUND CL I	4179.922	60,098.41	85,020.00
47803W406 JOHN HANCOCK III DISC M/C-IS	5514 687	71,690 92	85,533 00
478160104 JOHNSON & JOHNSON	160 000	10,327 44	13,738 00
494368103 KIMBERLY CLARK CORP	110.000	7,351 08	10,685 00
500255104 KOHL'S CORP	30.000	1,550.99	1,515.00
50076Q106 KRAFT FOODS GROUP INC	340.000	16,015.72	18,996.00
50540R409 LABORATORY CORP AMERICA HOLDINGS	20.000	1,506.77	2,002.00
532457108 LILLY ELI & CO	80.000	2,947.31	3,930 00
543487326 NATIXIS LOOMIS SAYLES LTD GOV AND AC	2810.020	33,529.76	33,074.00
544147101 LORILLARD INC	220.000	8,594.56	9,610.00
56062X708 MAINSTAY HIGH YIELD CORP BOND FUND	2702.368	15,859.24	16,187.00
580135101 MCDONALDS CORP	110 000	8,809 84	10,890.00
58933Y105 MERCK & CO INC	420 000	16,460.31	19,509 00
594918104 MICROSOFT CORP	70.000	1,723.01	2,418 00
611740101 MONSTER BEVERAGE CORP	70 000	3,718.90	4,258 00
61945C103 THE MOSAIC COMPANY	30 000	1,787 70	1,614.00
636274300 NATIONAL GRID PLC SP ADR	310 000	15,309.78	17,568.00
637071101 NATIONAL OILWELL VARCO INC	50.000	3,296 79	3,445.00
65339F101 NEXTERA ENERGY INC	30 000	1,611 49	2,444 00
674599105 OCCIDENTAL PETROLEUM CORP	30 000	2,403.20	2,677 00
68389X105 ORACLE	60 000	1,659 57	1,843 00
69351T106 PPL CORPORATION	370 000	10,468 50	11,196 00
713448108 PEPSICO INC	60.000	3,796 03	4,907 00
714290103 PERRIGO CO	30 000	1,958 88	3,630 00
718172109 PHILIP MORRIS INTERNATIONAL	120 000	7,954 99	10,394 00
74144Q203 T ROWE PRICE INSTITUTIONAL EMERGINC	3850 663	119,673 14	108,781 00
741503403 PRICELINE.COM INC	5.000	3,289 00	4,133.00
742718109 PROCTER & GAMBLE CO	90.000	5,448.49	6,929.00
744573106 PUBLIC SERVICE ENT GROUP INC	70.000	2,253.59	2,286 00
747525103 QUALCOMM INC	130.000	5,876.08	7,942 00
74972H648 RS GLOBAL NATURAL RESOURCES FUND	3239 327	127,053 56	117,328 00
761713106 REYNOLDS AMERICAN INC	340 000	12,582 53	16,446 00
77958B402 T ROWE PRICE INSTITUTIONAL FLOATING	2412 505	23,355.42	24,559.00
780259107 ROYAL DUTCH SHELL PLC ADR B	250.000	16,530.97	16,568 00
78462F103 SPDR S&P 500 ETF TRUST	880.000	141,816.49	141,170.00
78463V107 SPDR GOLD TRUST	450.000	72,966.00	53,600.00
80004C101 SANDISK CORP	40.000	2,021.86	2,444.00
806857108 SCHLUMBERGER LTD	60.000	4,116.93	4,300.00
808513105 CHARLES SCHWAB CORP	230 000	2,735 88	4,883.00
81721M109 SENIOR HOUSING PROP TRUST	270 000	7,103 27	7,001 00
842587107 SOUTHERN CO	350.000	13,983 11	15,446 00
858912108 STERICYCLE INC	50.000	3,641 88	5,522 00
880208400 TEMPLETON GLOBAL BOND FUND CL AD	2814.207	38,071.71	36,331 00

**MARGARET SCHENCK VAN POOLE FOUNDATION**  
**2013 FORM 990-PF, PART II, INVESTMENTS-OTHER**

**99-0291928**

<b>Description</b>	<b>Units</b>	<b>Book Value</b>	<b>Market Value</b>
884116401 THIRD AVENUE REAL ESTATE VALUE FUNI	2331.088	52,648 94	62,706 00
88732J207 TIME WARNER CABLE INC	20 000	1,312 40	2,250 00
89151E109 TOTAL SA SP ADR	340 000	16,769 98	16,558.00
902973304 US BANCORP	60 000	1,298.76	2,169.00
904767704 UNILEVER PLC SPONSORED ADR	120.000	3,882.76	4,854.00
913017109 UNITED TECHNOLOGIES CORP	30.000	2,169.53	2,788.00
921937835 VANGUARD TOTAL BOND MARKET ETF	1863.000	156,232.93	150,679.00
922031786 VANGUARD LONG-TERM TREASURY FUND	2696 448	36,531 61	31,980.00
92220P105 VARIAN MEDICAL SYSTEMS INC	60.000	3,353 86	4,047 00
92343V104 VERIZON COMMUNICATIONS	380.000	13,557 70	19,129 00
92345Y106 VERISK ANALYTICS INC CL A	70.000	2,390 83	4,179.00
92826C839 VISA INC CL A SHARES	30 000	2,089 64	5,483 00
92857W209 VODAFONE GROUP PLC SP ADR	610 000	16,187 66	17,534 00
931142103 WAL-MART STORES INC	50 000	2,697 51	3,725.00
949746101 WELLS FARGO COMPANY	130.000	3,524.13	5,365 00
G94368100 WARNER CHILCOTT PLC CL A	90.000	1,756 80	1,792.00
<b>TOTAL OTHER INVESTMENTS</b>		<b><u>2,137,337.31</u></b>	<b><u>2,318,480.00</u></b>