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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013, and ending JUN 30, 2014

Name of foundation

A Employer identification number

JULIA TEMPLE DAVIS BROWN FOUNDATION

99-6017321

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

Room/suite

B Telephone number

P.O. BOX 3170, DEPT. 715

(808) 694-4393

City or town, state or province, country, and ZIP or foreign postal code

C If exemption application is pending, check here ☐

HONOLULU, HI 96802

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 ☐

G Check all that apply:

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

H Check type of organization:

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

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)

\$ 322,469. (Part I, column (d) must be on cash basis)

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3.	3.		STATEMENT 1
4	Dividends and interest from securities	7,483.	7,483.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	19,684.			
b	Gross sales price for all assets on line 6a	118,350.			
7	Capital gain net income (from Part IV, line 2)		19,684.		
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	27,170.	27,170.		
13	Compensation of officers, directors, trustees, etc	4,503.	2,251.		2,252.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	1,450.	435.		1,015.
c	Other professional fees				
17	Interest				
18	Taxes	296.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	1,440.	0.		1,440.
24	Total operating and administrative expenses. Add lines 13 through 23	7,689.	2,686.		4,707.
25	Contributions, gifts, grants paid	10,500.			10,500.
26	Total expenses and disbursements. Add lines 24 and 25	18,189.	2,686.		15,207.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	8,981.			
b	Net investment income (if negative, enter -0-)		24,484.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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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			- 347.	201.	201.
	2 Savings and temporary cash investments			6,723.	6,895.	6,895.
	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		260,779.	269,040.	315,373.
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶					
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			267,155.	276,136.	322,469.	
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			267,155.	276,136.	
	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			267,155.	276,136.		
31 Total liabilities and net assets/fund balances			267,155.	276,136.		

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	267,155.
2 Enter amount from Part I, line 27a	2	8,981.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	276,136.
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	276,136.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,848.		4,183.	-335.
b 111,997.		94,483.	17,514.
c 2,505.			2,505.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-335.
b			17,514.
c			2,505.
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	19,684.
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	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	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))
2012	12,617.	294,700.	.042813
2011	9,611.	277,558.	.034627
2010	13,658.	291,722.	.046819
2009	12,082.	270,555.	.044656
2008	16,950.	250,231.	.067737

2 Total of line 1, column (d)	2	.236652
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	.047330
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	308,296.
5 Multiply line 4 by line 3	5	14,592.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	245.
7 Add lines 5 and 6	7	14,837.
8 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.	8	15,207.

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	245.
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	245.
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	245.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	240.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	285.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	525.	
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	280.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	11	280.	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>HI</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BANK OF HAWAII</u> Telephone no. ► <u>(808) 694-4393</u> Located at ► <u>111 S. KING STREET, 4TH FLOOR, 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	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____ , _____ , _____	☐ Yes ☒ No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____ , _____ , _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		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

6b

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

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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	4,503.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	305,232.
b	Average of monthly cash balances	1b	7,759.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	312,991.
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	312,991.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,695.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	308,296.
6	Minimum investment return. Enter 5% of line 5	6	15,415.

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	15,415.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	245.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	245.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,170.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	15,170.
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	15,170.

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	15,207.
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	15,207.
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	245.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,962.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				15,170.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	4,534.			
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	4,534.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	15,207.			
a Applied to 2012, 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 2013 distributable amount				15,170.
e Remaining amount distributed out of corpus	37.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,571.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	4,534.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	37.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	37.			

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				
CHAMBER MUSIC HAWAII P.O. BOX 61939 HONOLULU, HI 96839			2-DAY RESIDENCY WITH LANAI SCHOOL BAND STUDENTS	3,000.
HONOLULU THEATRE FOR YOUTH 1149 BETHEL STREET, SUITE 700 HONOLULU, HI 96813			THEATRE FOR NEIGHBOR ISLAND YOUTH - HANA MAUI TOUR 2014-2015	2,000.
HAWAIIAN KAMALII, INC. DBA HAWAIIAN CANOE CLUB P.O. BOX 5053 KAHULUI, MAUI, HI 96733			SUMMER ENRICHMENT PROGRAM - 2014	2,500.
READING IS FUNDAMENTAL 1802 KEEAUMOKU STREET HONOLULU, HI 96822			READING MOTIVATION PROGRAM FOR 2014-2015	3,000.
Total			3a	10,500.
b Approved for future payment				
NONE				
Total			3b	0.

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 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. | | |

[illegible]

- 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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☐ Yes ☐ No			
	Signature of officer or trustee Vice President		Date NOV 10 2014			Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date		Check ☐ if self-employed	PTIN
	Firm's name ▶					Firm's EIN ▶		
	Firm's address ▶					Phone no.		

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- 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.	Enter filer's identifying number
	JULIA TEMPLE DAVIS BROWN FOUNDATION	Employer identification number (EIN) or 99-6017321
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	

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

04

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 (other than individual)	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

BANK OF HAWAII

- The books are in the care of ► **111 S. KING STREET, 4TH FLOOR - 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 **FEBRUARY 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year _____ or
- ☒ tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	525.
b If this application is for Forms 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	\$	240.
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	\$	285.

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DREYFUS CASH MANAGEMENT	3.	3.	
TOTAL TO PART I, LINE 3	3.	3.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BANK OF HAWAII ACCOUNT NO. 215023201	9,988.	2,505.	7,483.	7,483.	
TO PART I, LINE 4	9,988.	2,505.	7,483.	7,483.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	1,450.	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
FYE 6/30/14 ESTIMATED TAXES	240.	0.		0.
FYE 6/30/13 TAXES DUE	56.	0.		0.
TO FORM 990-PF, PG 1, LN 18	296.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANTS ADMINISTRATION FEES	1,440.	0.		1,440.
TO FORM 990-PF, PG 1, LN 23	1,440.	0.		1,440.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE OTHER INVESTMENTS STATEMENT-INV	COST	269,040.	315,373.
TOTAL TO FORM 990-PF, PART II, LINE 13		269,040.	315,373.

Julia Temple Davis Brown Foundation
Form 990-PF
Schedule of Investments - Other
For the Year Ended 6/30/14

99-6017321

Description	Units	Book Value	Market Value
003019395 ABERDEEN INTERNATIONAL EQUITY FUND INST	911.663	9,107.61	14,787.00
003021409 ABERDEEN CORE FIXED INCOME FUND CL I	1,977.255	21,581.28	21,592.00
003021698 ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS	1,003.768	8,093.30	12,346.00
197199631 COLUMBIA ACORN INTERNATIONAL CL R5	127.939	4,724.09	6,260.00
314172560 FEDERATED STRATEGIC VALUE DIVIDEND FUND CL INST	4,661.258	21,348.56	29,646.00
38142Y773 GOLDMAN SACHS LARGE CAP VALUE FD - INST	827.527	8,556.63	15,127.00
411511306 HARBOR INTL FD	193.129	14,150.56	14,322.00
47803W406 JOHN HANCOCK III DISC M/C-IS	509.782	6,479.33	9,900.00
543487326 NATIXIS LOOMIS SAYLES LTD GOV AND AGCY FD CL Y	1,249.256	14,683.97	14,629.00
56062X641 MAINSTAY LARGE CAP GROWTH FUND CL I	1,484.002	8,755.61	15,938.00
56062X708 MAINSTAY HIGH YIELD CORP BOND FUND CL I	329.413	1,927.06	2,023.00
74144Q203 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FUND	393.884	12,394.01	12,451.00
74316J458 CONGRESS MID CAP GROWTH-INS	747.615	10,107.76	10,392.00
74972H648 RS GLOBAL NATURAL RESOURCES FUND CL Y	218.060	8,870.52	8,626.00
77958B402 T ROWE PRICE INSTITUTIONAL FLOATING RATE FUND CL I	194.847	1,880.27	2,005.00
78462F103 SPDR S&P 500 ETF TRUST	110.000	17,597.55	21,529.00
880208400 TEMPLETON GLOBAL BOND FUND CL AD	299.469	4,026.33	3,986.00
884116401 THIRD AVENUE REAL ESTATE VALUE FUND CL IS	276.341	6,350.32	8,799.00
921909792 VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND CL SI	390.275	13,256.04	13,632.00
921937835 VANGUARD TOTAL BOND MARKET ETF	227.000	19,007.98	18,664.00
921937868 VANGUARD TOTAL BOND MARKET INDEX FD	969.230	10,421.12	10,497.00
922908488 VANGUARD TOTAL STOCK MARKET INDEX FUND	1,008.834	45,719.96	48,222.00
Total Portfolio		269,039.86	315,373.00

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

Grant Application Information for Program

Policy

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

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

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

Requests for programs involving school participation

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

DEADLINE DATE: Proposals must be postmarked by April 1.

APPLICATION PROCEDURES (A thru D)

SUBMIT 4 (FOUR) COMPLETED SETS OF THE PROPOSAL CONTAINING:

- (A) Funding Request cover sheet – To be placed on top of each set (see Page 4).
- (B) Proposal Narrative - Provide who, what, when, where, why, and how in three pages or less.

Narrative Format Information:

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

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

- 1) **Organization:** Briefly describe your organization's mission and programs. (maximum of 2 sentences)
- 2) **Population to be Served:** Provide an estimated UNDUPLICATED number and age range of the eligible individuals you propose to serve.
 - o If the projections are an increase over the current volume, provide information on current volume (percentages can only be used if accompanied with figures, i.e. 20% over 500).
- 3) **Program/Project:** Describe using specific information in layman terms. (Acronyms must be explained in the narrative and budgets.)
- 4) **Goals & Objectives:** **Separately** list each goal with corresponding objective, and specifically describe how the goal will be accomplished through the objective.
- 5) **Outreach:** For new, expansion, or existing program/project:
 - o Describe how your organization will market the program/project to the community you propose to serve.
 - o Provide an estimated UNDUPLICATED number of group/individuals who will be new participants
 - o Provide UNDUPLICATED numbers for existing participants/groups/individuals.

- 6) **Evaluation:** Provide information on how and/or what the following measures are that will be used to evaluate the program/project (**note:** pre/post-tests are not acceptable):
 - o Process Measures – extent to how the program/project will be implemented
 - o Outcome Measures – effectiveness in meeting goals and objectives
- 7) **Cost:** Total cost of the program/project, amount requested, and plans for future support.

(C) These 7 items must be attached to each of the 4 sets of the proposal narrative

- **Staff:** Describe the qualifications of the staff or volunteers who will oversee and coordinate the program/project
- **Board of Directors** - List of Board members with their professional or business affiliation
 - Percent who actively participate in activities and attend meetings
- **Endorsement Letters** - Two letters endorsing the activity

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

- **Project/Program Budget**
 - List all revenue (funding sources) and expenses for the project or program.
- **Organization's Operating Budget** – Current Fiscal Year
 - If funding is for support during the following fiscal year, also provide a DRAFT of Operating Budget for such year.
- **Income Statement** - Recently Completed Fiscal Year
- **Current Balance Sheet** - (not older than three months)

(D) IRS, Charters & By-Laws

Provide ONE copy only of each of the following:

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

Proposals are to be sent to the following mailing address:

Postal Service

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

Over night deliveries

Julia Temple Davis Brown Foundation
c/o Bank of Hawaii, Trustee
Charitable Foundation Services #758
130 Merchant Street, Room 530
Honolulu, Hawaii 96813

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

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

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

Contact Information for Julia Temple Davis Brown Foundation

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

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

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

Julia Temple Davis Brown Foundation
Bank of Hawaii, Trustee

Funding Request Cover Sheet (Program)

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

Date _____

Organization Information

(Must be a 501 (c) (3) tax-exempt organization)

(If this is a collaborative project, please submit names of collaborating agencies on a separate sheet.)

Name: _____

Complete Address: _____

Phone: _____ Fax: _____

BOARD MEMBER INFORMATION

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

Total Contribution During Fiscal Year: _____ Median Gift: _____ Average Gift: _____
(Check One: Past ☐ or Current FY ☐)

Contact Information

Name: _____ Title: _____

Address: _____

Phone: _____ Email: _____

Project Information

Program Title: _____

Amount requested: \$ _____

Two signatures are required

Executive Director (Chief Compensated Staff)

Board Chair or President (Chief volunteer)

Print or Type Name and Title

Print or Type Name and Title