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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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning APR 1, 2016, and ending MAR 31, 2017

Name of foundation

TERESA F. HUGHES TRUST U/W

A Employer identification number

99-0042494

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

P.O. BOX 3170, DEPT. 715

Room/suite

B Telephone number

(808) 694-4509

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

HONOLULU, HI 96802-3170

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

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

\$ 8,183,135. (Part I, column (d) must be on cash basis)

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify)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 ☐

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)

Revenue	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	369.	369.			STATEMENT 1
	4	Dividends and interest from securities	179,732.	179,732.			STATEMENT 2
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10	139,005.				
	b	Gross sales price for all assets on line 6a	781,890.				
	7	Capital gain net income (from Part IV line 2)		139,005.			
	8	Net short-term capital gain					
Operating and Administrative Expenses	9	Income and deductions					
	10a	Gross sales price for all assets on line 6a					
	b	Less: Cost of goods sold					
	c	Gross profit (or loss)					
	11	Other income	47.	0.			STATEMENT 3
	12	Total. Add lines 4 through 11	319,153.	319,106.			
	13	Compensation of officers, directors, trustees, etc.	89,235.	44,617.			44,618.
	14	Other employee salaries and wages					
	15	Pension plans, employee benefits					
	16a	Legal fees					
	b	Accounting fees	2,500.	750.			1,750.
	c	Other professional fees	9,317.	4,658.			4,659.
	17	Interest					
	18	Taxes	361.	361.			0.
	19	Depreciation and depletion					
	20	Occupancy					
	21	Travel, conferences, and meetings					
	22	Printing and publications					
	23	Other expenses	30,179.	75.			30,104.
	24	Total operating and administrative expenses. Add lines 13 through 23	131,592.	50,461.			81,131.
	25	Contributions, gifts, grants paid	314,000.				314,000.
	26	Total expenses and disbursements. Add lines 24 and 25	445,592.	50,461.			395,131.
	27	Subtract line 26 from line 12:					
	a	Excess of revenue over expenses and disbursements	-126,439.				
	b	Net investment income (if negative, enter -0-)		268,645.			
	c	Adjusted net income (if negative, enter -0-)				N/A	

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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		3,514.	4,104.	4,104.
2	Savings and temporary cash investments		74,010.	160,361.	160,361.
3	Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
4	Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock				
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 8		7,220,126.	7,006,746.	8,018,670.
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 I)		7,297,650.	7,171,211.	8,183,135.

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		7,297,650.	7,171,211.	
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		7,297,650.	7,171,211.	
31	Total liabilities and net assets/fund balances		7,297,650.	7,171,211.	

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	7,297,650.
2	Enter amount from Part I, line 27a	2	-126,439.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,171,211.
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	7,171,211.

Form 990-PF (2016)

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 LITIGATION SETTLEMENT - PFIZER	P	11/21/16	VARIOUS
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 47,602.		46,460.	1,142.
b 715,839.		596,375.	119,464.
c 258.		50.	208.
d 18,191.			18,191.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			1,142.
b			119,464.
c			208.
d			18,191.
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	139,005.
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))
2015	427,053.	7,722,360.	.055301
2014	427,240.	8,302,086.	.051462
2013	577,941.	8,023,023.	.072035
2012	404,865.	7,820,070.	.051773
2011	418,217.	7,736,648.	.054057

2 Total of line 1, column (d)	2	.284628
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	.056926
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,736,375.
5 Multiply line 4 by line 3	5	440,401.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,686.
7 Add lines 5 and 6	7	443,087.
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	395,131.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	5,373.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,373.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	5,373.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	11,797.	
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	11,797.	
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	6,424.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ HI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (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)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTPS://WWW.BOH.COM/APPS/FOUNDATIONS/</u>	13	X
14 The books are in care of ► <u>BANK OF HAWAII</u> Telephone no. ► <u>808-694-4509</u> Located at ► <u>130 MERCHANT STREET, 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 2016, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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.)	2b	N/A
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 2016 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 2016)	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 2016?	4b	X

Form 990-PF (2016)

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 4945(d)(4)(A)? (see instructions)

☐ 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)?

5b

X

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

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF HAWAII	CO-TRUSTEE			
130 MERCHANT STREET				
HONOLULU, HI 96813	3.00	86,035.	0.	0.
SUZANNE SMITH CHURCHILL	CO-TRUSTEE			
130 MERCHANT STREET				
HONOLULU, HI 96813	1.00	3,200.	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

Form 990-PF (2016)

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	7,740,558.
b	Average of monthly cash balances	1b	113,630.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,854,188.
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	7,854,188.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	117,813.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,736,375.
6	Minimum investment return Enter 5% of line 5	6	386,819.

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	386,819.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	5,373.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,373.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	381,446.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	381,446.
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	381,446.

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	395,131.
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	395,131.
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	395,131.

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.

Form 990-PF (2016)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				381,446.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				2,815.
e From 2015				45,518.
f Total of lines 3a through e	48,333.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	395,131.			
a Applied to 2015, 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 2016 distributable amount				381,446.
e Remaining amount distributed out of corpus	13,685.			
5 Excess distributions carryover applied to 2016 (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	62,018.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	62,018.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				2,815.
d Excess from 2015				45,518.
e Excess from 2016				13,685.

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section
- ☐
- 4942(j)(3) or
- ☐
- 4942(j)(5)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT GRANTS-1	NONE			314,000.
Total			3a	314,000.
b Approved for future payment				
NONE				
Total			3b	0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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 <u><i>[Signature]</i></u> BANK OF HAWAII, Trustee <u>JUN - 1 2017</u> Vice President Date 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.		

Form **990-PF** (2016)

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
BOH #115030751	369.	369.	
TOTAL TO PART I, LINE 3	369.	369.	

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
BOH #115030751	197,923.	18,191.	179,732.	179,732.	
TO PART I, LINE 4	197,923.	18,191.	179,732.	179,732.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THE BLACKSTONE GROUP L.P.	47.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	47.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX SERVICE FEE	2,500.	750.		1,750.
TO FORM 990-PF, PG 1, LN 16B	2,500.	750.		1,750.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEE TO BANK OF HAWAII	1,987.	993.		994.
AUDIT FEE TO OHATA CHUN YUEN LLP	7,330.	3,665.		3,665.
TO FORM 990-PF, PG 1, LN 16C	9,317.	4,658.		4,659.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	361.	361.		0.
TO FORM 990-PF, PG 1, LN 18	361.	361.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC EXPENSE RELATED TO GRANTS ADMINISTRATION REQUEST	104.	0.		104.
GRANTS ADMINISTRATION FEE	30,000.	0.		30,000.
ADR/ADS FEES	75.	75.		0.
TO FORM 990-PF, PG 1, LN 23	30,179.	75.		30,104.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT INV-1	COST	7,006,746.	8,018,670.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,006,746.	8,018,670.

TERESA F. HUGHES TRUST U/W
EIN #99-0042494
OTHER INVESTMENTS
FYE 03/31/2017

Description	Units	Tax Cost	Market Value
00206R102 AT&T INC	1,092.000	32,345.58	45,373
00287Y109 ABBVIE INC	270.000	15,165.90	17,593
00751Y106 ADVANCE AUTO PARTS	80 000	12,869 17	11,861
00817Y108 AETNA INC NEW	35.000	4,117 85	4,464
017175100 ALLEGHANY CORP	18.000	8,793.72	11,064
018581108 ALLIANCE DATA SYSTEMS CORP	35.000	7,325.07	8,715
020002101 ALLSTATE CORP	125.000	4,736.27	10,186
02079K305 ALPHABET INC CL A	26.000	11,923.42	22,043
02209S103 ALTRIA GROUP INC	400.000	8,915.76	28,568
025537101 AMERICAN ELECTRIC POWER CO	155.000	6,152 07	10,405
025816109 AMERICAN EXPRESS CO	95.000	4,717 00	7,515
032095101 AMPHENOL CORP CL A	240.000	13,592.71	17,081
037833100 APPLE INC	340.000	13,953.28	48,844
046353108 ASTRAZENECA PLC SP ADR	645.000	20,357.29	20,085
053807103 AVNET INC	135.000	5,953.50	6,178
05534B760 BCE INC	585.000	23,655 98	25,898
055622104 BP PLC SPONS ADR	455 000	18,463.21	15,707
066922204 BLACKROCK S&P 500 STOCK MASTER - K	3,367 346	824,157 85	949,423
084670702 BERKSHIRE HATHAWAY INC CL B	135 000	11,110.44	22,502
09247X101 BLACKROCK INC	20.000	6,730.00	7,670
09253F879 BLACKROCK INTERNATIONAL INDEX FD - K	30,403.835	343,563.34	380,352
09253U108 BLACKSTONE GROUP	95.000	2,237 78	2,822
099724106 BORGWARNER INC	195.000	6,446.52	8,149
126650100 CVS/CAREMARK CORP	85.000	6,656.35	6,673
151020104 CELGENE CORP	105.000	10,808.56	13,065
166764100 CHEVRON CORP	175.000	14,220 47	18,790
17275R102 CISCO SYSTEMS	115 000	3,908.60	3,887
191216100 COCA COLA CO	330.000	11,878 28	14,005
192446102 COGNIZANT TECH SOLUTIONS CORP	315 000	9,323.90	18,749
22410J106 CRACKER BARREL OLD COUNTRY	70.000	10,972.52	11,148
22822V101 CROWN CASTLE INTL CORP	195 000	18,631.07	18,418
23918K108 DAVITA INC	75 000	5,595.00	5,098
25470F302 DISCOVERY COMMUNICATIONS C	345.000	9,061.67	9,767
256206103 DODGE & COX INTERNATIONAL STOCK FUND	2,778.315	100,352.74	115,717
256746108 DOLLAR TREE INC	190.000	14,999.19	14,907
25746U109 DOMINION ENERGY INC /VA	245.000	11,595.85	19,005
26441C204 DUKE ENERGY CORP	263.000	14,712.62	21,569
278865100 ECOLAB INC	100 000	10,930.00	12,534
291011104 EMERSON ELECTRIC CO	60.000	3,247 80	3,592
30231G102 EXXON MOBIL CORP	335 000	27,818.40	27,473
311900104 FASTENAL CO	275.000	13,398 47	14,163
31428Q101 FEDERATED TOTAL RETURN BOND FUND	57,714.098	638,819 05	625,044
369604103 GENERAL ELECTRIC CO	515 000	8,443.94	15,347
370334104 GENERAL MILLS INC	165.000	8,621.25	9,737
375558103 GILEAD SCIENCES INC	55.000	3,717 09	3,736
37733W105 GLAXOSMITHKLINE PLC ADR	440 000	18,057.60	18,550
38144N593 GOLDMAN SACHS INTERNATIONAL SMALL CAP INSIGHTS INSTL	18,681.362	194,892.23	211,660

TERESA F. HUGHES TRUST U/W
EIN #99-0042494
OTHER INVESTMENTS
FYE 03/31/2017

Description	Units	Tax Cost	Market Value
40434L105 HP INC.	375.000	5,787.44	6,705
411511306 HARBOR INTL FD	1,483.906	107,260.47	94,228
46625H100 JP MORGAN CHASE & CO	240.000	9,494.98	21,082
47803W406 JOHN HANCOCK III DISC M/C-IS	17,592.988	242,392.27	393,907
478160104 JOHNSON & JOHNSON	245.000	15,537.62	30,515
494368103 KIMBERLY CLARK CORP	165.000	10,393.53	21,719
500472303 KONINKLIJKE PHILIPS NV NY SHR	95.000	3,048.55	3,050
501044101 KROGER CO	150.000	4,333.26	4,424
559222401 MAGNA INTERNATIONAL INC CL A	110.000	4,731.17	4,748
57636Q104 MASTERCARD INC CLASS A	140.000	12,800.20	15,746
577130834 MATTHEWS PACIFIC TIGER FUND CL INS	3,095.673	88,005.43	79,961
577933104 MAXIMUS INC	230.000	11,501.64	14,306
579780206 MCCORMICK & CO INC NON VTG SHRS	50.000	4,781.06	4,878
580135101 MCDONALDS CORP	225.000	17,392.69	29,162
58155Q103 MCKESSON CORP	45.000	6,845.13	6,672
58933Y105 MERCK & CO INC	430.000	16,691.65	27,322
594918104 MICROSOFT CORP	140.000	3,446.04	9,220
596278101 MIDDLEBY CORPORATION	110.000	11,281.16	15,010
61166W101 MONSANTO CO	80.000	7,885.20	9,056
61945C103 THE MOSAIC COMPANY	325.000	8,394.26	9,484
636274300 NATIONAL GRID PLC SP ADR	430.000	20,423.55	27,296
637071101 NATIONAL OILWELL VARCO INC	230.000	11,464.40	9,221
651639106 NEWMONT MINING CORP HLDG CO	225.000	5,652.00	7,416
654106103 NIKE INC CL B	35.000	1,956.34	1,951
655044105 NOBLE ENERGY INC	165.000	5,264.60	5,666
66987V109 NOVARTIS AG ADR (SDFS)	55.000	4,132.51	4,085
670100205 NOVO NORDISK A S ADR	285.000	14,377.62	9,770
674599105 OCCIDENTAL PETROLEUM CORP	185.000	11,587.66	11,722
693475105 PNC FINANCIAL SERVICES	105.000	8,907.15	12,625
69351T106 PPL CORPORATION	560.000	14,149.36	20,938
713448108 PEPSICO INC	110.000	7,619.99	12,305
717081103 PFIZER INC	260.000	7,846.80	8,895
718172109 PHILIP MORRIS INTERNATIONAL	285.000	19,068.22	32,177
718546104 PHILLIPS 66	220.000	19,140.00	17,428
74144Q203 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FD	2,661.580	76,974.31	86,422
741503403 PRICELINE.COM INC	14.000	9,503.55	24,920
742718109 PROCTER & GAMBLE CO	320.000	21,808.75	28,752
74316J458 CONGRESS MID CAP GROWTH-INS	21,413.517	289,480.82	371,953
747525103 QUALCOMM INC	215.000	9,476.91	12,328
755111507 RAYTHEON CO	60.000	7,409.40	9,150
756109104 REALTY INCOME CORP	210.000	8,712.81	12,501
780259206 ROYAL DUTCH SHELL PLC ADR A	145.000	7,307.53	7,646
80105N105 SANOFI ADR	515.000	23,373.18	23,304
806857108 SCHLUMBERGER LTD	95.000	6,523.55	7,420
824348106 SHERWIN-WILLIAMS CO	50.000	14,088.93	15,510
842587107 SOUTHERN CO	545.000	21,554.48	27,130
844741108 SOUTHWEST AIRLINES	140.000	6,206.20	7,526

TERESA F. HUGHES TRUST U/W
EIN #99-0042494
OTHER INVESTMENTS
FYE 03/31/2017

Description	Units	Tax Cost	Market Value
855244109 STARBUCKS CORP	310 000	18,206 30	18,101
857477103 STATE STREET CORP COMMON	85 000	4,989 50	6,767
872540109 TJX COMPANIES INC	255 000	19,701 30	20,165
883556102 THERMO FISHER SCIENTIFIC INC	115.000	15,884 33	17,664
887317303 TIME WARNER INC	90 000	7,258.62	8,794
89151E109 TOTAL SA SP ADR	60.000	3,008.40	3,025
902973304 US BANCORP	195.000	4,984.33	10,043
907818108 UNION PACIFIC CORP	175.000	14,131.25	18,536
913017109 UNITED TECHNOLOGIES CORP	115.000	9,224 87	12,904
921909818 VANGUARD TOTAL INTL ST INDEX FUND-ADM	19,680 698	522,506 62	524,097
921937603 VANGUARD TOTAL BOND MARKET INDEX FUND ADM	117,056 904	1,271,229.90	1,250,168
92276F100 VENTAS INC	180 000	9,766.62	11,707
922908728 VANGUARD TOTL STK MKT IND-AD	21,226.815	998,910.91	1,253,656
92343V104 VERIZON COMMUNICATIONS	585 000	20,591 70	28,519
92826C839 VISA INC CL A SHARES	185 000	3,383.90	16,441
92857W308 VODAFONE GROUP PLC SP ADR	1,241 000	43,144.49	32,800
931142103 WAL-MART STORES INC	180.000	10,318 97	12,974
931427108 WALGREENS BOOTS ALLIANCE INC	95.000	7,832 31	7,890
949746101 WELLS FARGO COMPANY	400 000	12,225.88	22,264
94984B348 WELLS FARGO ADVANTAGE INTERNATIONAL EQUITY FUND - I	10,477 113	112,314 65	124,468
95040Q104 WELLTOWER INC	230.000	9,901.14	16,289
962166104 WEYERHAEUSER CO	195 000	5,867.55	6,626
G0177J108 ALLERGAN PLC	70.000	16,807.46	16,724
G02602103 AMDOCS LTD	145.000	8,667.78	8,844
G16962105 BUNGE LIMITED	145.000	8,884 61	11,493
G51502105 JOHNSON CONTROLS INTERNATIONAL PLC	117.000	5,628 87	4,928
H1467J104 CHUBB LTD	95.000	11,337 30	12,944
H84989104 TE CONNECTIVITY LTD	100 000	6,075.94	7,455
Total Other Investments		7,006,746.23	8,018,670

Teresa F. Hughes Trust

EIN: 99-0042494

FYE: 03/31/2017

Grants Paid 4/1/2016 to 3/31/2017

Payee Organization Project Title	Amount Paid Date	Tax Status
Children's Alliance of Hawaii, Inc. 200 North Vineyard Boulevard, Suite 410 Honolulu, HI 96817 <i>PIN for Children - KAUAI</i>	\$12,500.00 7/15/2016	PC
Children's Alliance of Hawaii, Inc. 200 North Vineyard Boulevard, Suite 410 Honolulu, HI 96817 <i>PIN for Children - OAHU</i>	\$30,000.00 7/15/2016	PC
Child & Family Service 91-1841 Fort Weaver Road Ewa Beach, HI 96706-1909 <i>PIN for Adults</i>	\$15,000.00 7/15/2016	PC
Family Programs Hawaii 250 Vineyard Street Honolulu, HI 96813-2445 <i>PIN for Children</i>	\$45,000.00 7/15/2016	PC
Family Support Services of West Hawaii DBA Family Support Hawaii 75-127 Lunapule Road, Suite 11 Kailua-Kona, HI 96740 <i>PIN for Adults and Children</i>	\$10,000.00 7/15/2016	PC
Friends of the Children's Justice Center of East Hawaii P. O. Box 6908 Hilo, HI 96720 <i>PIN for Children</i>	\$50,000.00 7/15/2016	PC
Friends of The Children's Justice Center of Maui, Inc. 1773-A Wili Pa Loop Wailuku, HI 96793 <i>PIN for Children</i>	\$45,000.00 7/15/2016	PC
Friends of the Children of West Hawaii, P. O. Box 9041 Kailua-Kona, HI 96745-9041 <i>PIN for Children</i>	\$15,000.00 7/15/2016	PC

Teresa F. Hughes Trust

EIN: 99-0042494

FYE: 03/31/2017

Grants Paid 4/1/2016 to 3/31/2017

Payee Organization Project Title	Amount Paid Date	Tax Status
Hawaii Island Adult Care, Inc. 34 Rainbow Drive Hilo, HI 96720 <i>PIN for Adults</i>	\$2,500.00 7/15/2016	PC
Kokua Kalihi Valley Comprehensive Family 2239 North School Street Honolulu, HI 96819 <i>PIN for Adults</i>	\$20,000.00 7/15/2016	PC
Kona Adult Day Center, Inc. P. O. Box 1360 Kealahou, HI 96750 <i>PIN for Adults</i>	\$25,000.00 7/15/2016	PC
Molokai General Hospital P. O. Box 408 280 Home'olu Place Kaunakakai, HI 96748 <i>PIN for Adults and Children</i>	\$24,000.00 7/15/2016	PC
Molokai Ohana Health Care, Inc./dba Molokai Community Health Center P. O. Box 2040 Kaunakakai, HI 96748 <i>PIN for Adults ONLY (See award letter re: Tuition aid concern for 18 children to one</i>	\$10,000.00 7/15/2016	PC
Waikiki Community Center 310 Paoakalani Avenue Honolulu, HI 96815 <i>PIN for Adults</i>	\$10,000.00 7/15/2016	PC
Grand Total (14 items)	<u>\$314,000.00</u>	