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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning JUL 1, 2009, and ending JUN 30, 2010

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
**COOKE FOUNDATION, LTD.
C/O BANK OF HAWAII**

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

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

A Employer identification number
23-7120804

B Telephone number
(808) 694-4540

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **19,862,554.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	323.	323.		STATEMENT 1
4 Dividends and interest from securities	447,622.	447,622.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	136,867.			
b Gross sales price for all assets on line 6a	11,304,140.			
7 Capital gain net income (from Part IV, line 2)		136,867.		
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	8,434.	0.		STATEMENT 3
12 Total. Add lines 1 through 11	593,246.	584,812.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	9,992.	4,296.		5,696.
c Other professional fees				
17 Interest				
18 Taxes	6,000.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	4,385.	0.		4,385.
22 Printing and publications				
23 Other expenses	193,924.	78,362.		115,562.
24 Total operating and administrative expenses. Add lines 13 through 23	214,301.	82,658.		125,643.
25 Contributions, gifts, grants paid	1,052,982.			1,052,982.
26 Total expenses and disbursements. Add lines 24 and 25	1,267,283.	82,658.		1,178,625.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-674,037.			
b Net investment income (if negative, enter -0-)		502,154.		
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	342,012.	556.	556.	
	2 Savings and temporary cash investments	688,112.	849,818.	849,818.	
	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 7	18,426,428.	17,932,140.	19,012,180.	
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	19,456,552.	18,782,514.	19,862,554.	
	Liabilities	17 Accounts payable and accrued expenses			
		18 Grants payable			
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	19,456,552.	18,782,514.		
	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	19,456,552.	18,782,514.			
31 Total liabilities and net assets/fund balances	19,456,552.	18,782,514.			

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	19,456,552.
2 Enter amount from Part I, line 27a	2	-674,037.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	18,782,515.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,782,514.

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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		
b PUBLICLY TRADED SECURITIES	P		
c BASIS ADJUSTMENT FOR PRIOR YEAR DISALLOWED			
d WASH SALES	P		
e CLASS ACTION SETTLEMENTS	P		VARIOUS

(a) 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 6,892,179.		6,654,219.	237,960.
b 4,404,190.		4,503,785.	-99,595.
c			
d		9,119.	-9,119.
e 7,771.		150.	7,621.

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			237,960.
b			-99,595.
c			
d			-9,119.
e			7,621.

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	136,867.
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 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))
2008	1,246,429.	19,247,469.	.064758
2007	1,311,439.	25,620,454.	.051187
2006	1,446,300.	26,015,906.	.055593
2005	1,052,553.	25,067,469.	.041989
2004	1,198,191.	24,452,752.	.049000

2 Total of line 1, column (d)	2	.262527
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	.052505
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	20,334,653.
5 Multiply line 4 by line 3	5	1,067,671.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,022.
7 Add lines 5 and 6	7	1,072,693.
8 Enter qualifying distributions from Part XII, line 4	8	1,178,625.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 5,022.
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 5,022.
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 5,022.
6 Credits/Payments:		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 11,878.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 400.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d		7 12,278.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10 7,256.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 5,022. Refunded <input checked="" type="checkbox"/>		11 2,234.

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 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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?		N/A
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) <input checked="" type="checkbox"/> 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 2009 or the taxable year beginning in 2009 (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

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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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP://COOKE.HAWAII.COMMUNITYFOUNDATION.ORG/</u>	13	X	
14	The books are in care of ► <u>BANK OF HAWAII</u> Telephone no. ► <u>(808) 694-4540</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		N/A

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 type="checkbox"/> Yes <input checked="" 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 page 20 of the 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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? 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 2009 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 2009.)	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 2009?	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?

N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**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
SEE STATEMENT 8		0.	0.	0.

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

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

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

0

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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."

[illegible]

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

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.

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.

1	N/A	
2		
3	All other program-related investments. See instructions.	
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	20,074,473.
b	Average of monthly cash balances	1b	569,845.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	20,644,318.
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	20,644,318.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	309,665.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,334,653.
6	Minimum investment return. Enter 5% of line 5	6	1,016,733.

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	1,016,733.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	5,022.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,022.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,011,711.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,011,711.
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	1,011,711.

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	1,178,625.
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	1,178,625.
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	5,022.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,173,603.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,011,711.
2 Undistributed Income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006	176,435.			
d From 2007	44,509.			
e From 2008	264,130.			
f Total of lines 3a through e	485,074.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 1,178,625.			0.	
a Applied to 2008, 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 2009 distributable amount				1,011,711.
e Remaining amount distributed out of corpus	166,914.			
5 Excess distributions carryover applied to 2009 (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	651,988.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	651,988.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	176,435.			
c Excess from 2007	44,509.			
d Excess from 2008	264,130.			
e Excess from 2009	166,914.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**

1 Information Regarding Foundation Managers:

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed:**

SEE GRANT MAKING POLICIES STATEMENT-1

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

SEE GRANT MAKING POLICIES STATEMENT-1

- c Any submission deadlines:**

SEE GRANT MAKING POLICIES STATEMENT-1

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

SEE GRANT MAKING POLICIES STATEMENT-1

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT GRANTS-1				1,052,982.
Total				1,052,982.
b Approved for future payment				
NONE				
Total				0.

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

SOURCE	AMOUNT
PACIFIC CAPITAL CASH ASSETS TRUST	323.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	323.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII #M28670	447,622.	0.	447,622.
TOTAL TO FM 990-PF, PART I, LN 4	447,622.	0.	447,622.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MUNICIPAL INTEREST	3,100.	0.	
FEDERAL TAX REFUND	5,334.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,434.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	3,500.	1,050.		2,450.
AUDIT FEES	6,492.	3,246.		3,246.
TO FORM 990-PF, PG 1, LN 16B	9,992.	4,296.		5,696.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FYE 6/30/09 FORM 990-PF 3TH QTR EST TAX PYMT	6,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	6,000.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
HI COMMUNITY FDN ADM FEES	81,200.	0.		81,200.	
MEMBERSHIP DUES	2,990.	0.		2,990.	
STATIONARY & PRINTING	5,010.	0.		5,010.	
AGENT'S FEE TO BANK OF HAWAII	104,483.	78,362.		26,121.	
MISCELLANEOUS	236.	0.		236.	
DCCA FILING	5.	0.		5.	
TO FORM 990-PF, PG 1, LN 23	193,924.	78,362.		115,562.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SEE STATEMENT INV-1	COST	17,932,140.	19,012,180.	
TOTAL TO FORM 990-PF, PART II, LINE 13		17,932,140.	19,012,180.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SAMUEL A. COOKE 130 MERCHANT STREET HONOLULU, HI 96813	PRES/TTEE 1.00	0.	0.	0.
LYNNE JOHNSON 130 MERCHANT STREET HONOLULU, HI 96813	VP/TTEE 1.00	0.	0.	0.
LISSA DUNFORD 130 MERCHANT STREET HONOLULU, HI 96813	TREAS/TTEE 1.00	0.	0.	0.
CHARLES SPALDING JR 130 MERCHANT STREET HONOLULU, HI 96813	VP/TTEE 1.00	0.	0.	0.
DALE S. BACHMAN 130 MERCHANT STREET HONOLULU, HI 96813	VP/TTEE 1.00	0.	0.	0.
CAROLINE BOND DAVIS 130 MERCHANT STREET HONOLULU, HI 96813	SEC/TTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Cooke Foundation, Limited
Fiscal Year 2010 Grants List

Organization	Address	Designation	Check Date	Amount
Arts, Culture and Humanities				
Arizona Memorial Museum Assoc - Pearl Harbor Memorial Fund	1 Arizona Memorial Place HI 96818	Honolulu, Pearl Harbor Memorial Museum & Visitor Center	11/3/2009	25,000.00
Ballet Hawaii	650 Iwilei Road Honolulu, HI 96817	Portable dance floor purchase	5/27/2010	3,000.00
Big Island Sustainable Communities Association	P.O. Box 4653 Hilo, HI 96720	Hawaii Sustainable Education Initiative: Kula o Mele	12/3/2009	18,425.00
Bishop Museum	1525 Bernice St. Honolulu, HI 96817-2704	Hawaiian Hall Renovations	7/29/2009	25,000.00
Daughters of Hawaii	Queen Emma Summer Palace 2913 Pali Hwy. Honolulu, HI 96817	Dining with the Daughters, Second Helpings	5/27/2010	10,000.00
Hana Arts	P.O. Box 686 Hana, HI 96713	Na Mele O` Hana	12/3/2009	2,300.00
Hawaii Children's Theatre	P.O. Box 662295 Lihue, HI 96766	Summer Stars 2009	7/29/2009	5,000.00
Hawaii Opera Theatre	987 Waimanu St. Honolulu, HI 96814-3319	Die Walkure Production--Grand Opera Season 2010	12/3/2009	25,000.00
Hawaii Youth Opera Chorus	P.O. Box 22304 Honolulu, HI 96823	Music Education for Oahu Elementary Schools	12/3/2009	17,554.00
Hawaii Youth Symphony Association	1110 University Ave., Ste. 200 Honolulu, HI 96826	HYS Academy-Music in the Clubhouse	12/3/2009	15,000.00
Hawaiian Mission Children's Society	553 S. King St. Honolulu, HI 96813	Insuring Our Future While Respecting Our Past	1/6/2010	37,500.00
Historic Hawaii Foundation	680 Iwilei Road, Ste 690 Honolulu, HI 96817	Hawaii Preservation Fund	5/26/2010	25,000.00
Honolulu, Academy of Arts	900 South Beretania Street HI 96814	Honolulu, Annual Grant	6/21/2010	100,000.00
Hui No'eau Visual Arts Center	2841 Baldwin Ave. Makawao, HI 96768	Capital Improvements	11/20/2009	25,000.00
Kauai Concert Association	P.O. Box 503 Lihue, HI 96766	Educational Services	12/3/2009	5,000.00
Maui Historical Society	2375-A Main St. Wailuku, HI 96793	Chas Fisher Memorial Garden Improvement Project	12/3/2009	10,000.00
Nisei Veterans Memorial Center	P.O. Box 216 Kahului, HI 96733	Capital Campaign (Addendum) for Education Building	12/3/2009	10,000.00
Parish of St. Clements Inc.	1515 Wilder Ave. Honolulu, HI 96822	Restoration of the Lefferts Cooke Memorial Organ	12/21/2009	25,000.00
Society for Kona's Education & Art	P.O. Box 256 Honaunau, HI 96726	Art of Learning	12/3/2009	12,000.00
The Friends of Iolani Palace	P.O. Box 2259 Honolulu, HI 96804	Throne Restoration	5/27/2010	9,370.00
The Friends of the Palace Theater		Fire Safety Improvements	12/3/2009	5,000.00
Community Development				
Common Cause Education Fund	1133 19th St. Nw, Ninth Floor Washington, DC 20036	Common Cause Hawaii--Education Program	12/3/2009	15,000.00
Hawaii Bicycling League		Bicycle Friendly Communities Media Project	12/3/2009	3,000.00
Waipa Foundation	P. O. Box 1189 Hanalei, HI 96714	Waipa Community Kitchen, Poi Mill, & Hale Imu--A Capital Campaign	5/27/2010	25,000.00
Education				
Friends of the Future	P. O. Box 2655 Kamuela, HI 96743	Big Island Early Childhood Professional Development Board	12/3/2009	32,000.00
Hanalei School	1922 Makiki St. Honolulu, HI 96822	Malama Ia Hanalei Phase III	7/16/2009	50,000.00

Cooke Foundation, Limited
Fiscal Year 2010 Grants List

Organization	Address	Designation	Check Date	Amount
Hawaii Preparatory Academy	65-1692 Kohala Mountain Road Kamuela, HI 96743	Stanford W. Shutes Track Renovation	5/27/2010	25,000.00
Hawaii Public Television Foundation dba PBS Hawaii	P.O. Box 11673 Honolulu, HI 96828	Hiki No: Student News Network of Hawaii	5/27/2010	7,000.00
Kuhio Elementary School	2759 South King Street HI 96826	Honolulu, 2009 Cooke Beautification Award	1/27/2010	5,000.00
Maul Preparatory Academy	PMB #186 5095 Napilihau Street, #109B HI 96761	Lahaina, 2006-2007 Campus Expansion Project	1/14/2010	25,000.00
Punahou School	1601 Punahou Street Honolulu, HI 96822	Omidyar K-1 Neighborhood Project	5/27/2010	25,000.00
Teach For America	99-080 Kauhale St. C-20 Aiea, HI 96701	Teach for America - Hawaii - Doubling Big Island Corps Size	5/27/2010	15,000.00
Waimea Middle Public Conversion Charter School	67-1229 Mamalahoa Highway HI 96743	Kamuela, 2009 Cooke Beautification Award	1/25/2010	5,000.00
West Hawaii Explorations Academy Public Charter School	73-4460 Queen Kaahumanu Hwy., #105 Kailua-Kona, HI 96740	2009 Cooke Beautification Award	1/27/2010	5,000.00
Environment American Bird Conservancy		Saving Hawaii's Endangered Birds	12/3/2009	10,000.00
Hawaii Island Land Trust Malama Ka Aina Pulama Na Mea OIwi	P. O. Box 976 Kealahou, HI 96750	The Kipuka Mosaic Project	12/3/2009	5,000.00
Hawaiian Humane Society	2700 Wai'alae Avenue Honolulu, HI 96826	Community Information Van	5/27/2010	15,000.00
Ka Ohana O Honuapo	P.O. Box 903 Naalehu, HI 96772	Honu'apo Wetlands Planning Project	5/27/2010	10,000.00
Ke Aupuni Lokahi	P.O. Box 1634 Kaunakakai, HI 96748	Molokai Land Trust	10/15/2009	25,000.00
The Nature Conservancy of Hawaii	923 Nu'uuanu Ave. Honolulu, HI 96817	Mauka to Makai Campaign	5/11/2010	25,000.00
Tri-Isle Resource Conservation and Development Council	77 Hookele St., Suite 202 Kahului, HI 96732	Malama Maunaloa: Community Volunteer Development to take Kuleana in Caring fo Maunaloa Bay	1/11/2010	5,000.00
Health Molokai Ohana Health Care Inc.	PO Box 2040 Kaunakakai, HI 96748	Moloka'i Community Health Center - Renovation & Relocation	5/27/2010	25,000.00
Shriners Hospital for Children	1310 Punahou Street Honolulu, HI 96826	New Hospital Building Project	7/16/2009	25,000.00
Waikiki Health Center	277 Ohua Avenue Honolulu, HI 96815	Patients First--A Safety & Quality Care Program	12/3/2009	2,500.00
Human Services Family Life Center	95 South Kane Street Kahului, HI 96732	Installation of Solar Panels at Emergency Shelter	5/27/2010	25,000.00
Hawaii Community Foundation	1164 Bishop Street, Suite 800 Honolulu, HI 96813	Community Stabilization Initiative	12/9/2009	33,333.00
Kauai Habitat for Humanity	P.O. Box 28 Elele, HI 96705	Tools and Equipment for the Next 100 Homes	5/27/2010	20,000.00
The Arc of Hilo	1099 Wai'anuenue Ave. Hilo, HI 96720	Arc of Hilo Training & Community Center	7/29/2009	25,000.00
YWCA of Oahu	1040 Richards Street Honolulu, HI 96813	Power to Change	2/5/2010	25,000.00
Religion/Spiritual Development Church of the Crossroads	1212 University Avenue Honolulu, HI 96826	Institute for Healing of Memories (IHOM)	5/27/2010	10,000.00
Kaumakapili Church	766 N. King Honolulu, HI 96817	100 Year Celebration	10/3/2009	25,000.00
Youth Development				

Cooke Foundation, Limited
Fiscal Year 2010 Grants List

Organization	Address	Designation	Check Date	Amount
After-School All-Stars	9255 Sunset Blvd, Ste 500 Los Angeles, CA 90069	After-School All-Stars Hawaii launch	12/3/2009	15,000.00
Big Brothers Big Sisters of Honolulu, Inc.	418 Kuwili Street, Ste. 106 Honolulu, HI 96817	Art-to-Go School Based Mentoring Oahu & Kauai	5/27/2010	25,000.00
Boys & Girls Club of Hawaii	1523 Kalakaua Ave., Rm. 202 Honolulu, HI 96826	Windward Clubhouse Capital Campaign	7/29/2009	25,000.00
Boys & Girls Club of Hawaii	1523 Kalakaua Avenue, Ste. 202 Honolulu, HI 96826	Charles C. Spalding Performing Arts Room	12/3/2009	25,000.00
YWCA of Hawaii Island	145 Ululani Street Hilo, HI 96720	Hamakua Youth Foundation: A Council-based Youth Communication and Leadership Program	12/3/2009	5,000.00
			Total	<u>\$1,052,982.00</u>



COOKE FOUNDATION, LIMITED

About

▼ Grant Seekers

Grant App Guidelines

Cover Sheet

Final Report Guidelines

Beautification Award

Grants List

Grant Application Guidelines

Mission

The Cooke Foundation supports worthy endeavors in the community that the family feels will make a significant difference in the betterment and welfare of the people of Hawai'i.

Eligibility and restrictions

- The fields of greatest interest are arts, culture, and humanities; community development; education; environment; health; human services; and youth development.
- Applicants must be classified under section 501(c)(3) of the Internal Revenue Code. The Foundation does not make grants to supporting organizations classified under section 509(a)(3) of the Internal Revenue Code.
- The Foundation does not generally fund loans; endowments; funds for re-granting; conferences, festivals, and similar one-time events; religious programs; operating support; activities that have already occurred; scholarships; and grants to individuals or for the benefit of identified individuals.
- Applications from a unit of the University of Hawai'i must be submitted through the University of Hawai'i Foundation.
- A grantee may not receive more than one grant in any fiscal year (July through June), except that a grantee serving as the fiscal sponsor for another organization may receive a second grant for its own project.
- The term of a grant is usually one year. Grantees may reapply for funding in subsequent years, but must submit a final report before reapplying. In the case of a multi-year pledge, payments are released in twelve-month intervals, and each payment is contingent on receipt of a satisfactory progress report.
- The Foundation does not accept incomplete applications or applications from organizations with overdue reports.
- Applications for more than \$25,000 must be sponsored by a Trustee.
- View the recent grants list.

Application procedures

- Download the grant application cover sheet posted on this website.
- Complete the cover sheet. Attach the proposal narrative and all other required documents listed below.
- Use single-sided white 8½ x 11 inch paper.
- No cover letters, business cards, videos, CDs.
- No binding or staples. Clips are acceptable.
- No additional copies are required.
- Application materials will not be returned.
- Mail or deliver application to Cooke Foundation, 1164 Bishop St Ste 800, Honolulu HI 96813

Proposal narrative

- Maximum 5 single-spaced pages. Minimum 12-point font and 1-inch margins. Use these headings:

Organization: Describe the organization, including mission and history, year established, geographic reach, staff size, and staff capabilities to conduct the proposed work.

Problem or opportunity: Describe the problem or opportunity to be addressed by the project. Describe the population that will benefit from the project, including an estimate of size or numbers.

Activities: Describe the activities to be performed, and the services or products to be delivered, including quantities and a timeline. If the project is a partnership, describe each partner's role.

Explain why you chose this approach to the problem or opportunity.

Expected results: Explain how participants or the community will benefit. (Provide specific, measurable expected results.) Describe the plan to determine the effectiveness of the project.

Funding plan: Explain the project budget, including adjustments to be made if not all anticipated funding is received. Describe the plan, if any, to continue funding the project after the grant period ends.

Additional required documents

- **Executive summary**
 - ⇒ Maximum 1 single-spaced page. Minimum 12-point font and 1-inch margins
 - ⇒ Include organization name and project title at the top of the page
 - ⇒ Please summarize the proposal narrative as concisely as possible, using the same headings: Organization, Problem or opportunity, Activities, Expected results, and Funding plan.
- **Project budget showing:**
 - ⇒ Anticipated income (source, amount, restrictions, and whether secured or pending)
 - ⇒ Anticipated expenses (overall expenses, and expenses for which Cooke Foundation grant will be used)
- **Board of directors list**
- **IRS 501(c)(3) determination letter** (not required if applying through a fiscal sponsor)
- **Organization's annual operating budget** for the current year
- **Organization's balance sheet** for the most recently completed fiscal year
- **Organization's income statement** (or profit/loss statement) for the most recently completed fiscal year

Audited financial statements are preferred but not required.

Local units of national organizations must submit local unit financial information.

Fiscal sponsors

If a fiscal sponsor is involved, see additional requirements listed on grant application cover sheet.

Deadlines

Applications postmarked or delivered by the first business day in:	...will be considered at the Trustees' meeting in:	...and applicants will receive decision letters in:
March	May	early June
September	November	early December

COOKE FOUNDATION LIMITED
FORM 990-PF, PART II, LINE 13
FOR YEAR ENDED 06/30/2010

23-7120804

Description	Units	Book Value	Market Value
00206R102 AT&T INC	4,336.00	122,884.38	104,888.00
00206RAQ5 AT&T INC SR UNSECURED 4.85% 02/15/2014	75,000.00	74,995.50	82,143.00
007903107 ADVANCED MICRO DEVICES INC	700.00	3,612.00	5,124.00
010392EP9 ALABAMA POWER CO BONDS SER 1 5.65% 03/15/2035-2015	85,000.00	82,829.55	91,341.00
014482103 ALEXANDER & BALDWIN INC	150.00	4,818.60	4,467.00
023135106 AMAZON.COM INC	484.00	38,269.10	52,882.00
025816109 AMERICAN EXPRESS CO	875.00	37,745.18	34,738.00
025816AQ2 AMERICAN EXPRESS CO SR UNSECURED 4.875% 07/15/2013	115,000.00	121,357.20	122,784.00
03060R101 AMERICREDIT CORP	150.00	3,295.50	2,733.00
03073E105 AMERISOURCEBERGEN CORP	1,472.00	31,828.81	46,736.00
031162100 AMGEN INC	1,489.00	81,899.61	78,321.00
032511107 ANADARKO PETROLEUM CORP	425.00	26,965.30	15,338.00
035710409 ANNALY CAPITAL MANAGEMENT INC	1,475.00	22,942.86	25,296.00
037411105 APACHE CORP	400.00	30,125.04	33,676.00
03746AAA8 APACHE FINANCE CANADA COMPANY GUARNT 7.75% 12/15/2029	50,000.00	59,665.00	63,822.00
037833100 APPLE INC	364.00	70,959.44	91,557.00
039483102 ARCHER-DANIELS MIDLAND CO	296.00	7,964.93	7,643.00
04621X108 ASSURANT INC	350.00	12,536.41	12,145.00
049560105 ATMOS ENERGY CORP	175.00	4,348.17	4,732.00
053015103 AUTOMATIC DATA PROCESSING INC	133.00	4,581.93	5,355.00
053611109 AVERY DENNISON CORP	525.00	19,114.04	16,868.00
05565QBF4 BP CAPITAL MARKETS PLC SR UNSECURED 5.25% 11/07/2013	75,000.00	74,951.25	68,945.00
057224107 BAKER HUGHES INC	250.00	12,019.35	10,393.00
060505104 BANK OF AMERICA CORP	3,421.00	42,292.70	49,160.00
064058100 BANK OF NEW YORK MELLON CORP	250.00	6,709.28	6,173.00
067383109 BARD C R INC	259.00	22,194.02	20,080.00
075896100 BED BATH & BEYOND INC	200.00	7,347.06	7,416.00
084670702 BERKSHIRE HATHAWAY INC CL B	775.00	62,000.29	61,760.00
08658EAA5 BEST FOODS NOTES MTN SER F 6.625% 04/15/2028	63,000.00	72,676.78	76,095.00
09062X103 BIOGEN IDEC INC	175.00	9,553.57	8,304.00
105368203 BRANDYWINE REALTY TRUST	700.00	4,836.65	7,525.00
115637209 BROWN FORMAN CORP CL B	675.00	35,138.20	38,630.00
126408103 CSX CORP	225.00	10,839.44	11,167.00
127055101 CABOT CORP	550.00	12,621.04	13,261.00
14040H105 CAPITAL ONE FINANCIAL CORP	925.00	38,526.81	37,278.00
14149Y108 CARDINAL HEALTH INC	225.00	7,196.58	7,562.00
142339100 CARLISLE COS INC	325.00	10,850.42	11,742.00
149123101 CATERPILLAR INC	150.00	8,576.57	9,011.00
14912L4C2 CATERPILLAR FINANCIAL SERVICES NOTES 6.2% 09/30/2013	100,000.00	99,893.00	113,434.00
156708109 CEPHALON INC	50.00	3,029.34	2,838.00
165167107 CHESAPEAKE ENERGY CORP	550.00	12,662.23	11,523.00
166764100 CHEVRON CORP	1,250.00	88,419.04	84,825.00
16934Q109 CHIMERA INVESTMENT CORP	1,650.00	6,248.22	5,957.00
171232101 CHUBB CORP	750.00	37,245.28	37,508.00
171798101 CIMAREX ENERGY CO	325.00	21,426.23	23,264.00
17275R102 CISCO SYSTEMS	3,325.00	65,250.46	70,856.00
17275RAC6 CISCO SYSTEMS NOTES 5.5% 02/22/2016	60,000.00	59,725.80	69,119.00
172967101 CITIGROUP INC	12,725.00	53,458.08	47,846.00
18683K101 CLIFFS NATURAL RESOURCES	225.00	11,821.85	10,611.00
189754104 COACH INC	175.00	6,951.26	6,396.00
191216100 COCA COLA CO	250.00	12,800.00	12,530.00
191219104 COCA COLA ENTERPRISES INC	250.00	4,376.27	6,465.00
194162103 COLGATE-PALMOLIVE CO	967.00	66,879.98	76,161.00
20029PAL3 COMCAST CABLE COMMUNICATION SENIOR NOTES 6.75% 01/30/2011	25,000.00	25,875.00	25,782.00
20030N101 COMCAST CORP CL A	701.00	11,123.23	12,176.00

COOKE FOUNDATION LIMITED
FORM 990-PF, PART II, LINE 13
FOR YEAR ENDED 06/30/2010

23-7120804

Description	Units	Book Value	Market Value
20030NAP6 COMCAST CORP COMPANY GUARNT 6.5% 01/15/2017	70,000.00	77,686.00	80,209.00
200340107 COMERICA INC	875.00	31,735.70	32,226.00
205363104 COMPUTER SCIENCES CORP	500.00	23,265.01	22,625.00
20825C104 CONOCOPHILLIPS	291.00	7,989.40	14,285.00
210371100 CONSTELLATION ENERGY GROUP	400.00	13,898.20	12,900.00
216648402 COOPER COS INC	350.00	14,041.86	13,927.00
231021106 CUMMINS ENGINE INC	250.00	17,904.40	16,283.00
233331107 DTE ENERGY COMPANY	875.00	36,740.66	39,909.00
25179M103 DEVON ENERGY CORP	70.00	4,837.00	4,264.00
253868103 DIGITAL REALTY TRUST INC	75.00	3,622.50	4,326.00
254687106 DISNEY WALT CO	175.00	4,136.76	5,513.00
25470M109 DISH NETWORK CORP A	300.00	4,872.00	5,445.00
25490A101 DIRECTV CL A	175.00	3,924.81	5,936.00
257469AJ5 DOMINION RESOURCES INC SR NOTES SER F PUTABLE 8/15 5.25% 08/01/2033	75,000.00	72,100.85	82,085.00
260003108 DOVER CORP	75.00	3,035.39	3,134.00
260543103 DOW CHEMICAL CO	174.00	3,049.11	4,127.00
26138E109 DR PEPPER SNAPPLE GROUP	725.00	22,599.82	27,108.00
263534109 DU PONT E.I. DE NEMOURS & CO	200.00	7,424.60	6,918.00
26439RAH9 DUKE CAPITAL CORP SENIOR NOTES 8% 10/01/2019	55,000.00	64,333.50	66,152.00
26441C105 DUKE ENERGY CORP	1,700.00	25,202.73	27,200.00
278058102 EATON CORP	50.00	3,723.00	3,272.00
281020107 EDISON INTERNATIONAL	725.00	23,555.35	22,997.00
30212P105 EXPEDIA INC	150.00	2,978.85	2,817.00
30231G102 EXXON MOBIL CORP	779.00	32,147.75	44,458.00
3128X9CB4 FEDERAL HOME LOAN MTGE CORP NOTES 3.625% 08/25/2014-2010	140,000.00	142,450.00	140,668.00
3128X9YM6 FEDERAL HOME LOAN MTGE CORP NOTES (STEP-UP CPN) 2.5% 02/19/2013-2010	145,000.00	144,927.50	145,022.00
31331FAU5 FEDERAL EXPRESS CORP PASS THRU CERTS SER 97-A 7.5% 01/15/2018 OFV 140000	102,464.70	112,502.15	111,687.00
3136FHJZ9 FEDERAL NATIONAL MTGE ASSOC NOTES 4% 04/22/2019-2010	75,000.00	75,000.00	79,805.00
3136FJ7A3 FEDERAL NATIONAL MTGE ASSOC NOTES (MULTI-STEP CPN) 1.125% 12/30/2014-2010	275,000.00	274,175.00	278,867.00
3136FJBQ3 FEDERAL NATIONAL MTGE ASSOC NOTES 1.75% 03/08/2012-2010	45,000.00	45,225.00	45,099.00
3136FJGM7 FEDERAL NATIONAL MTGE ASSOC NOTES 2.5% 10/22/2013-2010	145,000.00	145,870.00	145,906.00
3136FMAM6 FEDERAL NATIONAL MTGE ASSOC NOTES 2.5% 03/03/2014-2010	180,000.00	180,445.00	180,675.00
31398ABG6 FEDERAL NATIONAL MTGE ASSN NOTES 5.5% 05/10/2027-2017	40,000.00	39,800.00	44,700.00
31398AUJ9 FEDERAL NATIONAL MTGE ASSN NOTES 2.875% 12/11/2013	25,000.00	25,463.00	26,242.00
316773100 FIFTH THIRD BANCORP	950.00	13,533.61	11,676.00
31847R102 FIRST AMERICAN FINANCIAL	250.00	2,664.18	3,170.00
337932107 FIRSTENERGY CORP	100.00	3,932.00	3,523.00
345838106 FOREST LABS INC	125.00	2,904.07	3,429.00
354613101 FRANKLIN RES INC	200.00	16,953.10	17,238.00
35671D857 FREEPORT MCMORAN COPPER & GOLD CLASS B	500.00	30,386.51	29,565.00
361448AG8 GATX CORP NOTES 8.75% 05/15/2014	45,000.00	44,887.50	53,011.00
364730101 GANNETT COMPANY INC	225.00	3,562.04	3,029.00
369550108 GENERAL DYNAMICS CORP	50.00	2,827.83	2,928.00
369604103 GENERAL ELECTRIC CO	3,843.00	41,004.43	55,416.00
369604AY9 GENERAL ELECTRIC CO NOTES 5% 02/01/2013	110,000.00	109,941.90	117,960.00
36962GX82 GENERAL ELECTRIC CAPITAL CORP NOTES 5.72% 08/22/2011-2009	125,000.00	125,000.00	127,161.00
38141G104 GOLDMAN SACHS GROUP INC	340.00	66,561.86	44,632.00
38141GEU4 GOLDMAN SACHS GROUP INC SUB NOTES 5.625% 01/15/2017	100,000.00	99,530.00	101,111.00

COOKE FOUNDATION LIMITED
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Description	Units	Book Value	Market Value
38141W398 GOLDMAN SACHS MID CAP VALUE FD-I	6,732.87	151,618.02	190,069.00
38142Y773 GOLDMAN SACHS LARGE CAP VALUE FD - INST	209,014.75	1,916,033.40	2,062,976.00
38259P508 GOOGLE INC CL A	60.00	26,238.60	26,697.00
384802104 GRAINGER W W INC	220.00	18,556.70	21,879.00
40426W 101 HRPT PROPERTIES TRUST REITS	4,700.00	26,911.49	29,187.00
40429CAA0 HSBC FINANCE CORP SR UNSECURED 6.75% 05/15/2011	5,000.00	4,550.00	5,205.00
411511306 HARBOR INTL FD	9,187.97	444,366.75	444,882.00
411511801 HARBOR INTERNATIONAL GROWTH FUND	31,101.58	254,997.87	302,618.00
413875AJ4 HARRIS CORP SR UNSECURED 5% 10/01/2015	45,000.00	42,212.55	48,032.00
413875AK1 HARRIS CORP SR UNSECURED 5.95% 12/01/2017	50,000.00	49,826.00	55,723.00
42222G 108 HEALTH NET INC	700.00	10,729.80	17,059.00
427866108 THE HERSHEY COMPANY	650.00	30,353.34	31,155.00
428236AU7 HEWLETT-PACKARD CO NOTES 4.25% 02/24/2012	75,000.00	74,967.00	79,035.00
431475102 HILL-ROM HOLDINGS INC	225.00	3,433.50	6,847.00
431571108 HILLENBRAND INC	425.00	9,412.33	9,091.00
437076102 HOME DEPOT INC	750.00	19,372.80	21,053.00
438670VL2 HONOLULU HAWAII CITY & CNTY BUILD AMERICA BONDS 6.3% 09/01/2034-2019	85,000.00	85,000.00	88,137.00
438701PS7 HONOLULU HI CITY & CNTY WASTEWTR SYS REV BUILD AMERICA BONDS TAXABLE-FIRST BD-SER B ISSUER SUBSI 6.114% 07/01/2029-2019	25,000.00	25,000.00	25,695.00
44106M102 HOSPITALITY PROPERTIES TRUST	375.00	6,781.48	7,913.00
441812JW5 HOUSEHOLD FINANCE CORP NOTES 6.375% 10/15/2011	40,000.00	36,950.00	41,803.00
444859102 HUMANA INC	650.00	22,432.67	29,686.00
452308109 ILLINOIS TOOL WORKS INC	100.00	3,751.00	4,128.00
457153104 INGRAM MICRO INC CL A	425.00	7,274.94	6,456.00
45822P105 INTEGRYS ENERGY GROUP INC	750.00	34,365.00	32,805.00
459200101 INT'L BUSINESS MACHINES	536.00	53,967.67	66,185.00
460146103 INTERNATIONAL PAPER CO	400.00	9,207.69	9,052.00
461202103 INTUIT	350.00	12,457.03	12,170.00
46612J507 JDS UNIPHASE CORP	2,550.00	23,452.13	25,092.00
46625H100 JP MORGAN CHASE & CO	2,392.00	96,830.29	87,571.00
466313103 JABIL CIRCUIT INC	950.00	15,954.32	12,635.00
471023598 PERKINS MID CAP VALUE FUND CL T	8,879.50	122,049.70	169,243.00
471023804 JANUS ENTERPRISE FUND CL T	4,180.12	150,975.54	188,607.00
47103A658 JANUS FORTY FUND-I	78,125.28	2,085,603.93	2,222,664.00
478160104 JOHNSON & JOHNSON	2,003.00	117,710.29	118,297.00
48121CYK6 JP MORGAN CHASE BANK SUBORDINATED 6% 10/01/2017	215,000.00	229,164.00	234,126.00
494368BB8 KIMBERLY CLARK CORP NOTES 6.125% 08/01/2017	35,000.00	34,893.95	41,427.00
494550AJ5 KINDER MORGAN ENERGY PARTNERS LP SR UNSECURED 7.4% 03/15/2031	15,000.00	17,146.65	16,595.00
494550AK2 KINDER MORGAN ENERGY PARTNERS LP NOTES 7.125% 03/15/2012	40,000.00	41,085.60	42,996.00
501044101 KROGER CO	350.00	7,064.51	6,892.00
515098101 LANDSTAR SYS INC	450.00	19,681.02	17,546.00
518439104 ESTEE LAUDER COMPANIES INC CL A	900.00	48,637.48	50,157.00
52106N889 LAZARD EMERGING MARKETS PORTFOLIO	38,697.26	630,097.74	672,945.00
524660107 LEGGETT & PLATT INC	468.00	9,577.34	9,388.00
53071M104 LIBERTY MEDIA INTERACTIVE TRACKING STOCK	275.00	3,142.70	2,888.00
53217V109 LIFE TECHNOLOGIES CORP	50.00	2,589.75	2,363.00
532716107 LIMITED BRANDS INC	175.00	4,677.89	3,862.00
535678106 LINEAR TECHNOLOGY CORP	1,075.00	31,393.44	29,896.00
544147101 LORILLARD INC	775.00	58,853.63	55,785.00
549271104 LUBRIZOL CORP	425.00	24,522.36	34,132.00
55261F104 M & T BANK CORPORATION	175.00	12,663.91	14,866.00
561709841 MANAGERS AMG TIMESQUARE MID CAP GROWTH FD-IN	16,221.57	151,067.14	186,548.00
56418H100 MANPOWER INC	75.00	3,251.40	3,239.00

COOKE FOUNDATION LIMITED
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Description	Units	Book Value	Market Value
565849106 MARATHON OIL CORP	225.00	7,329.15	6,995.00
57636Q104 MASTERCARD INC CLASS A	55.00	9,425.29	10,974.00
577081102 MATTEL INC	1,175.00	26,335.98	24,863.00
580645109 MCGRAW HILL	125.00	3,719.59	3,518.00
58155Q103 MCKESSON CORP	193.00	8,637.48	12,962.00
582839106 MEAD JOHNSON NUTRITION CO CL A	150.00	7,707.90	7,518.00
583334107 MEADWESTVACO CORP	325.00	7,146.01	7,215.00
58405U102 MEDCO HEALTH SOLUTIONS INC	500.00	26,530.66	27,540.00
587405AB7 MERCANTILE BANKSHARES CORP SUB NOTES SER B 4.625% 04/15/2013	31,000.00	30,070.00	32,437.00
59018YE72 MERRILL LYNCH & CO SR UNSECURED SER MTN FLT QTRLY .52281% 06/05/2012	100,000.00	100,000.00	97,121.00
594918104 MICROSOFT CORP	5,386.00	141,438.92	123,932.00
595017104 MICROCHIP TECHNOLOGY INC	350.00	9,473.91	9,709.00
595112103 MICRON TECH INC	1,925.00	16,677.29	16,343.00
61746BDB9 MORGAN STANLEY SR UNSECURED 5.75% 10/18/2016	85,000.00	84,834.25	85,631.00
61747YCL7 MORGAN STANLEY SR UNSECURED 4.1% 01/26/2015	35,000.00	34,992.30	34,110.00
626717102 MURPHY OIL CORP	50.00	2,853.00	2,478.00
64110D104 NETAPP INC	225.00	7,391.48	8,395.00
64126X201 NEUSTAR INC CLASS A	800.00	18,010.86	16,496.00
649081AA4 NEW VALLEY GENERATION IV TVA PASS THRU CERTS 4.687% 01/15/2022 OFV 50000	39,169.43	36,027.65	43,408.00
65248E104 NEWS CORPORATION INC CL A	2,000.00	22,097.00	23,920.00
65473P105 NISOURCE INC	350.00	5,525.28	5,075.00
655044105 NOBLE ENERGY INC	100.00	7,245.62	6,033.00
666807102 NORTHROP GRUMMAN CORP	925.00	52,611.66	50,357.00
67019E107 NSTAR	275.00	8,522.25	9,625.00
670346105 NUCOR CORP	75.00	3,471.30	2,871.00
674599105 OCCIDENTAL PETROLEUM CORP	550.00	44,874.80	42,433.00
678026105 OIL STATES INTERNATIONAL INC	450.00	18,103.06	17,811.00
681919106 OMNICOM GROUP	250.00	10,265.73	8,575.00
68389X105 ORACLE	1,335.00	30,678.83	28,649.00
688239201 OSHKOSH CORP	125.00	4,904.34	3,895.00
693475105 PNC FINANCIAL SERVICES GROUP	475.00	30,640.56	26,838.00
69351CAC7 PNC FUNDING CORP FDIC GUARANTEED 2.3% 06/22/2012	55,000.00	54,935.65	56,630.00
694048596 PACIFIC CAPITAL INTERNATIONAL STOCK FUND	86,785.24	573,987.59	562,368.00
694048794 PACIFIC CAPITAL NEW ASIA GROWTH FUND	40,459.81	493,336.11	561,582.00
701094104 PARKER-HANNIFIN CORP	150.00	8,460.90	8,319.00
70212FAA1 PARTNERRE FINANCE COMPANY GUARNT 6.875% 06/01/2018	80,000.00	79,288.00	85,630.00
703481101 PATTERSON-UTI ENERGY INC	1,325.00	21,407.10	17,053.00
704549104 PEABODY ENERGY CORP	100.00	4,405.00	3,913.00
713448108 PEPSICO INC	574.00	21,139.80	34,985.00
717081103 PFIZER INC	5,623.00	92,556.82	80,184.00
71713UAT9 PHARMACIA CORPORATION DEBENTURES 6.75% 12/15/2027	100,000.00	115,823.00	119,814.00
723484101 PINNACLE WEST CAP CORP	125.00	3,610.23	4,545.00
723787107 PIONEER NATURAL RESOURCES CO COMMON	200.00	10,649.75	11,890.00
72447XAB3 PITNEY BOWES INC NOTES SER MTN 5.25% 01/15/2037	40,000.00	38,186.80	40,466.00
740816AB9 PRES&FELLOWS OF HARVARD BONDS 6.3% 10/01/2037-2016	120,000.00	124,961.60	135,863.00
742651DG4 PRIVATE EXPORT FUNDING SECURED 4.375% 03/15/2019	100,000.00	99,475.00	108,281.00
74460D109 PUBLIC STORAGE INC COMMON	250.00	19,574.13	21,978.00
749121109 QWEST COMMUNICATIONS INTL	2,400.00	8,736.00	12,600.00
754730109 RAYMOND JAMES FINANCIAL CORP	225.00	3,833.73	5,555.00
755111507 RAYTHEON CO	125.00	5,612.82	6,049.00
759509102 RELIANCE STEEL & ALUMINUM CO	325.00	13,708.50	11,749.00
761157AD8 RESOLUTION FUNDING CORP BONDS 8.875% 07/15/2020	125,000.00	184,486.25	172,540.00
761713106 REYNOLDS AMERICAN INC	75.00	2,741.25	3,909.00
773903109 ROCKWELL AUTOMATION INC	175.00	8,860.25	8,591.00

COOKE FOUNDATION LIMITED
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Description	Units	Book Value	Market Value
774341101 ROCKWELL COLLINS	200.00	10,622.74	10,626.00
778296103 ROSS STORES INC COM	150.00	7,806.00	7,994.00
779382100 ROWAN COMPANIES INC	925.00	21,866.93	20,295.00
783549108 RYDER SYSTEM INC	75.00	2,894.15	3,017.00
78442P106 SLM CORP	1,300.00	14,285.70	13,507.00
78454L100 SM ENERGY CO	250.00	10,929.88	10,040.00
80004C101 SANDISK CORP	1,075.00	19,258.27	45,225.00
806857108 SCHLUMBERGER LTD	400.00	26,660.07	22,136.00
80851QDA9 SCHWAB CHARLES CORP SR NOTES SER A 6.375% 09/01/2017	30,000.00	29,915.70	34,172.00
808626AG0 SCIENCE APPLICATIONS INTL CORP SR UNSECURED 5.5% 07/01/2033	75,000.00	66,885.00	70,443.00
824348106 SHERWIN-WILLIAMS CO	75.00	3,987.00	5,189.00
831641DF9 SMALL BUSINESS ADMIN BONDS US GOVT GUARANTEE 6.344% 08/10/2011 OFV 155000	3,215.88	3,215.88	3,346.00
832110AJ9 SMITH INTERNATIONAL INC SENIOR NOTES 6% 06/15/2016	80,000.00	79,952.90	90,385.00
835495102 SONOCO PRODUCTS CO	375.00	11,853.11	11,430.00
855244109 STARBUCKS CORP	2,110.00	44,921.64	51,273.00
86764P109 SUNOCO INC	175.00	6,088.09	6,085.00
868536103 SUPERVALU INC.	800.00	11,951.60	8,672.00
871829107 SYSCO CORP	1,125.00	27,692.27	32,141.00
872540109 TJX COMPANIES INC	800.00	26,640.23	33,560.00
87264S106 TRW AUTOMOTIVE HOLDINGS CORP	350.00	8,640.00	9,650.00
878237106 TECH DATA CORP	100.00	4,086.00	3,562.00
879664100 TELLABS INC	575.00	3,861.13	3,674.00
879868107 TEMPLE INLAND INC	250.00	3,051.15	5,168.00
880591EC2 TENNESSEE VALLEY AUTH NOTES 4.5% 04/01/2018	100,000.00	99,973.00	110,560.00
880770102 TERADYNE INC	1,175.00	11,658.00	11,456.00
883556102 THERMO FISHER SCIENTIFIC INC	125.00	5,679.50	6,131.00
88579Y101 3M CO	420.00	29,799.00	33,176.00
887317303 TIME WARNER INC	1,618.00	41,040.85	46,776.00
887389104 TIMKEN CO	525.00	12,739.28	13,645.00
89417E109 TRAVELERS COS INC	197.00	10,415.21	9,702.00
902494103 TYSON FOODS INC CL A	925.00	16,368.25	15,161.00
902549807 UAL CORP	350.00	7,408.24	7,196.00
90333WAB4 US BANK NA NOTES 6.3% 02/04/2014	70,000.00	73,887.30	79,360.00
911312106 UNITED PARCEL SERVICE CL B	225.00	12,771.65	12,800.00
911759JL3 HOUSING URBAN DEVELOPMENT US GOVT GUARANT 3.44% 08/01/2011	75,000.00	75,000.00	77,391.00
912810EH7 US TREASURY BONDS 7.875% 02/15/2021	20,000.00	23,850.00	28,628.00
912810EP9 US TREASURY BONDS 7.125% 02/15/2023	100,000.00	109,171.88	138,453.00
912810FF0 US TREASURY BONDS 5.25% 11/15/2028	200,000.00	214,444.14	240,718.00
912810QC5 US TREASURY BONDS 4.5% 08/15/2039	200,000.00	211,876.57	220,282.00
912828CJ7 US TREASURY NOTES 4.75% 05/15/2014	130,000.00	128,110.94	146,657.00
912828DC1 US TREASURY NOTES 4.25% 11/15/2014	60,000.00	63,782.81	66,820.00
912828EE6 US TREASURY NOTES 4.25% 08/15/2015	345,000.00	380,664.07	385,779.00
912828GS3 US TREASURY NOTES 4.5% 05/15/2017	100,000.00	102,562.50	113,766.00
912828HH6 US TREASURY NOTES 4.25% 11/15/2017	335,000.00	343,378.50	376,326.00
912828LB4 US TREASURY NOTES 1.5% 07/15/2012	346,000.00	345,540.46	352,297.00
912828LC2 US TREASURY NOTES 2.625% 07/31/2014	56,000.00	55,984.69	58,516.00
912828ME7 US TREASURY NOTES 2.625% 12/31/2014	250,000.00	249,863.25	260,390.00
912828MP2 US TREASURY NOTES 3.625% 02/15/2020	110,000.00	107,696.88	116,222.00
913017109 UNITED TECHNOLOGIES CORP	400.00	26,745.97	25,964.00
91324P102 UNITEDHEALTH GROUP INC	800.00	23,448.27	22,720.00
92220P105 VARIAN MEDICAL SYSTEMS INC	300.00	15,788.50	15,684.00
92276F100 VENTAS INC	325.00	12,898.07	15,259.00
92553P201 VIACOM INC CLASS B	825.00	23,166.09	25,880.00
92826C839 VISA INC CL A SHARES	440.00	37,397.11	31,130.00

COOKE FOUNDATION LIMITED
FORM 990-PF, PART II, LINE 13
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Description	Units	Book Value	Market Value
931142CK7 WAL-MART STORES INC SR UNSECURED 6.5% 08/15/2037	75,000.00	75,741.00	90,831.00
931422109 WALGREEN CO	100.00	3,948.07	2,670.00
942683103 WATSON PHARMACEUTICAL	525.00	19,999.61	21,299.00
949746101 WELLS FARGO COMPANY	1,880.00	42,917.39	48,128.00
949746NX5 WELLS FARGO COMPANY SR UNSECURED 5.625% 12/11/2017	50,000.00	49,792.00	54,660.00
958102105 WESTERN DIGITAL CORP	385.00	12,321.04	11,612.00
963320106 WHIRLPOOL CORP	50.00	2,141.19	4,391.00
969457100 WILLIAMS COMPANIES INC	600.00	11,016.00	10,968.00
969904101 WILLIAMS SONOMA INC	125.00	3,667.50	3,103.00
983919101 XILINX INC COM	125.00	2,977.50	3,158.00
98956P102 ZIMMER HOLDINGS INC W/I	150.00	7,991.10	8,108.00
G0219G203 ALLIED WORLD ASSURANCE	250.00	11,456.25	11,345.00
G4412G101 HERBALIFE LTD	150.00	4,314.00	6,908.00
G7496G103 RENAISSANCERE HOLDINGS LTD	475.00	25,009.57	26,728.00
G7945J104 SEAGATE TECHNOLOGY	950.00	13,762.67	12,388.00
G98255105 XL CAPITAL LTD CL A	2,325.00	42,023.48	37,223.00
H89128104 TYCO INTERNATIONAL LTD	275.00	10,106.25	9,688.00
TOTAL OTHER INVESTMENTS		17,932,139.57	19,012,180.00

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- 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.

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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization COOKE FOUNDATION, LTD. C/O BANK OF HAWAII	Employer identification number 23-7120804
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 3170, DEPT. 715	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HONOLULU, HI 96802-3170	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

BANK OF HAWAII

- The books are in the care of ► **130 MERCHANT ST., HONOLULU, HI - 96813**
Telephone No. ► **(808) 694-4540** 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 will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2011**, 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, 2009**, and ending **JUN 30, 2010**.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 12,278.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 11,878.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 400.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)