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Return of Private Foundation

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

2010

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply

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

Name of foundation

HARRISON R. AND DOROTHEA S. COOKE TRUST

A Employer identification number

99-0290717

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

Room/suite

P.O. BOX 3170, DEPT 715

B Telephone number

(808) 694-4543

City or town, state, and ZIP code

HONOLULU, HI 96802-3170

C If exemption application is pending, check here ► H Check type of organization. Section 501(c)(3) exempt private foundationD 1. Foreign organizations, check here ► Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation2. Foreign organizations meeting the 85% test, check here and attach computation ►

I Fair market value of all assets at end of year

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

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

► \$ 3,158,012. (Part I, column (d) must be on cash basis.)

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

Part I

Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

1 Contributions, gifts, grants, etc., received				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	45.	45.		STATEMENT 1
4 Dividends and interest from securities	81,085.	81,085.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	242,141.			
b Gross sales price for all assets on line 6a	3,251,309.			
7 Capital gain net income (from Part IV, line 2)		242,141.		
8 Net short-term capital gain				
9 Income modifications				
Gross sales less returns and allowances				
10a				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	323,271.	323,271.		
13 Compensation of officers, directors, trustees, etc	34,778.	13,911.		20,867.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	1,900.	570.		1,330.
c Other professional fees				
17 Interest				
18 Taxes	324.	24.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	37,002.	14,505.		22,197.
25 Contributions, gifts, grants paid	122,096.			122,096.
26 Total expenses and disbursements. Add lines 24 and 25	159,098.	14,505.		144,293.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	164,173.			
b Net investment income (if negative, enter -0-)		308,766.		
c Adjusted net income (if negative, enter -0-)			N/A	

023501

12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2010)

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Assets	Part II Balance Sheets	Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
	1 Cash - non-interest-bearing	125.	124.	124.	
	2 Savings and temporary cash investments	141,511.	115,703.	115,703.	
	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 5	2,656,984.	2,846,966.	3,042,185.
	14 Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		2,798,620.	2,962,793.	3,158,012.
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		2,798,620.	2,962,793.	
	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		2,798,620.	2,962,793.	
	31 Total liabilities and net assets/fund balances		2,798,620.	2,962,793.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,798,620.
2 Enter amount from Part I, line 27a	2	164,173.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	2,962,793.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,962,793.

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					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	3,251,309.	3,009,168.			242,141.
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					
b					
c					
d					
e					242,141.
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		242,141.
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))
2009	161,376.	2,699,498.	.059780
2008	201,001.	3,153,006.	.063749
2007	191,203.	3,654,964.	.052313
2006	194,300.	3,484,856.	.055756
2005	188,732.	3,514,211.	.053705

2 Total of line 1, column (d)

2 .285303

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 .057061

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 2,943,747.

5 Multiply line 4 by line 3

5 167,973.

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

6 3,088.

7 Add lines 5 and 6

7 171,061.

8 Enter qualifying distributions from Part XII, line 4

8 144,293.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	6,175.		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b					
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).					
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)					
3	Add lines 1 and 2					
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)					
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-					
6	Credits/Payments:					
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	570.			
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	570.			
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	5,605.			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10				
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ►	Refunded	11			

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	X	
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
1c	Did the foundation file Form 1120-POL for this year?	X	
1d	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.		
1e	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?	X	
	If "Yes," attach a detailed description of the activities.		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		
	If "Yes," attach the statement required by General Instruction T.		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
	• By language in the governing instrument, or		
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7	Did the foundation have at least \$5,000 in assets at any time during the year?		
	If "Yes," complete Part II, col. (c), and Part XV.		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
H.I.			
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A **Statements Regarding Activities** (continued)

11		X
12		X
13	X	
14	The books are in care of ► BANK OF HAWAII Located at ► 130 MERCHANT ST, HONOLULU, HI	Telephone no ► (808) 694-4543 ZIP+4 ► 96813
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	
16	15	N/A
16	Yes	No
	X	

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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

	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"/> X 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"/> X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> X Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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"/> X 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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
If "Yes," list the years ►		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b If "Yes," did it have excess business holdings in 2010 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 2010.)	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 2010?	4b	X

Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.

 Yes No

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

 Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF HAWAII 130 MERCHANT ST HONOLULU, HI 96813	TRUSTEE	1.00	34,778.	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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A

2

3

4

Part IX-B Summary of Program-Related Investments

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

Amount

1 N/A

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	2,818,061.
b Average of monthly cash balances	1b	170,515.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	2,988,576.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	2,988,576.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,829.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,943,747.
6 Minimum investment return. Enter 5% of line 5	6	147,187.

Part XI Distributable Amount (see instructions) (Section 4942(l)(3) and (l)(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	147,187.
2a Tax on investment income for 2010 from Part VI, line 5	2a	6,175.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	6,175.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	141,012.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	141,012.
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	141,012.

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	144,293.
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	144,293.
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	144,293.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				141,012.
2 Undistributed Income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	11,063.			
f Total of lines 3a through e	11,063.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$	144,293.		0.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				141,012.
e Remaining amount distributed out of corpus	3,281.			0.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	14,344.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b				
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	14,344.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	11,063.			
e Excess from 2010	3,281.			

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

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 2010, 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)

		Tax year	Prior 3 years			(e) Total
			(a) 2010	(b) 2009	(c) 2008	
2	a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
	b 85% of line 2a					
	c Qualifying distributions from Part XII, line 4 for each year listed					
	d Amounts included in line 2c not used directly for active conduct of exempt activities					
	e Qualifying distributions made directly for active conduct of exempt activities					
	Subtract line 2d from line 2c					
3	3 Complete 3a, b, or c for the alternative test relied upon					
	a "Assets" alternative test - enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
	b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
	c "Support" alternative test - enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

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

c Any submission deadlines

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

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				
BISHOP MUSEUM 1525 BERNICE ST HONOLULU, HI 96817			UNRESTRICTED	15,262.
CENTRAL UNION CHURCH 1660 S. BERETANIA ST HONOLULU, HI 96826			UNRESTRICTED	15,262.
HAWAIIAN MISSION CHILDREN'S SOCIETY 553 S. KING ST HONOLULU, HI 96813			UNRESTRICTED	15,262.
HONOLULU ACADEMY OF ARTS 900 S. BERETANIA ST HONOLULU, HI 96814			UNRESTRICTED	61,048.
PUNAHOU SCHOOL 1601 PUNAHOU ST HONOLULU, HI 96822			SCHOLARSHIPS	15,262.
Total				► 3a 122,096.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) Amount	
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory				
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue				
a				
b				
c				
d				
e				
12 Subtotal Add columns (b), (d), and (e)			0.	323,271.
13 Total. Add line 12, columns (b), (d), and (e)				0.
(See worksheet in line 13 instructions to verify calculations)				

Relationship of Activities to the Accomplishment of Exempt Purposes

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12-07-10

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	CLASS ACTION LITIGATION PROCEEDS - MERRIL LYNCH	P	12/31/04	07/13/10
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
d	DISALLOWED WASH SALES	P	12/07/06	12/07/10
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
	(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	493.		50.	443.
b	1,309,298.		1,222,502.	86,796.
c	1,896,298.		1,786,616.	109,682.
d	189.			189.
e	45,031.			45,031.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(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				443.
b				86,796.
c				109,682.
d				189.
e				45,031.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
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		242,141.
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

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

SOURCE	AMOUNT
BANK OF HAWAII ACCT #115032054	45.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	45.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII ACCT #115032054	126,116.	45,031.	81,085.
TOTAL TO FM 990-PF, PART I, LN 4	126,116.	45,031.	81,085.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	1,900.	570.		1,330.
TO FORM 990-PF, PG 1, LN 16B	1,900.	570.		1,330.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2009 990PF EXTENSION PAYMENT	300.	0.		0.
FOREIGN TAXES WITHHELD	24.	24.		0.
TO FORM 990-PF, PG 1, LN 18	324.	24.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT - INV	COST	2,846,966.	3,042,185.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,846,966.	3,042,185.

HARRISON R. AND DOROTHEA S. COOKE TRUST
FORM 990-PF, INVESTMENTS - OTHER
FOR YEAR ENDED 12/31/2010

99-0290717

Description	Units	Book Value	Market Value
AT&T INC	360.000	10,420.85	10,577.00
ABBOTT LABORATORIES	90.000	4,525.96	4,312.00
ABERDEEN CORE INCOME FUND CL I	54572.073	626,259.26	582,830.00
ABERDEEN ASIA-PACIFIC EX-JAPAN EQ FUND INSTITU CLASS	15634.470	152,922.79	193,398.00
ABERDEEN INTL EQUITY INSTITUTIONAL FUND CL SHS	28507.371	314,270.46	371,451.00
AGILENT TECHNOLOGIES INC	110.000	3,094.73	4,557.00
AIR PRODUCTS & CHEMICAL INC	20.000	1,499.67	1,819.00
ALEXION PHARMACEUTICALS INC	50.000	3,250.87	4,028.00
ALLSTATE CORP	130.000	3,967.60	4,144.00
ALTERA CORPORATION	120.000	4,528.32	4,270.00
ALTRIA GROUP INC	190.000	4,234.99	4,678.00
AMAZON.COM INC	20.000	2,453.93	3,600.00
AMERICAN ELECTRIC POWER CO	110.000	3,992.44	3,958.00
AMERICAN EXPRESS CO	400.000	17,904.64	17,168.00
AMERICAN TOWER CORP CL A	50.000	2,598.42	2,582.00
AMERISOURCEBERGEN CORP	190.000	5,722.76	6,483.00
AMERIPRISE FINANCIAL INC	80.000	4,375.55	4,604.00
AMETEK INC NEW COMMON	90.000	3,601.80	3,533.00
AMGEN INC	60.000	3,194.78	3,294.00
ANADARKO PETROLEUM CORP	50.000	3,501.28	3,808.00
APACHE CORP	150.000	14,708.61	17,885.00
APPLE INC	90.000	25,854.62	29,030.00
AUTOZONE INC	20.000	4,114.11	5,452.00
AVALONBAY COMMUNITIES	30.000	3,452.85	3,377.00
BAIDU INC ADR	30.000	3,076.65	2,896.00
BANK OF AMERICA CORP	900.000	11,911.50	12,006.00
BANK OF NEW YORK MELLON CORP	210.000	5,420.62	6,342.00
BAXTER INTL INC	120.000	5,762.46	6,074.00
BEST BUY CO INC	130.000	5,207.11	4,458.00
BHP BILLITON LTD SP ADR	40.000	2,998.16	3,717.00
BOEING CO	20.000	1,340.51	1,305.00
BORGWARNER INC	80.000	4,131.76	5,789.00
BOSTON PROPERTIES INC	20.000	1,736.40	1,722.00
BRISTOL MYERS SQUIBB CO	110.000	2,850.80	2,913.00
CB RICHARD ELLIS GROUP INC A	200.000	4,018.46	4,096.00
CVS/CAREMARK CORP	80.000	2,653.20	2,782.00
CARNIVAL CORP	50.000	2,167.50	2,306.00
CATERPILLAR INC	10.000	705.67	937.00
CELGENE CORP	50.000	2,863.75	2,957.00
CHEVRON CORP	100.000	8,064.25	9,125.00
CISCO SYSTEMS	200.000	4,394.50	4,046.00
CITRIX SYSTEMS INC	50.000	3,561.00	3,421.00
COCA COLA CO	80.000	5,161.21	5,262.00
COGNIZANT TECH SOLUTIONS CORP	150.000	9,123.41	10,994.00
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2301.674	83,027.48	94,185.00
CONCUR TECHNOLOGIES INC	70.000	3,875.20	3,635.00
CONOCOPHILLIPS	220.000	12,512.65	14,982.00
COOPER COS INC	60.000	3,209.66	3,380.00
COSTCO WHOLESALE CORP	60.000	4,195.23	4,333.00
COVANCE INC	60.000	2,862.00	3,085.00

HARRISON R. AND DOROTHEA S. COOKE TRUST
FORM 990-PF, INVESTMENTS - OTHER
FOR YEAR ENDED 12/31/2010

99-0290717

Description	Units	Book Value	Market Value
AT&T INC	360.000	10,420.85	10,577.00
CUMMINS ENGINE INC	40.000	3,193.70	4,400.00
DANAHER CORP	90.000	3,499.07	4,245.00
DEERE & CO	60.000	4,008.50	4,983.00
DELL INC	230.000	3,091.59	3,117.00
DISNEY WALT CO	130.000	4,462.69	4,876.00
DOVER CORP	120.000	5,851.28	7,014.00
EMC CORP	530.000	10,867.86	12,137.00
EBAY INC	140.000	2,954.73	3,896.00
ECOLAB INC	240.000	11,759.88	12,101.00
EDWARDS LIFESCIENCES CORP	30.000	2,073.06	2,425.00
EMERSON ELECTRIC CO	90.000	4,580.33	5,145.00
ERICSSON (LM) TEL CO SP ADR	110.000	1,186.75	1,268.00
EXPRESS SCRIPTS	320.000	14,926.88	17,296.00
EXXON MOBIL CORP	70.000	4,333.98	5,118.00
FMC CORP COM NEW	50.000	4,086.13	3,995.00
FASTENAL CO	50.000	2,510.26	2,996.00
FIFTH THIRD BANCORP	170.000	2,231.68	2,496.00
FORTUNE BRANDS INC	70.000	4,312.99	4,218.00
FREEPORT MCMORAN COPPER & GOLD CLASS B	140.000	12,145.60	16,813.00
GENERAL DYNAMICS CORP	40.000	2,513.17	2,838.00
GENERAL ELECTRIC CO	830.000	13,608.68	15,181.00
GILEAD SCIENCES INC	380.000	13,101.42	13,771.00
GOLDMAN SACHS GROUP INC	130.000	19,859.71	21,861.00
GOODRICH CORPORATION	40.000	3,002.35	3,523.00
GOOGLE INC CL A	30.000	15,795.11	17,819.00
HANCOCK JOHN BK & THRIFT BANK & THRIFT OPPORTUNITY FUND	100.000	1,617.44	1,722.00
HANSEN NATURAL CORP	50.000	2,649.01	2,614.00
HEINZ H J CO	60.000	2,728.21	2,968.00
HESS CORP	70.000	3,913.24	5,358.00
HEWLETT-PACKARD CO	70.000	2,975.00	2,947.00
HONEYWELL INTERNATIONAL INC	100.000	4,409.92	5,316.00
HOSPIRA INC	70.000	3,680.99	3,898.00
HUMANA INC	110.000	5,417.70	6,021.00
HUNT JB TRANSPRT SVCS INC	90.000	3,206.33	3,673.00
INTEL CORP	390.000	7,598.88	8,202.00
INT'L BUSINESS MACHINES	60.000	8,092.75	8,806.00
INTUITIVE SURGICAL INS	30.000	8,032.50	7,733.00
JP MORGAN CHASE & CO	410.000	15,922.92	17,392.00
JACOBS ENGINEERING GROUP INC	230.000	8,585.44	10,546.00
JANUS TRITON FUND CL T	9486.987	130,920.43	155,776.00
JOHNSON & JOHNSON	90.000	5,613.90	5,567.00
JOHNSON CONTROLS	130.000	5,116.37	4,966.00
KELLOGG CO	40.000	1,999.54	2,043.00
KEYCORP NEW	250.000	2,002.12	2,213.00
KIMBERLY CLARK CORP	30.000	1,944.67	1,891.00
KRAFT FOODS INC A	70.000	2,140.68	2,206.00
LABORATORY CORP AMERICA HOLDINGS	50.000	3,766.92	4,396.00
ESTEE LAUDER COMPANIES INC CL A	60.000	3,774.42	4,842.00
LAZARD EMERGING MARKETS PORTFOLIO	8771.091	177,211.50	191,034.00

HARRISON R. AND DOROTHEA S. COOKE TRUST
FORM 990-PF, INVESTMENTS - OTHER
FOR YEAR ENDED 12/31/2010

99-0290717

Description	Units	Book Value	Market Value
AT&T INC	360.000	10,420.85	10,577.00
LINCOLN NATL CORP	80.000	2,038.37	2,225.00
LINEAR TECHNOLOGY CORP	250.000	7,889.36	8,648.00
NATIXIS LOOMIS SAYLES LTD GOV AND AGCY FD CL Y	5749.157	68,953.16	68,472.00
MAINSTAY HIGH YIELD CORP BOND FUND CL I	26456.922	156,726.65	155,831.00
MARATHON OIL CORP	220.000	7,555.26	8,147.00
MASTERCARD INC CLASS A	10.000	2,504.80	2,241.00
MAXIM INTEGRATED	130.000	3,205.66	3,071.00
MCDONALDS CORP	120.000	8,475.93	9,211.00
MERCK & CO INC	140.000	5,206.13	5,046.00
METLIFE INC INC	110.000	4,283.67	4,888.00
MICROSOFT CORP	480.000	11,815.00	13,397.00
MOSAIC CO/THE	60.000	4,250.29	4,582.00
NATIONAL GRID PLC SP ADR	30.000	1,308.90	1,331.00
NESTLE SA SPONS ADR FOR REG SH	90.000	4,497.30	5,286.00
NEXTERA ENERGY INC	100.000	5,371.66	5,199.00
NIKE INC CL B	100.000	7,351.07	8,542.00
NORTHERN TRUST CORP	30.000	1,573.17	1,662.00
OREILLY AUTOMOTIVE INC	60.000	3,654.60	3,640.00
OCCIDENTAL PETROLEUM CORP	110.000	8,680.67	10,791.00
ORACLE	230.000	5,564.14	7,199.00
P G & E CORPORATION COMMON	80.000	3,639.41	3,827.00
PNC FINANCIAL SERVICES GROUP	90.000	5,440.26	5,465.00
PACCAR INC	30.000	1,369.14	1,720.00
PARKER-HANNIFIN CORP	70.000	4,522.79	6,041.00
PEABODY ENERGY CORP	150.000	7,217.66	9,597.00
PEPSICO INC	200.000	13,352.63	13,066.00
PERRIGO CO.	180.000	11,713.40	11,399.00
PFIZER INC	330.000	5,754.21	5,778.00
PHILIP MORRIS INTERNATIONAL	60.000	3,551.79	3,512.00
PROCTER & GAMBLE CO	170.000	10,291.58	10,936.00
PRUDENTIAL FINANCIAL INC	80.000	4,444.64	4,697.00
PUBLIC SERVICE ENT GROUP INC	230.000	7,653.36	7,316.00
QUALCOMM INC	190.000	8,374.95	9,403.00
QUEST DIAGNOSTICS INC	50.000	2,392.90	2,699.00
REYNOLDS AMERICAN INC	50.000	1,643.39	1,631.00
ROGERS COMMUNICATIONS INC CL B	80.000	2,771.57	2,770.00
SALESFORCE.COM INC	20.000	2,949.00	2,640.00
SCHLUMBERGER LTD	40.000	3,301.04	3,340.00
SECURITY EQUITY FUND MID CAP VALUE FUND CL I	13227.118	149,537.64	157,667.00
SEMPRA ENERGY	50.000	2,569.37	2,624.00
STANLEY BLACK & DECKER INC	50.000	3,168.94	3,344.00
STAPLES INC	60.000	1,363.63	1,366.00
STERICYCLE INC	140.000	8,923.50	11,329.00
TJX COMPANIES INC	60.000	2,721.90	2,663.00
TARGET CORP	60.000	3,273.05	3,608.00
TEMPLETON GLOBAL BOND FD GLOBAL BOND FD-AD	9062.121	123,997.58	122,882.00
THERMO FISHER SCIENTIFIC INC	30.000	1,580.09	1,661.00
TIME WARNER CABLE INC	60.000	3,540.53	3,962.00
TRAVELERS COS INC	20.000	1,104.56	1,114.00

**HARRISON R. AND DOROTHEA S. COOKE TRUST
FORM 990-PF, INVESTMENTS - OTHER
FOR YEAR ENDED 12/31/2010**

99-0290717

Description	Units	Book Value	Market Value
AT&T INC	360.000	10,420.85	10,577.00
US BANCORP	750.000	17,634.20	20,228.00
UNION PACIFIC CORP	90.000	6,880.84	8,339.00
UNITED STATES STEEL CORP	40.000	2,140.26	2,337.00
UNITED TECHNOLOGIES CORP	120.000	8,678.15	9,446.00
UNITEDHEALTH GROUP INC	140.000	4,540.95	5,055.00
VARIAN MEDICAL SYSTEMS INC	120.000	6,707.72	8,314.00
VERIZON COMMUNICATIONS	70.000	2,312.45	2,505.00
VISA INC CL A SHARES	260.000	18,865.04	18,299.00
VODAFONE GROUP PLC SP ADR	50.000	1,314.47	1,322.00
VORNADO RLTY TR	20.000	1,678.96	1,667.00
WABCO HOLDINGS INC W/I	80.000	4,320.91	4,874.00
WAL-MART STORES INC	230.000	12,408.53	12,404.00
WASTE MANAGEMENT INC	50.000	1,721.22	1,844.00
WATSON PHARMACEUTICAL	100.000	4,095.10	5,165.00
WELLS FARGO COMPANY	220.000	6,203.83	6,818.00
WILLIAMS SONOMA INC	110.000	3,756.05	3,926.00
WISCONSIN ENERGY CORP	60.000	3,312.83	3,532.00
ACCENTURE PLC CL A	30.000	1,204.00	1,455.00
COVIDIEN PLC	60.000	2,286.06	2,740.00
INGERSOLL-RAND PLC	70.000	3,082.56	3,296.00
TRANSOCEAN LTD	90.000	4,543.89	6,256.00
TYCO INTERNATIONAL LTD	40.000	1,646.60	1,649.00
 TOTAL INVESTMENTS - OTHER		<u>2,846,965.63</u>	<u>3,042,185.00</u>