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Return of Private Foundation

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

Treated as a Private Foundation

OMB No 1545-0052

2010Department 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 2010, or tax year beginning JUL 1, 2010, and ending JUN 30, 2011

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

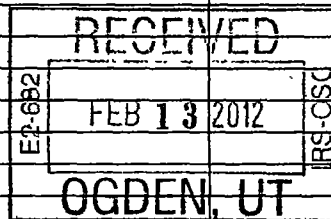
Name of foundation COOKE FOUNDATION, LTD. C/O BANK OF HAWAII		A Employer identification number 23-7120804
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 3170, DEPT. 715		B Telephone number (808) 694-4540
City or town, state, and ZIP code HONOLULU, HI 96802-3170		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 22,219,547.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(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 <input type="checkbox"/>

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	134.	134.		STATEMENT 1
4 Dividends and interest from securities	529,214.	529,214.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,750,387.			
b Gross sales price for all assets on line 6a	22,656,021.			
7 Capital gain net income (from Part IV, line 2)		2,750,387.		
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	13,899.	0.		STATEMENT 3
12 Total. Add lines 1 through 11	3,293,634.	3,279,735.		
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	STMT 4 10,097.	4,349.		5,748.
c Other professional fees				
17 Interest				
18 Taxes	STMT 5 1,973.	317.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	11,582.	0.		11,582.
22 Printing and publications				
23 Other expenses	STMT 6 261,003.	128,632.		132,371.
24 Total operating and administrative expenses. Add lines 13 through 23	284,655.	133,298.		149,701.
25 Contributions, gifts, grants paid	978,085.			978,085.
26 Total expenses and disbursements. Add lines 24 and 25	1,262,740.	133,298.		1,127,786.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	2,030,894.			
b Net investment income (if negative, enter -0-)		3,146,437.		
c Adjusted net income (if negative, enter -0-)			N/A	

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12-07-10

LHA For Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2010)



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COOKE FOUNDATION, LTD.
C/O BANK OF HAWAII

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1 Cash - non-interest-bearing	556.	4,061.	4,061.	
	2 Savings and temporary cash investments	849,818.	435,840.	435,840.	
	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	17,932,140.	20,374,038.	21,779,646.	
14 Land, buildings, and equipment: basis ▶					
Less: accumulated depreciation ▶					
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers)		18,782,514.	20,813,939.	22,219,547.	
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	18,782,514.	20,813,939.		
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		18,782,514.	20,813,939.		
31 Total liabilities and net assets/fund balances		18,782,514.	20,813,939.		

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	18,782,514.
2 Enter amount from Part I, line 27a	2	2,030,894.
3 Other increases not included in line 2 (itemize) ▶ RETURNED PRIOR YEAR GRANTS	3	531.
4 Add lines 1, 2, and 3	4	20,813,939.
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	20,813,939.

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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		VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
c CLASS ACTION SETTLEMENTS		VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 11,898,239.		11,501,697.	396,542.
b 10,679,992.		8,403,937.	2,276,055.
c 14,270.			14,270.
d 63,520.			63,520.
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			396,542.
b			2,276,055.
c			14,270.
d			63,520.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,750,387.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	N/A
If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			

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	1,173,603.	20,334,653.	.057714
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

2 Total of line 1, column (d)	2	.271241
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	.054248
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	21,508,616.
5 Multiply line 4 by line 3	5	1,166,799.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	31,464.
7 Add lines 5 and 6	7	1,198,263.
8 Enter qualifying distributions from Part XII, line 4	8	1,127,786.

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)		1	62,929.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	62,929.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	62,929.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	5,022.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	62,000.
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6d	
b Exempt foreign organizations - tax withheld at source		7	67,022.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	4,093.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 4,093. Refunded <input type="checkbox"/>			

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 type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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?		
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 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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?

13

X

Website address

▶

HTTP://COOKE.HAWAIICOMMUNITYFOUNDATION.ORG/

14

The books are in care of

▶

BANK OF HAWAII

Telephone no.

▶

(808) 694-4540

Located at

▶

130 MERCHANT ST., HONOLULU, HI

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

▶

15

N/A

16

At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

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

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

1a

During the year did the foundation (either directly or indirectly):

(1)

Engage in the sale or exchange, or leasing of property with a disqualified person?

Yes

X

No

(2)

Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

Yes

X

No

(3)

Furnish goods, services, or facilities to (or accept them from) a disqualified person?

Yes

X

No

(4)

Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

Yes

X

No

(5)

Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?

Yes

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.)

Yes

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)?

▶

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?

Yes

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.)

N/A

2b

c

If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

▶

3a

Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

Yes

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.)

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 2010?

4b

X

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2010.04000 COOKE FOUNDATION, LTD. C/O Z20911_1

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

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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, Paid Employees, and Contractors (continued)

(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

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		

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	21,216,394.
b	Average of monthly cash balances	1b	619,764.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	21,836,158.
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	21,836,158.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	327,542.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,508,616.
6	Minimum investment return. Enter 5% of line 5	6	1,075,431.

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	1,075,431.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	62,929.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	62,929.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,012,502.
4	Recoveries of amounts treated as qualifying distributions	4	531.
5	Add lines 3 and 4	5	1,013,033.
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	1,013,033.

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	1,127,786.
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	1,127,786.
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	1,127,786.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,013,033.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006	176,435.			
c From 2007	44,509.			
d From 2008	264,130.			
e From 2009	166,914.			
f Total of lines 3a through e	651,988.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 1,127,786.				
a Applied to 2009, 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 2010 distributable amount				1,013,033.
e Remaining amount distributed out of corpus	114,753.			
5 Excess distributions carryover applied to 2010 (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	766,741.			
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 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	766,741.			
10 Analysis of line 9:				
a Excess from 2006	176,435.			
b Excess from 2007	44,509.			
c Excess from 2008	264,130.			
d Excess from 2009	166,914.			
e Excess from 2010	114,753.			

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	(d) 2007	
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 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:

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT GRANTS-1				978,085.
Total			▶ 3a	978,085.
b Approved for future payment NONE				
Total			▶ 3b	0.

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

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

JASON S. C. YAMAUCHI

FEB 07 2012

P00529803

Firm's name ► **BANK OF HAWAII**

Firm's EIN ►

Firm's address ► P.O. BOX 3170, DEPT. 715
HONOLULU, HI 96802-3170

Phone no.

Form **990-PF** (2010)

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

SOURCE	AMOUNT
PACIFIC CAPITAL CASH ASSETS TRUST	134.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	134.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII #M28670	592,734.	63,520.	529,214.
TOTAL TO FM 990-PF, PART I, LN 4	592,734.	63,520.	529,214.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MUNICIPAL INTEREST	11,665.	0.	
FEDERAL TAX REFUND	2,234.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	13,899.	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	6,597.	3,299.		3,298.
TO FORM 990-PF, PG 1, LN 16B	10,097.	4,349.		5,748.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FYE 6/30/10 FORM 990-PF EXTENSION PYMT	400.	0.		0.
FYE 6/30/11 FORM 990-PF 2ND QTR EST TAX PYMT	1,256.	0.		0.
FOREIGN TAX WITHHELD	317.	317.		0.
TO FORM 990-PF, PG 1, LN 18	1,973.	317.		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	2,750.	0.		2,750.
STATIONARY & PRINTING	5,314.	0.		5,314.
AGENT'S FEE TO BANK OF HAWAII	153,277.	114,958.		38,319.
MISCELLANEOUS	225.	0.		225.
DCCA FILING	5.	0.		5.
AGENT'S FEE TO BANK OF MORGAN STANLEY SMITH BARNEY	18,232.	13,674.		4,558.
TO FORM 990-PF, PG 1, LN 23	261,003.	128,632.		132,371.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
SEE STATEMENT INV-1	COST	20,374,038.	21,779,646.	
TOTAL TO FORM 990-PF, PART II, LINE 13		20,374,038.	21,779,646.	

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 Ended June 30, 2011

23-7120804

Grant Number	Organization	Address	Project Title	Check Date	Payment Amount
11CON-49310	American Bird Conservancy	PO Box 249 The Plains, VA 20198	Endangered Hawai'i	6/14/2011	10,000 00
20071395	Arizona Memorial Museum Assoc - Pearl Harbor Memorial Fund	1 Arizona Memorial Place Honolulu, HI 96818	Pearl Harbor Memorial Museum & Visitor Center	10/22/2010	25,000 00
11CON-49300	Bamboo Ridge Press	P O Box 61781 Honolulu, HI 96839-1781	The Nanjing Massacre Poetry Project	6/14/2011	10,000 00
20061546	Boys & Girls Club of Hawaii	1523 Kalakaua Ave., Rm. 202 Honolulu, HI 96826	Windward Clubhouse Capital Campaign	11/30/2010	25,000 00
10CON-47895	Camp Mokuleia Inc	68-729 Farrington Highway Waiialua, HI 96791	A Sustainable Transformation at Camp Mokuleia	12/2/2010	25,000 00
10CON-47891	Chamber Music Hawaii	P.O. Box 61939 Honolulu, HI 96839	Music Education Residencies for Lanai and Molokai Schools 2010-2011	12/2/2010	10,000 00
10CON-47900	Family Promise of Hawaii	69 N Kainalu Drive Kailua, HI 96734	Double Clients Served and Assist Homeless Families to Secure Homes	12/2/2010	15,000 00
11CON-49316	Good Beginnings Alliance	33 S King St #200 Honolulu, HI 96813	Promoting Positive Attachment	6/14/2011	19,500 00
11CON-49307	Haleakala Waldorf School	4160 Lower Kula Road Kula, HI 96790	HWS Classroom Roof Replacements	6/14/2011	15,000 00
09CON-45509	Hawaii Community Foundation	1164 Bishop Street, Suite 800 Honolulu, HI 96813	Community Stabilization Initiative	12/22/2010	33,333 00
11CON-49311	Hawaii Forest Institute	P O Box 66 O'okala, HI 96774	Hui La'au Kama'aina: Restoration and Education at La'i Opua Preserve	6/14/2011	12,000 00
11CON-49321	Hawaii Meth Project Inc	P O Box 384839 Waikoloa, HI 96738	Hawai'i Meth Project	6/14/2011	15,000 00
10CON-47885	Hawaii Museums Association	PO Box 4125 Honolulu, HI 96812-4125	Western Museums Association 2011 Annual Meeting	12/2/2010	5,000 00
10CON-46836	Hawaii Nature Center	2131 Makiki Heights Drive Honolulu, HI 96822	Makiki Office Repairs & Construction of a new Rain Shelter Facility	4/12/2011	25,000.00
10CON-47886	Hawaii Opera Theatre	987 Waimanu Street Honolulu, HI 96814	Orchestra - Grand Opera Season 2011	12/2/2010	20,000.00
10CON-46824	Hawaii Preparatory Academy	65-1692 Kohala Mountain Road Kamuela, HI 96743	Stanford W Shutes Track Renovation	6/2/2011	25,000 00
10CON-47887	Hawaii Theatre Center	1132 Bishop St , Ste 1404 Honolulu, HI 96813	Sustain the Hawaii	12/2/2010	20,000 00
10CON-47896	Hawaii Wildlife Center	P O Box 551752 Kapa'au, HI 96755	Hawai'i Wildlife Center Phase II	12/2/2010	20,000 00
10CON-47888	Hawaiian Quilt Research Project	1905 Iwi Way Honolulu, HI 96816	Background Research - HQRP	12/2/2010	15,540.00
20080395	Historic Hawaii Foundation	680 Iwile Road, Ste 690 Honolulu, HI 96817	Hawaii Preservation Fund	5/24/2011	25,000.00
10CON-47898	Historic Waimea Theater & Cultural Arts Center	P.O Box 903 Waimea, HI 96796	WKBPA: Waimea Russian Fort Elisabeth Visual Prominence Restoration	12/2/2010	10,000 00
11CON-49330	Honolulu Academy of Arts	900 South Beretania Street Honolulu, HI 96814	Annual grant	6/14/2011	100,000 00
09CON-44233	Hospice of Hilo	1011 Waiianuenue Avenue Hilo, HI 96720	In-Patient Hospice Facility	9/9/2010	25,000 00
10CON-47901	HUGS-Help, Understanding Group Support	3636 Kilauea Avenue Honolulu, HI 96816-2318	Supporting Sibling Relationships Through the Arts	12/2/2010	5,000 00
10CON-47899	Kapiolani Health Foundation	55 Merchant St , 26th Flr Honolulu, HI 96813	Phase 1 Renovation of Kapiolani Medical Center for Women & Children	12/2/2010	25,000 00
10CON-47902	Kauai Food Bank Inc.	3285 A Waapa Road Lihue, HI 96766	Eastside Kauai Backpack Program	12/2/2010	9,000 00
11CON-49317	Kokua Kalihi Valley Comprehensive Family Services	2239 North School St. Honolulu, HI 96819	Family Strengthening Program	6/14/2011	15,000 00
10CON-46823	Kona Historical Society	P.O Box 398 Captain Cook, HI 96704	Purchase of Property for Organization's Expansion and Development	7/7/2010	25,000 00
11CON-49320	Lahaina Arts Association	648 Wharf Street #103 Lahaina, HI 96761	Art Outreach Program	6/14/2011	15,000 00
10CON-46825	Le Jardin Academy	917 Kalaniana'ole Highway Kailua, HI 96734	Le Jardin Academy Capital Campaign	7/7/2010	25,000 00

Cooke Foundation, Limited
Fiscal Year Ended June 30, 2011

23-7120804

Grant Number	Organization	Address	Project Title	Check Date	Payment Amount
11CON-49301	Mililani Community Church	95-801 Kipapa Dr , Room 2 Mililani, HI 96789	Phase I Early Education Building	6/14/2011	25,000 00
10CON-47912	Mokulele Elementary School	250 Aupaka St. Honolulu, HI 96819	2010 Beautification Award	1/10/2011	5,000 00
10CON-47909	Molokai Land Trust	P.O. Box 1884 Kaunakakai, HI 96748-1884	Molokai Land Trust	11/30/2010	25,000 00
11CON-49312	Molokai Land Trust	P.O. Box 1884 Kaunakakai, HI 96748-1884	Mokio Stewardship and Dune Restoration	6/14/2011	20,000 00
10CON-47892	Montessori School of Maui, Inc	2933 Baldwin Ave Makawao, HI 96768	Multipurpose Building Audio/Visual/Lighting Project	12/2/2010	13,712 00
10CON-47893	North Hawaii Women and Children's Services	P. O. Box 1240 Kamuela, HI 96743	Summer Academic Enrichment Camp	12/2/2010	8,000 00
11CON-49319	Paia Youth Council, Inc	P. O. Box 790999 Paia, HI 96779	Hekili Multimedia Lab Equipment	6/14/2011	5,000 00
10CON-46826	Punahou School	1601 Punahou Street Honolulu, HI 96822	Omidyar K-1 Neighborhood Project	5/11/2011	25,000 00
11CON-49313	Purdue University	403 W Wood St West Lafayette, IN 47907	Acacia Koa Conservation & Koa Forest Restoration on the Hawaiian Islands	6/14/2011	15,000 00
11CON-49315	Rehabilitation Hospital of the Pacific Foundation	226 North Kuakini Street Honolulu, HI 96817	Capital Renovations to Improve Capacity to Provide Acute Rehabilitation to Hawaii	6/14/2011	20,000 00
10CON-47905	Re-Use Hawaii	PO Box 161291 Honolulu, HI 96816	Deconstruction Project Development	12/2/2010	12,000 00
10CON-47914	Roosevelt High School	1120 Nehoa Street Honolulu, HI 96822	2010 Beautification Award	1/10/2011	5,000.00
08PR-43020	Shriners Hospital for Children	1310 Punahou Street Honolulu, HI 96826	New Hospital Building Project	10/1/2010	25,000 00
11CON-49308	St. Andrew's Priory School	224 Queen Emma Square Honolulu, HI 96813	Curriculum Mapping	6/14/2011	5,000 00
11CON-49309	Teach For America	500 Ala Moana Blvd., Suite 3-400 Honolulu, HI 96813	Teach For American - Hawaii - Continued Big Island Corps Expansion	6/14/2011	10,000.00
20080462	The Arc of Hilo	1099 Waiuanue Ave. Hilo, HI 96720	Arc of Hilo Training & Community Center	7/7/2010	25,000.00
11CON-49314	The Friends of the D.T. Fleming Arboretum	P.O. Box 101 Makawao, HI 96768	Workshop & Parking Expansion Project	6/14/2011	10,000 00
09CON-44231	The Nature Conservancy of Hawaii	923 Nu'uuanu Ave. Honolulu, HI 96817	Mauka to Makai Campaign	6/2/2011	25,000 00
10CON-47917	Trust for Public Land	116 New Montgomery 3rd Flr San Francisco, CA 94105	Hawaiian Islands Program Native Lands Program Coordinator Position	12/2/2010	20,000 00
10CON-47894	University of Hawaii Foundation	2444 Dole St., Bachman 105 Honolulu, HI 96822	p4c Hawaii Philosopher in Resident Project	12/2/2010	20,000 00
10CON-47889	Volcano Art Center	P.O. Box 129 Volcano, HI 96785	Capital Infrastructure	12/2/2010	10,000 00
10CON-47890	Waioli Corporation	P.O. Box 1631 Lihue, HI 96766	Completion of Lihue Rail Line Installation Project	12/2/2010	20,000 00
10CON-47913	Washington Middle School	1633 S. King St Honolulu, HI 96826	2010 Beautification Award	1/10/2011	5,000 00

978,085.00

COOKE FOUNDATION LIMITED
FORM 990-PF, PART II, LINE 13
FOR YEAR ENDED 06/30/2011

23-7120804

Description	Units	Book Value	Market Value
00206R102 AT&T INC	5,647.000	160,396.10	177,372.00
00206RAP7 AT&T INC SR UNSECURED 6 7% 11/15/2013	50,000.000	56,927.00	56,070.00
00206RAQ5 AT&T INC SR UNSECURED 4.85% 02/15/2014	75,000.000	74,995.50	81,463.00
002824100 ABBOTT LABORATORIES	1,280.000	63,430.92	67,354.00
003021698 ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS	51,695.643	493,336.11	638,441.00
003021839 ABERDEEN INTL EQUITY INSTITUTIONAL FUND CL SHS	56,363.541	616,435.18	768,235.00
008281AG2 AFRICAN DEVELOPMENT BANK SUB DEBENTURES 8 8% 09/01/2019	75,000.000	100,306.50	101,222.00
010392EP9 ALABAMA POWER CO BONDS SER 1 5 65% 03/15/2035-2015	85,000.000	82,829.55	84,783.00
020002101 ALLSTATE CORP	1,060.000	32,925.50	32,362.00
02209S103 ALTRIA GROUP INC	2,370.000	59,665.80	62,592.00
023135106 AMAZON.COM INC	260.000	45,467.85	53,167.00
025816109 AMERICAN EXPRESS CO	3,690.000	169,249.39	190,773.00
03073E105 AMERISOURCEBERGEN CORP	1,607.000	46,745.55	66,530.00
037411105 APACHE CORP	660.000	62,749.80	81,437.00
03746AAA8 APACHE FINANCE CANADA COMPANY GUARNT 7.75% 12/15/2029	25,000.000	29,832.50	31,412.00
037833100 APPLE INC	539.000	127,132.02	180,926.00
046353108 ASTRAZENECA PLC SP ADR	1,650.000	81,555.87	82,616.00
05534B760 BCE INC	2,230.000	84,403.05	87,617.00
05565QBF4 BP CAPITAL MARKETS PLC SR UNSECURED 5 25% 11/07/2013	75,000.000	74,951.25	81,260.00
060505104 BANK OF AMERICA CORP	4,481.000	52,928.88	49,112.00
064058100 BANK OF NEW YORK MELLON CORP	1,740.000	51,033.54	44,579.00
071813109 BAXTER INTL INC	1,060.000	54,661.97	63,271.00
084664BD2 BERKSHIRE HATHAWAY FIN COMPANY GUARNT 4.6% 05/15/2013	85,000.000	91,603.65	90,676.00
084670702 BERKSHIRE HATHAWAY INC CL B	1,740.000	144,854.50	134,659.00
084670AV0 BERKSHIRE HATHAWAY INC SR UNSECURED 3.2% 02/11/2015	115,000.000	121,112.25	119,859.00
086516101 BEST BUY CO INC	1,360.000	47,380.84	42,718.00
08658EAA5 BEST FOODS NOTES MTN SER F 6.625% 04/15/2028	63,000.000	72,676.78	75,174.00
110122108 BRISTOL MYERS SQUIBB CO	3,750.000	103,488.38	108,600.00
14912L4C2 CATERPILLAR FINANCIAL SERVICES NOTES 6.2% 09/30/2013	100,000.000	99,893.00	111,277.00
156700106 CENTURYLINK INC	1,670.000	66,299.00	67,518.00
166764100 CHEVRON CORP	1,125.000	84,780.81	115,695.00
172062101 CINCINNATI FINL CORP	810.000	23,466.27	23,636.00
17275RAC6 CISCO SYSTEMS NOTES 5.5% 02/22/2016	60,000.000	59,725.80	68,221.00
191216100 COCA COLA CO	385.000	20,607.52	25,907.00
191219BS2 COCA COLA ENTERPRISES INC NOTES 5% 08/15/2013	95,000.000	103,284.00	103,121.00
192446102 COGNIZANT TECH SOLUTIONS CORP	875.000	55,325.35	64,173.00
197199813 COLUMBIA ACORN INTERNATIONAL FUND CL Z	10,707.399	438,253.84	440,395.00
20030NAP6 COMCAST CORP COMPANY GUARNT 6.5% 01/15/2017	70,000.000	77,686.00	81,586.00
20825C104 CONOCOPHILLIPS	1,931.000	115,961.66	145,192.00
209115104 CON EDISON	780.000	41,243.59	41,527.00
222816100 COVANCE INC	530.000	27,072.19	31,466.00
257469AJ5 DOMINION RESOURCES INC SR NOTES SER F PUTABLE 8/15 5.25% 08/01/2033	75,000.000	72,100.85	82,575.00
25746U109 DOMINION RESOURCES INC /VA	1,910.000	91,150.36	92,196.00
260003108 DOVER CORP	1,005.000	57,425.97	68,139.00
26439RAH9 DUKE CAPITAL CORP SENIOR NOTES 8% 10/01/2019	55,000.000	64,333.50	67,279.00
26441C105 DUKE ENERGY CORP	4,100.000	77,039.00	77,203.00
268648102 EMC CORP	2,960.000	67,239.36	81,548.00
278642103 EBAY INC	1,170.000	35,956.09	37,756.00
291011104 EMERSON ELECTRIC CO	815.000	46,425.45	45,844.00
302182100 EXPRESS SCRIPTS	3,210.000	176,220.93	173,276.00
31331FAU5 FEDERAL EXPRESS CORP PASS THRU CERTS SER 97-A 7.5% 01/15/2018 OFV 140000	96,492.060	105,944.43	99,387.00
3136FHJZ9 FEDERAL NATIONAL MTGE ASSOC NOTES 4% 04/22/2019-2010	75,000.000	75,000.00	79,913.00
31398ABG6 FEDERAL NATIONAL MTGE ASSN NOTES 5.5% 05/10/2027-2017	40,000.000	39,800.00	43,556.00
31398AVZ2 FEDERAL NATIONAL MTGE ASSN NOTES 2.75% 03/13/2014	35,000.000	36,910.30	36,818.00
349631101 FORTUNE BRANDS INC	620.000	38,618.50	39,537.00
35671D857 FREEPORT MCMORAN COPPER & GOLD CLASS B	1,280.000	46,529.87	67,712.00
361448AG8 GATX CORP NOTES 8.75% 05/15/2014	45,000.000	44,887.50	52,330.00
369604103 GENERAL ELECTRIC CO	4,893.000	64,073.99	92,282.00
369604AY9 GENERAL ELECTRIC CO NOTES 5% 02/01/2013	110,000.000	109,941.90	116,754.00

Description	Units	Book Value	Market Value
36962GX82 GENERAL ELECTRIC CAPITAL CORP NOTES 5.72% 08/22/2011-2009	125,000 000	125,000.00	126,110.00
375558103 GILEAD SCIENCES INC	3,640.000	137,078.78	150,732 00
37733W105 GLAXOSMITHKLINE PLC ADR	2,320.000	96,202.51	99,528 00
38141G104 GOLDMAN SACHS GROUP INC	1,089 000	175,374.54	144,935 00
38259P508 GOOGLE INC CL A	310.000	163,457.56	156,978 00
409735206 HANCOCK JOHN BK & THRIFT BANK & THRIFT OPPORTUNITY FUND	800.000	12,596.00	13,144 00
411511306 HARBOR INTL FD	11,533.513	597,389.91	748,410.00
413875AK1 HARRIS CORP SR UNSECURED 5.95% 12/01/2017	50,000 000	49,826.00	56,308 00
42217K106 HEALTH CARE REIT INC	810.000	42,209 67	42,468.00
423074103 HEINZ H J CO	1,960.000	105,542.08	104,429 00
428236AT0 HEWLETT-PACKARD CO NOTES 6 125% 03/01/2014	10,000 000	11,415 00	11,218.00
428236AU7 HEWLETT-PACKARD CO NOTES 4 25% 02/24/2012	75,000.000	74,967.00	76,806.00
438516106 HONEYWELL INTERNATIONAL INC	850.000	44,749.02	50,652.00
438670WB3 HONOLULU HAWAII CITY & CNTY BUILD AMERICA BDS TAXABLE-SER A 3 424% 12/01/2017	40,000.000	40,000.00	40,660 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	25,000.000	25,000 00	25,712.00
438701RC0 HONOLULU HI CITY & CNTY WASTEWTR SYS REV BUILD AMERICA BONDS 4.643% 07/01/2022-2020	60,000 000	60,000 00	60,436 00
441812JW5 HOUSEHOLD FINANCE CORP NOTES 6.375% 10/15/2011	40,000 000	36,950 00	40,634.00
444859102 HUMANA INC	915.000	40,948.61	73,694.00
458140100 INTEL CORP	2,820 000	60,529.33	62,491 00
46120E602 INTUITIVE SURGICAL INS	230.000	76,788 81	85,585 00
46625H100 JP MORGAN CHASE & CO	1,632.000	65,409.31	66,814 00
46625HAT7 JP MORGAN CHASE & CO SUB NOTES 5.75% 01/02/2013	40,000 000	43,342.00	42,638.00
469814107 JACOBS ENGINEERING GROUP INC	1,690.000	73,095.20	73,093 00
471023549 JANUS TRITON FUND CL T	61,534 168	1,011,006.38	1,111,922 00
478160104 JOHNSON & JOHNSON	1,118 000	63,785.37	74,369.00
48121CYK6 JP MORGAN CHASE BANK SUBORDINATED 6% 10/01/2017	100,000.000	106,516.50	111,127 00
494368103 KIMBERLY CLARK CORP	1,500.000	99,382.35	99,840.00
494368BB8 KIMBERLY CLARK CORP NOTES 6.125% 08/01/2017	35,000.000	34,893 95	41,310 00
494550AJ5 KINDER MORGAN ENERGY PARTNERS LP SR UNSECURED 7.4% 03/15/2031	15,000.000	17,146 65	17,087.00
494550AK2 KINDER MORGAN ENERGY PARTNERS LP NOTES 7.125% 03/15/2012	40,000.000	41,085.60	41,754.00
500255104 KOHL'S CORP	650.000	32,655.22	32,507 00
50540R409 LABORATORY CORP AMERICA HOLDINGS	420.000	35,977.41	40,652 00
532457108 LILLY ELI & CO	2,230.000	83,409.81	83,692.00
544147101 LORILLARD INC	260.000	29,093.27	28,306.00
56062X708 MAINSTAY HIGH YIELD CORP BOND FUND CL I	109,612.142	650,000.00	648,904.00
565849106 MARATHON OIL CORP	1,445.000	50,102 47	76,123.00
577285Y86 MAUI CNTY HAWAII TAXABLE-SER A-RECOVERY ZONE ECONOMIC DEV BDS 4.559% 06/01/2022-2020	50,000 000	50,000.00	49,605.00
580135101 MCDONALDS CORP	660.000	51,170 38	55,651 00
58933YAB1 MERCK & CO INC NOTES 2.25% 01/15/2016	155,000.000	154,626.45	155,556 00
594918104 MICROSOFT CORP	2,108.000	48,902.90	54,808.00
61746BDB9 MORGAN STANLEY SR UNSECURED 5.75% 10/18/2016	60,000.000	59,883.00	63,728.00
636274300 NATIONAL GRID PLC SP ADR	1,660.000	79,696.60	82,054 00
649081AA4 NEW VALLEY GENERATION IV TVA PASS THRU CERTS 4.687% 01/15/2022 OFV 50000	37,206.540	34,222.20	40,599.00
649445103 NEW YORK COMMUNITY BANCORP	2,240.000	35,780.64	33,578 00
65339F101 NEXTERA ENERGY INC	820.000	42,340.48	47,117 00
69351T106 PPL CORPORATION	2,090.000	56,806.20	58,165 00
70212FAA1 PARTNERRE FINANCE COMPANY GUARNT 6.875% 06/01/2018	55,000.000	54,510.50	61,097 00
714290103 PERRIGO CO.	1,070.000	70,594.75	94,021.00
71713UAT9 PHARMACIA CORPORATION DEBENTURES 6.75% 12/15/2027	50,000.000	57,911.50	58,928.00
718172109 PHILIP MORRIS INTERNATIONAL	1,855.000	122,464.92	123,858 00
740816AB9 PRES&FELLOWS OF HARVARD BONDS 6.3% 10/01/2037-2016	50,000.000	52,020.20	54,705.00
74144Q203 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FUND	18,549.284	622,142.99	599,142 00
742651DG4 PRIVATE EXPORT FUNDING SECURED 4.375% 03/15/2019	100,000.000	99,475.00	108,309.00
742718109 PROCTER & GAMBLE CO	1,695.000	108,269.11	107,751.00
743263105 PROGRESS ENERGY INC	1,250.000	59,861.75	60,013.00

Description	Units	Book Value	Market Value
744573106 PUBLIC SERVICE ENT GROUP INC	1,550.000	48,710.46	50,592.00
747525103 QUALCOMM INC	1,680.000	82,001.23	95,407.00
74834L100 QUEST DIAGNOSTICS INC	430.000	22,331.06	25,413.00
74972H648 RS GLOBAL NATURAL RESOURCES FUND CL Y	44,102.099	1,683,818.14	1,753,058.00
761157AD8 RESOLUTION FUNDING CORP BONDS 8.875% 07/15/2020	100,000.000	147,589.00	141,718.00
761713106 REYNOLDS AMERICAN INC	1,980.000	72,734.91	73,359.00
77958B402 T ROWE PRICE INSTITUTIONAL FLOATING RATE FUND CL I	63,414.635	650,634.15	651,902.00
780259107 ROYAL DUTCH SHELL PLC ADR B	1,540.000	106,184.39	110,495.00
80004C101 SANDISK CORP	930.000	46,333.53	38,595.00
80851QDA9 SCHWAB CHARLES CORP SR NOTES SER A 6.375% 09/01/2017	30,000.000	29,915.70	35,280.00
814219432 RYDEX/SGI MID CAP VALUE FUND CL I	88,945.781	1,052,228.58	1,106,486.00
831641DF9 SMALL BUSINESS ADMIN BONDS US GOVT GUARANTEE 6.344% 08/10/2011 OFV 155000	1,503.790	1,503.79	1,514.00
842587107 SOUTHERN CO	2,500.000	99,717.75	100,950.00
855030102 STAPLES INC	1,390.000	30,802.40	21,962.00
858912108 STERICYCLE INC	650.000	52,089.18	57,928.00
879382208 TELEFONICA DE ESPANA ADS	3,470.000	82,495.78	84,980.00
880208400 TEMPLETON GLOBAL BOND FUND CL AD	47,410.650	651,896.44	657,586.00
880591EC2 TENNESSEE VALLEY AUTH NOTES 4.5% 04/01/2018	100,000.000	99,973.00	110,702.00
881624209 TEVA PHARMACEUTICAL INDS LTD SP ADR	2,600.000	126,646.69	125,372.00
88732J207 TIME WARNER CABLE INC	555.000	35,760.44	43,312.00
89151E109 TOTAL SA SP ADR	1,070.000	58,210.03	61,889.00
902973304 US BANCORP	6,040.000	158,071.03	154,080.00
90333WAB4 US BANK NA NOTES 6.3% 02/04/2014	70,000.000	73,887.30	78,012.00
904767704 UNILEVER PLC SPONSORED ADR	1,780.000	56,527.28	57,654.00
911759JL3 HOUSING URBAN DEVELOPMENT US GOVT GUARANT 3.44% 08/01/2011	50,000.000	50,000.00	50,139.00
912810EH7 US TREASURY BONDS 7.875% 02/15/2021	20,000.000	23,850.00	28,052.00
912810EP9 US TREASURY BONDS 7 125% 02/15/2023	100,000.000	109,171.88	135,438.00
912810FF0 US TREASURY BONDS 5.25% 11/15/2028	140,000.000	149,604.29	161,568.00
912810QC5 US TREASURY BONDS 4.5% 08/15/2039	100,000.000	105,267.19	102,250.00
912828CJ7 US TREASURY 4.75% 05/15/2014	130,000.000	128,110.94	144,737.00
912828DC1 US TREASURY 4.25% 11/15/2014	60,000.000	63,782.81	66,455.00
912828EE6 US TREASURY 4.25% 08/15/2015	235,000.000	258,181.64	262,338.00
912828GS3 US TREASURY 4.5% 05/15/2017	100,000.000	102,562.50	113,469.00
912828HH6 US TREASURY 4.25% 11/15/2017	155,000.000	157,948.63	173,746.00
912828LB4 US TREASURY 1.5% 07/15/2012	121,000.000	120,839.29	122,579.00
912828LC2 US TREASURY 2.625% 07/31/2014	131,000.000	135,276.68	138,092.00
912828LH1 US TREASURY 1.75% 08/15/2012	115,000.000	117,326.96	116,923.00
912828ME7 US TREASURY 2.625% 12/31/2014	250,000.000	249,863.25	263,515.00
912828MP2 US TREASURY 3.625% 02/15/2020	125,000.000	126,769.53	132,236.00
913017109 UNITED TECHNOLOGIES CORP	660.000	47,239.17	58,417.00
92220P105 VARIAN MEDICAL SYSTEMS INC	1,200.000	77,906.46	84,024.00
92343V104 VERIZON COMMUNICATIONS	2,710.000	93,586.30	100,893.00
92344GAM8 VERIZON GLOBAL FDG CORP SR UNSECURED 7.75% 12/01/2030	100,000.000	123,895.00	124,975.00
92826C839 VISA INC CL A SHARES	2,280.000	180,496.86	192,113.00
92857W209 VODAFONE GROUP PLC SP ADR	3,340.000	89,428.68	89,245.00
931142103 WAL-MART STORES INC	1,100.000	59,923.82	58,454.00
931142CK7 WAL-MART STORES INC SR UNSECURED 6 5% 08/15/2037	75,000.000	75,741.00	86,136.00
931142CZ4 WAL-MART STORES INC SENIOR NOTES 3.25% 10/25/2020	100,000.000	99,714.25	95,131.00
942683103 WATSON PHARMACEUTICAL	885.000	39,495.71	60,826.00
949746101 WELLS FARGO COMPANY	2,750.000	66,533.05	77,165.00
97381W104 WINDSTREAM CORP	2,200.000	28,668.42	28,512.00
G47791101 INGERSOLL-RAND PLC	610.000	27,977.07	27,700.00
H8817H100 TRANSOCEAN LTD	750.000	54,935.03	48,420.00
TOTAL OTHER INVESTMENTS		20,374,037.81	21,779,646.00

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 ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

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

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

BANK OF HAWAII

- The books are in the care of ► **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 is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2012**, 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, 2010**, and ending **JUN 30, 2011**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	67,022.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	5,022.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	62,000.

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 Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)