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Return of Private Foundation  
or 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.

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

**HARRISON R. AND DOROTHEA S. COOKE TRUST**

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

**P.O. BOX 3170, DEPT 715**

Room/suite

City or town, state, and ZIP code

**HONOLULU, HI 96802-3170**

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

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

**I** Fair market value of all assets at end of year **J** Accounting method:  Cash  Accrual  
 (from Part II, col. (c), line 16)  Other (specify) **►** **\$- 2,959,546.** (Part I, column (d) must be on cash basis.)

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
7	ct: Contributions, gifts, grants, etc., received			<b>N/A</b>	
7a	Check <b>►</b> <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
7b	14.	14.			<b>STATEMENT 1</b>
4	Dividends and interest from securities	78,597.	78,597.		<b>STATEMENT 2</b>
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	13,491.			
b	Gross sales price for all assets on line 6a	2,778,335.			
7	Capital gain net income (from Part IV, line 2)		13,491.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	92,102.	92,102.		
13	Compensation of officers, directors, trustees, etc	44,539.	33,404.		<b>11,135.</b>
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 3	1,500.	450.	<b>1,050.</b>
c	Other professional fees				
17	Interest				
18	Taxes	STMT 4	12,239.	434.	<b>0.</b>
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		58,278.	34,288.	<b>12,185.</b>
25	Contributions, gifts, grants paid		127,330.		<b>127,330.</b>
26	Total expenses and disbursements. Add lines 24 and 25		185,608.	34,288.	<b>139,515.</b>
27	Subtract line 26 from line 12:		-93,506.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)			57,814.	
c	Adjusted net income (if negative, enter -0-)				<b>N/A</b>

6/14 200

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	124.	689.	689.
	2	Savings and temporary cash investments	115,703.	94,168.	94,168.
	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			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 5	2,846,966.	2,774,430.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)		2,962,793.	2,869,287.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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.
		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			
Net Assets or Fund Balances		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		2,962,793.	2,869,287.
	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		2,962,793.	2,869,287.
	31	Total liabilities and net assets/fund balances		2,962,793.	2,869,287.

## 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	2,962,793.
2	Enter amount from Part I, line 27a	2	-93,506.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	2,869,287.
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	2,869,287.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>		P	VARIOUS	VARIOUS
<b>b PUBLICLY TRADED SECURITIES</b>		P	VARIOUS	VARIOUS
<b>c LITIGATION PROCEEDS</b>		P	10/26/11	
<b>d CAPITAL GAINS DIVIDENDS</b>				
<b>e</b>				
(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 2,143,760.		2,129,435.	14,325.	
b 616,869.		635,409.	-18,540.	
c 24.			24.	
d 17,682.			17,682.	
<b>e</b>		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				14,325.
b				-18,540.
c				24.
d				17,682.
e				
<b>2 Capital gain net income or (net capital loss)</b>		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	13,491.
<b>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</b>			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))
2010	144,293.	2,943,747.	.049017
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

2 Total of line 1, column (d)

2 .280615

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 .056123

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 3,069,863.

5 Multiply line 4 by line 3

5 172,290.

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

6 578.

7 Add lines 5 and 6

7 172,868.

8 Enter qualifying distributions from Part XII, line 4

8 139,515.

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 ►  and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

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 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a 6,200.

6b

6c

6d

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here  if Form 2220 is attached9 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 2012 estimated tax** ►

1,160. Refunded ►

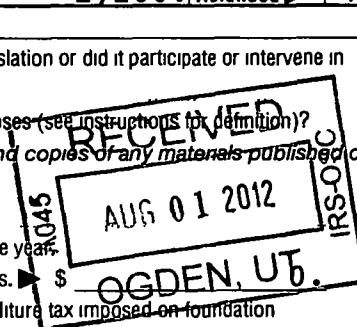
7 6,200.

8

9

10 5,044.

11 3,884.

**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
<input type="checkbox"/>	X
<input type="checkbox"/>	X

b 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.*

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

1a	X
----	---

1b	X
----	---

1c	X
----	---

2	X
---	---

3	X
---	---

4a	X
----	---

4b	
----	--

5	X
---	---

6	X
---	---

7	X
---	---

8b	X
----	---

9	X
---	---

10	X
----	---

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2	X
---	---

3	
---	--

4a	X
----	---

4b	
----	--

5	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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

N/A

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?

3	X
---	---

4a	X
----	---

4b	
----	--

5	X
---	---

*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:

6	X
---	---

7	X
---	---

- 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?

6	X
---	---

7	X
---	---

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) ►

**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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(l)(5) for calendar year 2011 or the taxable year beginning in 2011 (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

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

11		<input checked="" type="checkbox"/>
12		<input checked="" type="checkbox"/>
13	<input checked="" type="checkbox"/>	
Website address ► <b>N/A</b>		
14	The books are in care of ► <b>BANK OF HAWAII</b> Located at ► <b>130 MERCHANT ST, HONOLULU, HI</b>	Telephone no. ► <b>(808) 694-4543</b> ZIP+4 ► <b>96813</b>
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	► <b>15</b>	<b>N/A</b>
	<b>Yes</b>	<b>No</b>
	<input checked="" type="checkbox"/>	
See 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**

	<b>Yes</b>	<b>No</b>
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"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> 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"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	<input checked="" type="checkbox"/>
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 2011?	1c	<input checked="" type="checkbox"/>
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(l)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.)	2b	<b>N/A</b>
c If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 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 2011.)	3b	<b>N/A</b>
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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 2011?	4b	<input checked="" type="checkbox"/>

**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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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

N/A  
►

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

<input type="checkbox"/> Yes	<input type="checkbox"/> 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?

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
------------------------------	--

6b

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

If "Yes" to 6b, file Form 8870.

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
------------------------------	--

X

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

<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	44,539.	0.	0.

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

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

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

►

0

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

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

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	<b>N/A</b>	
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	<b>N/A</b>	
2		
3		

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	3,046,223.
b	Average of monthly cash balances	1b	70,389.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	3,116,612.
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	3,116,612.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,749.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,069,863.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	153,493.

**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	153,493.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,156.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,156.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	152,337.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	152,337.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	152,337.

**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	139,515.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	139,515.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	139,515.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				152,337.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009	11,063.			
e From 2010	3,281.			
f Total of lines 3a through e	14,344.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 139,515.			0.	
a Applied to 2010, 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 2011 distributable amount				139,515.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	12,822.			12,822.
6 Enter the net total of each column as indicated below:	1,522.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,522.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	1,522.			
e Excess from 2011				



## 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)				
<b>a Paid during the year</b>				
BISHOP MUSEUM 1525 BERNICE ST HONOLULU, HI 96817			UNRESTRICTED	15,916.
CENTRAL UNION CHURCH 1660 S. BERETANIA ST HONOLULU, HI 96826			UNRESTRICTED	15,916.
HAWAIIAN MISSION CHILDREN'S SOCIETY 553 S. KING ST HONOLULU, HI 96813			UNRESTRICTED	15,916.
HONOLULU ACADEMY OF ARTS 900 S. BERETANIA ST HONOLULU, HI 96814			UNRESTRICTED	63,666.
PUNAHOU SCHOOL 1601 PUNAHOU ST HONOLULU, HI 96823			SCHOLARSHIPS	15,916.
<b>Total</b>				► 3a 127,330.
<b>b Approved for future payment</b>				
<b>NONE</b>				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514	(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			14	14.
5 Net rental income or (loss) from real estate:			14	78,597.
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			18	13,491.
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.	92,102.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	92,102.
(See worksheet in line 13 instructions to verify calculations.)				

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



**HARRISON R. AND DOROTHEA S. COOKE TRUST**  
**FORM 990-PF, INVESTMENTS - OTHER**  
**FOR YEAR ENDED 12/31/2011**

**99-0290717**

<b>Description</b>	<b>Units</b>	<b>Book Value</b>	<b>Market Value</b>
00206R102 AT&T INC	1290	37,911.31	39,010.00
002824100 ABBOTT LABORATORIES	410	20,669.72	23,054.00
003021409 ABERDEEN CORE FIXED INCOME FUND CL I	52635.89	583,535.08	577,416.00
003021698 ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS	9469.434	76,622.63	93,085.00
003021839 ABERDEEN INTL EQUITY INSTITUTIONAL FUND CL SHS	17455.09	179,290.81	210,334.00
020002101 ALLSTATE CORP	120	3,662.40	3,289.00
02209S103 ALTRIA GROUP INC	890	22,752.72	26,389.00
025816109 AMERICAN EXPRESS CO	350	15,666.56	16,510.00
03073E105 AMERISOURCEBERGEN CORP	170	5,120.36	6,322.00
037411105 APACHE CORP	70	6,864.02	6,341.00
037833100 APPLE INC	40	11,490.94	16,200.00
046353108 ASTRAZENECA PLC SP ADR	610	29,457.82	28,237.00
05534B760 BCE INC	710	27,842.92	29,586.00
064058100 BANK OF NEW YORK MELLON CORP	190	4,904.37	3,783.00
071813109 BAXTER INTL INC	110	5,282.25	5,443.00
073730103 BEAM INC	70	3,346.09	3,586.00
084670702 BERKSHIRE HATHAWAY INC CL B	200	16,891.01	15,260.00
086516101 BEST BUY CO INC	150	5,012.15	3,506.00
110122108 BRISTOL MYERS SQUIBB CO	950	26,894.56	33,478.00
156700106 CENTURYLINK INC	640	23,792.78	23,808.00
166764100 CHEVRON CORP	170	15,049.98	18,088.00
172062101 CINCINNATI FINL CORP	260	7,279.69	7,920.00
191216100 COCA COLA CO	130	8,634.31	9,096.00
192446102 COGNIZANT TECH SOLUTIONS CORP	140	8,519.12	9,003.00
197199813 COLUMBIA ACORN INTERNATIONAL FUND CL Z	1746.579	62,236.88	59,925.00
20825C104 CONOCOPHILLIPS	440	27,698.32	32,063.00
209115104 CON EDISON	250	13,551.37	15,508.00
222816100 COVANCE INC	60	2,862.00	2,743.00
231021106 CUMMINS ENGINE INC	100	8,699.85	8,802.00
25746U109 DOMINION RESOURCES INC /VA	290	13,755.53	15,393.00
260003108 DOVER CORP	110	5,363.67	6,386.00
26441C105 DUKE ENERGY CORP	1310	24,343.10	28,820.00
268648102 EMC CORP	540	11,213.82	11,632.00
278642103 EBAY INC	130	2,743.68	3,943.00
291011104 EMERSON ELECTRIC CO	90	4,580.33	4,193.00
302130109 EXPEDITORS INTL WASH INC	130	5,707.96	5,325.00
302182100 EXPRESS SCRIPTS	360	15,899.92	16,088.00
35671D857 FREEPORT MCMORAN COPPER & GOLD CLASS B	200	8,136.20	7,358.00
369604103 GENERAL ELECTRIC CO	520	8,525.92	9,313.00
375558103 GILEAD SCIENCES INC	320	11,032.78	13,098.00
37733W105 GLAXOSMITHKLINE PLC ADR	740	31,363.29	33,766.00
38141G104 GOLDMAN SACHS GROUP INC	40	5,297.70	3,617.00
38259P508 GOOGLE INC CL A	20	10,530.07	12,918.00
406216101 HALLIBURTON CO	70	2,385.60	2,416.00
409735206 HANCOCK JOHN BK & THRIFT BANK & THRIFT OPPORTUNITY FUND	90	1,455.70	1,233.00
42217K106 HEALTH CARE REIT INC	260	13,021.77	14,178.00

**HARRISON R. AND DOROTHEA S. COOKE TRUST**  
**FORM 990-PF, INVESTMENTS - OTHER**  
**FOR YEAR ENDED 12/31/2011**

**99-0290717**

<b>Description</b>	<b>Units</b>	<b>Book Value</b>	<b>Market Value</b>
00206R102 AT&T INC	1290	37,911.31	39,010.00
423074103 HEINZ H J CO	620	32,325.87	33,505.00
42809H107 HESS CORP	60	3,332.90	3,408.00
438516106 HONEYWELL INTERNATIONAL INC	90	3,968.93	4,892.00
444859102 HUMANA INC	60	2,955.11	5,257.00
458140100 INTEL CORP	300	5,845.30	7,275.00
46120E602 INTUITIVE SURGICAL INS	10	2,677.50	4,630.00
46625H100 JP MORGAN CHASE & CO	170	6,602.19	5,653.00
471023549 JANUS TRITON FUND CL T	4886.674	67,436.10	79,360.00
478160104 JOHNSON & JOHNSON	360	23,177.76	23,609.00
494368103 KIMBERLY CLARK CORP	480	32,159.18	35,309.00
500255104 KOHL'S CORP	70	3,552.31	3,455.00
50540R409 LABORATORY CORP AMERICA HOLDINGS	40	3,013.54	3,439.00
532457108 LILLY ELI & CO	710	25,962.87	29,508.00
543487326 NATIXIS LOOMIS SAYLES LTD GOV AND AGCY FD CL Y	6063.568	72,460.63	72,338.00
544147101 LORILLARD INC	80	8,729.43	9,120.00
56062X708 MAINSTAY HIGH YIELD CORP BOND FUND CL I	5871.543	34,407.24	34,055.00
580135101 MCDONALDS CORP	210	17,422.12	21,069.00
594918104 MICROSOFT CORP	220	5,415.20	5,711.00
636274300 NATIONAL GRID PLC SP ADR	530	26,162.01	25,694.00
637071101 NATIONAL OILWELL VARCO INC	90	5,813.22	6,119.00
65339F101 NEXTERA ENERGY INC	90	4,834.49	5,479.00
68389X105 ORACLE	150	4,016.50	3,848.00
69351T106 PPL CORPORATION	670	18,647.16	19,711.00
713448108 PEPSICO INC	120	7,442.76	7,962.00
714290103 PERRIGO CO.	100	6,489.72	9,730.00
718172109 PHILIP MORRIS INTERNATIONAL	490	33,078.39	38,455.00
74144Q203 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FUND	3853.963	122,695.01	100,280.00
742718109 PROCTER & GAMBLE CO	330	20,463.71	22,014.00
744573106 PUBLIC SERVICE ENT GROUP INC	170	5,602.80	5,612.00
747525103 QUALCOMM INC	220	9,945.67	12,034.00
74834L100 QUEST DIAGNOSTICS INC	50	2,392.90	2,903.00
74972H648 RS GLOBAL NATURAL RESOURCES FUND CL Y	3945.517	161,874.98	138,488.00
761713106 REYNOLDS AMERICAN INC	630	23,321.57	26,095.00
77958B402 T ROWE PRICE INSTITUTIONAL FLOATING RATE FUND CL I	5118.246	49,391.07	50,671.00
780259107 ROYAL DUTCH SHELL PLC ADR B	500	33,633.84	38,005.00
80004C101 SANDISK CORP	100	5,080.95	4,921.00
806857108 SCHLUMBERGER LTD	110	7,464.59	7,514.00
814219432 GUGGENHEIM MID CAP VALUE FUND CL I	7115.286	80,260.43	71,011.00
842587107 SOUTHERN CO	800	32,178.64	37,032.00
858912108 STERICYCLE INC	80	5,099.15	6,234.00
879382208 TELEFONICA DE ESPANA ADS	1110	23,999.63	19,081.00
880208400 TEMPLETON GLOBAL BOND FUND CL AD	2915.981	39,772.63	36,071.00
881624209 TEVA PHARMACEUTICAL INDS LTD SP ADR	270	13,653.22	10,897.00
88732J207 TIME WARNER CABLE INC	60	3,540.53	3,814.00
89151E109 TOTAL SA SP ADR	490	25,166.22	25,044.00
902973304 US BANCORP	140	3,030.44	3,787.00

**HARRISON R. AND DOROTHEA S. COOKE TRUST  
FORM 990-PF, INVESTMENTS - OTHER  
FOR YEAR ENDED 12/31/2011**

**99-0290717**

<b>Description</b>	<b>Units</b>	<b>Book Value</b>	<b>Market Value</b>
00206R102 AT&T INC	1290	37,911.31	39,010.00
904767704 UNILEVER PLC SPONSORED ADR	570	18,759.39	19,106.00
913017109 UNITED TECHNOLOGIES CORP	70	5,062.25	5,116.00
922031786 VANGUARD LONG-TERM TREASURY FUND CL ADM	5447.947	71,477.06	72,676.00
92220P105 VARIAN MEDICAL SYSTEMS INC	160	9,516.23	10,741.00
92343V104 VERIZON COMMUNICATIONS	860	30,699.16	34,503.00
92345Y106 VERISK ANALYTICS INC CL A	270	9,044.52	10,835.00
92826C839 VISA INC CL A SHARES	150	10,816.85	15,230.00
92857W209 VODAFONE GROUP PLC SP ADR	1070	28,688.00	29,992.00
931142103 WAL-MART STORES INC	120	6,474.01	7,171.00
942683103 WATSON PHARMACEUTICAL	90	3,685.59	5,431.00
949746101 WELLS FARGO COMPANY	290	7,882.97	7,992.00
97381W104 WINDSTREAM CORP	710	8,928.01	8,335.00
<b>TOTAL INVESTMENTS - OTHER</b>		<b><u>2,774,429.51</u></b>	<b><u>2,864,689.00</u></b>

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

SOURCE	AMOUNT
BANK OF HAWAII ACCT #115032054	14.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII ACCT #115032054	96,279.	17,682.	78,597.
TOTAL TO FM 990-PF, PART I, LN 4	96,279.	17,682.	78,597.

## 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	1,500.	450.		1,050.
TO FORM 990-PF, PG 1, LN 16B	1,500.	450.		1,050.

## FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX PAYMENT FOR 2010	5,605.	0.		0.
QTRLY ESTIMATED TAX PAYMENT FOR 2011	6,200.	0.		0.
FOREIGN TAXES WITHHELD	434.	434.		0.
TO FORM 990-PF, PG 1, LN 18	12,239.	434.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT - INV	COST	2,774,430.	2,864,689.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,774,430.	2,864,689.

Application for Extension of Time To File an  
Exempt Organization Return

► 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](http://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  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions  HARRISON R. AND DOROTHEA S. COOKE TRUST	Employer identification number (EIN) or  <input checked="" type="checkbox"/> 99-0290717
	Number, street, and room or suite no. If a P O box, see instructions.  P.O. BOX 3170, DEPT 715	Social security number (SSN)  <input type="checkbox"/>
	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)

0 4

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	01	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) 694-4543 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  
AUGUST 15, 2012, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

►  calendar year 2011 or►  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.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	\$ 1,156.
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	\$ 6,200.
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	\$ 0.

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

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

Form 8868 (Rev. 1-2012)