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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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.

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

HARRISON R. AND DOROTHEA S. COOKE TRUST

A Employer identification number

99-0290717

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

Room/suite

P.O. BOX 3170, DEPT 715

B Telephone number

(808) 694-4543

City or town, state, and ZIP code

HONOLULU, HI 96802-3170

G Check all that apply:

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

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

\$ 3,131,139.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B interest on savings and temporary cash investments		51.	51.		STATEMENT 1
3 Dividends and interest from securities		88,878.	88,878.		STATEMENT 2
4a Gross rents					
b Net rental income or (loss)					
5a Net gain or (loss) from sale of assets not on line 10		65,527.			
b Gross sales price for all assets on line 5a		1,359,900.			
7 Capital gain net income (from Part IV, line 2)			65,527.		
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		3,884.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		158,340.	154,456.		
13 Compensation of officers, directors, trustees, etc		43,158.	32,368.		10,790.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		1,500.	450.		1,050.
c Other professional fees					
17 Interest STMT 5		651.	651.		0.
18 Taxes					
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		45,309.	33,469.		11,840.
25 Contributions, gifts, grants paid		127,959.			127,959.
26 Total expenses and disbursements. Add lines 24 and 25		173,268.	33,469.		139,799.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-14,928.			
b Net investment income (if negative, enter -0-)			120,987.		
c Adjusted net income (if negative, enter -0-)				N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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	689.	6,485.	6,485.
	2 Savings and temporary cash investments	94,168.	71,564.	71,564.
	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 6	2,774,430.	2,776,310.	3,053,090.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)		2,869,287.	2,854,359.	3,131,139.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,869,287.	2,854,359.	
	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	2,869,287.	2,854,359.	
31 Total liabilities and net assets/fund balances		2,869,287.	2,854,359.	

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	2,869,287.
2 Enter amount from Part I, line 27a	2	-14,928.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,854,359.
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	2,854,359.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 745,913.		733,678.	12,235.
b 598,411.		560,695.	37,716.
c 15,576.			15,576.
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			12,235.
b			37,716.
c			15,576.
d			
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	65,527.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	139,515.	3,069,863.	.045447
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
2 Total of line 1, column (d)		2	.270306
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	.054061
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	3,050,355.
5 Multiply line 4 by line 3		5	164,905.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	1,210.
7 Add lines 5 and 6		7	166,115.
8 Enter qualifying distributions from Part XII, line 4		8	139,799.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	2,420.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	2,420.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	2,420.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,160.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,160.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,260.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

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
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>HI</u>		
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 2012 or the taxable year beginning in 2012 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BANK OF HAWAII</u> Telephone no. ► <u>(808) 694-4543</u> Located at ► <u>130 MERCHANT ST, HONOLULU, HI</u> ZIP+4 ► <u>96813</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 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 2012)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2012?		4b
		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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
BANK OF HAWAII	TRUSTEE			
130 MERCHANT ST				
HONOLULU, HI 96813	1.00	43,158.	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 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	3,037,299.
b	Average of monthly cash balances	1b	59,508.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,096,807.
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	3,096,807.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,452.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,050,355.
6	Minimum investment return. Enter 5% of line 5	6	152,518.

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	152,518.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,420.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,420.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	150,098.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	150,098.
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	150,098.

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	139,799.
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	139,799.
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	139,799.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				150,098.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				1,522.
e From 2011				
f Total of lines 3a through e	1,522.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$				139,799.
a Applied to 2011, 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 2012 distributable amount				139,799.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,522.			1,522.
6 Enter the net total of each column as indicated below:				
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				8,777.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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				
BISHOP MUSEUM 1525 BERNICE ST HONOLULU, HI 96817			UNRESTRICTED	15,995.
CENTRAL UNION CHURCH 1660 S. BERETANIA ST HONOLULU, HI 96826			UNRESTRICTED	15,995.
HAWAIIAN MISSION CHILDREN'S SOCIETY 553 S. KING ST HONOLULU, HI 96813			UNRESTRICTED	15,995.
HONOLULU ACADEMY OF ARTS 900 S. BERETANIA ST HONOLULU, HI 96814			UNRESTRICTED	63,979.
PUNAHOU SCHOOL 1601 PUNAHOU ST HONOLULU, HI 96822			SCHOLARSHIPS	15,995.
Total			▶ 3a	127,959.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

Phone no.

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

SOURCE	AMOUNT
BANK OF HAWAII ACCT #115032054	51.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	51.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII ACCT #115032054	104,454.	15,576.	88,878.
TOTAL TO FM 990-PF, PART I, LN 4	104,454.	15,576.	88,878.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
2011 FEDERAL TAX REFUND	3,884.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,884.	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 FEE	1,500.	450.		1,050.
TO FORM 990-PF, PG 1, LN 16B	1,500.	450.		1,050.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	651.	651.		0.
TO FORM 990-PF, PG 1, LN 18	651.	651.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT - INV	COST	2,776,310.	3,053,090.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,776,310.	3,053,090.

HARRISON R. AND DOROTHEA S. COOKE TRUST
FORM 990-PF, INVESTMENTS - OTHER
FOR YEAR ENDED 12/31/2012

99-0290717

Description	Units	Book Value	Market Value
00206R102 AT&T INC	960.000	27,773.74	32,362.00
003019395 ABERDEEN INTERNATIONAL EQUITY FUND INST	24082.627	282,633.70	351,606.00
003021409 ABERDEEN CORE FIXED INCOME FUND CL I	31039.425	339,852.34	343,606.00
003021698 ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS	9852.400	80,299.80	118,524.00
020002101 ALLSTATE CORP	80.000	2,441.60	3,214.00
02209S103 ALTRIA GROUP INC	740.000	18,632.89	23,266.00
025537101 AMERICAN ELECTRIC POWER CO	150.000	5,953.60	6,402.00
025816109 AMERICAN EXPRESS CO	200.000	8,952.32	11,496.00
03073E105 AMERISOURCEBERGEN CORP	120.000	3,614.37	5,182.00
037411105 APACHE CORP	50.000	4,902.87	3,925.00
037833100 APPLE INC	20.000	5,745.47	10,643.00
046353108 ASTRAZENCA PLC PLC SP ADR	550.000	26,004.31	25,999.00
05534B760 BCE INC	540.000	21,354.22	23,188.00
064058100 BANK OF NEW YORK MELLON CORP	130.000	3,355.62	3,341.00
071813109 BAXTER INTL INC	80.000	3,841.64	5,333.00
073730103 BEAM INC	50.000	2,381.91	3,055.00
084670702 BERKSHIRE HATHAWAY INC CL B	170.000	14,281.46	15,249.00
099724106 BORGWARNER INC	40.000	2,943.54	2,865.00
110122108 BRISTOL MYERS SQUIBB CO	650.000	18,261.22	21,184.00
124857202 CBS CORPORATION CL B	70.000	2,641.10	2,664.00
156700106 CENTURYLINK INC	590.000	21,456.77	23,081.00
166764100 CHEVRON CORP	120.000	9,991.85	12,977.00
189754104 COACH INC	110.000	6,223.80	6,106.00
191216100 COCA COLA CO	170.000	5,551.82	6,163.00
192446102 COGNIZANT TECH SOLUTIONS CORP	120.000	7,203.28	8,866.00
197199813 COLUMBIA ACORN INTERNATIONAL FUND CL Z	2141.587	76,735.82	87,462.00
20825C104 CONOCOPHILLIPS	460.000	22,497.02	26,675.00
231021106 CUMMINS ENGINE INC	90.000	8,011.33	9,752.00
244199105 DEERE & CO	30.000	2,483.70	2,593.00
25746U109 DOMINION RESOURCES INC /VA	130.000	6,160.67	6,734.00
260003108 DOVER CORP	80.000	3,900.85	5,257.00
26441C204 DUKE ENERGY CORP	300.000	16,713.00	19,140.00
268648102 EMC CORP	370.000	7,587.00	9,361.00
278642103 EBAY INC	80.000	1,688.42	4,080.00
302130109 EXPEDITORS INTL WASH INC	190.000	7,909.83	7,515.00
30219G108 EXPRESS SCRIPTS HOLDING CO	220.000	9,369.41	11,880.00
35671D857 FREEPORT MCMORAN COPPER & GOLD CLASS B	140.000	5,533.57	4,788.00
369604103 GENERAL ELECTRIC CO	350.000	5,738.60	7,347.00
375558103 GILEAD SCIENCES INC	100.000	3,447.74	7,345.00
37733W105 GLAXOSMITHKLINE PLC ADR	560.000	23,866.24	24,343.00
38141G104 GOLDMAN SACHS GROUP INC	20.000	2,242.36	2,551.00
38259P508 GOOGLE INC CL A	15.000	8,157.28	10,611.00
40414L109 HCP INC	190.000	7,983.59	8,580.00
406216101 HALLIBURTON CO	90.000	3,115.84	3,122.00
42217K106 HEALTH CARE REIT INC	180.000	8,855.39	11,032.00
423074103 HEINZ H J CO	430.000	22,217.90	24,802.00
42809H107 HESS CORP	70.000	3,868.26	3,707.00
438516106 HONEYWELL INTERNATIONAL INC	60.000	2,645.96	3,808.00
458140100 INTEL CORP	140.000	2,727.80	2,887.00

HARRISON R. AND DOROTHEA S. COOKE TRUST
FORM 990-PF, INVESTMENTS - OTHER
FOR YEAR ENDED 12/31/2012

99-0290717

Description	Units	Book Value	Market Value
00206R102 AT&T INC	960 000	27 773 74	32,362 00
003019395 ABERDEEN INTERNATIONAL EQUITY FUND INST	24082 627	282,633 70	351,606 00
003021409 ABERDEEN CORE FIXED INCOME FUND CL I	31039 425	339 852 34	343,606 00
003021698 ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS	9852 400	80,299 80	118,524 00
020002101 ALLSTATE CORP	80 000	2,441 60	3,214 00
02209S103 ALTRIA GROUP INC	740 000	18,632 89	23,266 00
025537101 AMERICAN ELECTRIC POWER CO	150 000	5,953 60	6,402 00
025816109 AMERICAN EXPRESS CO	200 000	8,952 32	11,496 00
03073E105 AMERISOURCEBERGEN CORP	120 000	3,614 37	5,182 00
037411105 APACHE CORP	50.000	4,902 87	3,925 00
037833100 APPLE INC	20.000	5,745 47	10,643 00
046353108 ASTRAZENECA PLC PLC SP ADR	550 000	26,004 31	25,999 00
05534B760 BCE INC	540.000	21,354 22	23,188 00
46625H100 JP MORGAN CHASE & CO	120 000	4,660 37	5,276 00
47103C357 JANUS TRITON FUND CL I	6607.127	97,758 12	119,721.00
47803W406 JOHN HANCOCK III DISC M/C-IS	9347.332	121,515 32	124,320 00
478160104 JOHNSON & JOHNSON	250 000	15,927 93	17,525 00
494368103 KIMBERLY CLARK CORP	170 000	11,209 71	14,353 00
500255104 KOHL'S CORP	50 000	2,537 36	2,149.00
50540R409 LABORATORY CORP AMERICA HOLDINGS	30 000	2,260 15	2,599 00
532457108 LILLY ELI & CO	450 000	16,293 49	22,194 00
543487326 NATIXIS LOOMIS SAYLES LTD GOV AND AGCY FD CL Y	3641 981	43,477 51	43,813 00
544147101 LORILLARD INC	60 000	6,523 90	7,000 00
56062X708 MAINSTAY HIGH YIELD CORP BOND FUND CL I	3541 190	20,770 84	21,637 00
580135101 MCDONALDS CORP	70.000	4,944 29	6,175 00
58933Y105 MERCK & CO INC	520.000	20,185 25	21,289 00
594918104 MICROSOFT CORP	110.000	2,707 60	2,938 00
61945C103 THE MOSAIC COMPANY	40 000	2,383 60	2,265 00
636274300 NATIONAL GRID PLC SP ADR	490.000	24,168 98	28,146 00
637071101 NATIONAL OILWELL VARCO INC	70 000	4,560 77	4 785 00
65339F101 NEXTERA ENERGY INC	60 000	3,222 99	4,151 00
674599105 OCCIDENTAL PETROLEUM CORP	20 000	1,727 40	1,532 00
68389X105 ORACLE	100 000	2,677 66	3,332 00
69351T106 PPL CORPORATION	460 000	12,796 60	13,170 00
713448108 PEPSICO INC	90 000	5,582 07	6,159 00
714290103 PERRIGO CO.	50 000	3,231 57	5,202 00
718172109 PHILIP MORRIS INTERNATIONAL	150.000	9,554 23	12,546 00
74144Q203 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FUND	3911.390	122,982 07	121,879 00
742718109 PROCTER & GAMBLE CO	150 000	9,080 81	10,184 00
744573106 PUBLIC SERVICE ENT GROUP INC	120 000	3,939 02	3,672 00
747525103 QUALCOMM INC	180 000	8,225 86	11,135 00
74834L100 QUEST DIAGNOSTICS INC	30 000	1,435 74	1,748 00
74972H648 RS GLOBAL NATURAL RESOURCES FUND CL Y	4245 903	170,116 93	158,075 00
761713106 REYNOLDS AMERICAN INC	430 000	15,619 61	17,815 00
77958B402 T ROWE PRICE INSTITUTIONAL FLOATING RATE FUND CL I	3198 600	30,939 28	32,658 00
780259107 ROYAL DUTCH SHELL PLC ADR B	340 000	22,337 85	24,103 00

HARRISON R. AND DOROTHEA S. COOKE TRUST
FORM 990-PF, INVESTMENTS - OTHER
FOR YEAR ENDED 12/31/2012

99-0290717

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037833100 APPLE INC	20.000	5,745 47	10,643 00
046353108 ASTRAZENCA PLC PLC SP ADR	550 000	26,004 31	25,999 00
05534B760 BCE INC	540 000	21,354 22	23,188 00
78462F103 SPDR S&P 500 ETF TRUST	1300 000	172,650 01	185,133.00
78463V107 SPDR GOLD TRUST	480 000	79,901 16	77,770 00
80004C101 SANDISK CORP	70.000	3,535 34	3,045 00
806857108 SCHLUMBERGER LTD	90 000	6,037 11	6,237 00
808513105 CHARLES SCHWAB CORP	610 000	7,275 25	8,760 00
842587107 SOUTHERN CO	550 000	21,980 51	23,546 00
858912108 STERICYCLE INC	60.000	3,824 36	5,597 00
880208400 TEMPLETON GLOBAL BOND FUND CL AD	3666 901	49,490 90	48,916 00
884116401 THIRD AVENUE REAL ESTATE VALUE FUND CL IS	3148 020	70,767 49	79,865 00
88732J207 TIME WARNER CABLE INC	40 000	2,360 35	3,888 00
89151E109 TOTAL SA SP ADR	440 000	22,062 77	22,884.00
902973304 US BANCORP	90.000	1,948.14	2,875 00
904767704 UNILEVER PLC SPONSORED ADR	210 000	6,829 16	8,131 00
913017109 UNITED TECHNOLOGIES CORP	50 000	3,615 89	4,101 00
921937835 VANGUARD TOTAL BOND MARKET ETF	2250 000	188,891 83	189,068 00
922031786 VANGUARD LONG-TERM TREASURY FUND CL ADM	3325 167	43,689 19	43,460 00
92220P105 VARIAN MEDICAL SYSTEMS INC	130.000	7,403 53	9,131 00
92343V104 VERIZON COMMUNICATIONS	590 000	21,004 76	25,529 00
92345Y106 VERISK ANALYTICS INC CL A	140 000	4,689 75	7,136 00
92826C839 VISA INC CL A SHARES	50 000	3,500 31	7,579 00
92857W209 VODAFONE GROUP PLC SP ADR	820 000	22,085 09	20,656 00
931142103 WAL-MART STORES INC	80.000	4,316 01	5,458 00
942683103 WATSON PHARMACEUTICAL	50 000	2,047 55	4,300 00
949746101 WELLS FARGO COMPANY	200 000	5,404 00	6,836 00
97381W104 WINDSTREAM CORP	480 000	5,892 03	3,974 00
TOTAL INVESTMENTS - OTHER		<u>2,776,310.19</u>	<u>3,053,090.00</u>