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Form **990-PF**Department of the Treasury  
Internal Revenue Service**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.

OMB No 1545-0052

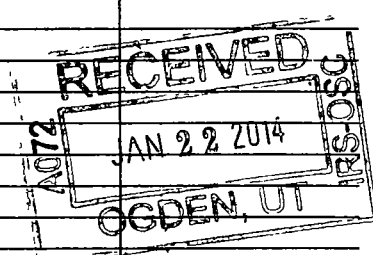
**2012**

Open to public inspection

For calendar year 2012 or tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation <b>COOKE FOUNDATION, LTD. C/O HAWAII COMMUNITY FOUNDATION</b>		A Employer identification number <b>23-7120804</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>827 FORT STREET MALL</b>	Room/suite	B Telephone number <b>(808) 566-5524</b>
City or town, state, and ZIP code <b>HONOLULU, HI 96813</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>22,040,871.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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				<b>N/A</b>	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		<b>305.</b>	<b>305.</b>		<b>STATEMENT 1</b>
4 Dividends and interest from securities		<b>660,147.</b>	<b>660,147.</b>		<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		<b>418,618.</b>			
b Gross sales price for all assets on line 6a <b>5,719,854.</b>					
7 Capital gain net income (from Part IV, line 2)			<b>418,618.</b>		
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		<b>24,017.</b>	<b>0.</b>		<b>STATEMENT 3</b>
12 Total. Add lines 1 through 11		<b>1,103,087.</b>	<b>1,079,070.</b>		
13 Compensation of officers, directors, trustees, etc.		<b>0.</b>	<b>0.</b>		<b>0.</b>
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees <b>STMT 4</b>		<b>2,232.</b>	<b>0.</b>		<b>2,232.</b>
b Accounting fees <b>STMT 5</b>		<b>10,306.</b>	<b>4,453.</b>		<b>5,853.</b>
c Other professional fees					
17 Interest					
18 Taxes <b>STMT 6</b>		<b>28,031.</b>	<b>4,031.</b>		<b>0.</b>
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		<b>6,971.</b>	<b>0.</b>		<b>6,971.</b>
22 Printing and publications					
23 Other expenses <b>STMT 7</b>		<b>296,812.</b>	<b>154,026.</b>		<b>142,786.</b>
24 Total operating and administrative expenses. Add lines 13 through 23		<b>344,352.</b>	<b>162,510.</b>		<b>157,842.</b>
25 Contributions, gifts, grants paid		<b>1,070,885.</b>			<b>1,070,885.</b>
26 Total expenses and disbursements. Add lines 24 and 25		<b>1,415,237.</b>	<b>162,510.</b>		<b>1,228,727.</b>
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<b>-312,150.</b>			
b Net investment income (if negative, enter -0-)			<b>916,560.</b>		
c Adjusted net income (if negative, enter -0-)				<b>N/A</b>	

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	9,410.	7,079.	7,079.
	2 Savings and temporary cash investments	391,969.	433,425.	433,425.
	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 8	20,088,916.	19,740,043.	21,600,367.
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers)		20,490,295.	20,180,547.	22,040,871.
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)		0.	0.
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	20,490,295.	20,180,547.	
	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 <b>Total net assets or fund balances</b>		20,490,295.	20,180,547.	
31 <b>Total liabilities and net assets/fund balances</b>		20,490,295.	20,180,547.	

**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	20,490,295.
2 Enter amount from Part I, line 27a	2	-312,150.
3 Other increases not included in line 2 (itemize) ▶ RETURNED PRIOR YEAR GRANTS	3	2,402.
4 Add lines 1, 2, and 3	4	20,180,547.
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	20,180,547.

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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.)
<b>1a PUBLICLY TRADED SECURITIES</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b PUBLICLY TRADED SECURITIES</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>c CLASS ACTION SETTLEMENTS</b>	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<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)
<b>a 1,748,843.</b>		<b>1,730,625.</b>	<b>18,218.</b>
<b>b 3,921,357.</b>		<b>3,570,611.</b>	<b>350,746.</b>
<b>c 381.</b>			<b>381.</b>
<b>d 49,273.</b>			<b>49,273.</b>
<b>e</b>			

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	
<b>a</b>			<b>18,218.</b>
<b>b</b>			<b>350,746.</b>
<b>c</b>			<b>381.</b>
<b>d</b>			<b>49,273.</b>
<b>e</b>			

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	418,618.
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	958,458.	21,257,828.	.045087
2010	1,127,786.	21,508,616.	.052434
2009	1,173,603.	20,334,653.	.057714
2008	1,246,429.	19,247,469.	.064758
2007	1,311,439.	25,620,454.	.051187

2 Total of line 1, column (d)	2	.271180
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	.054236
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	22,105,168.
5 Multiply line 4 by line 3	5	1,198,896.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,166.
7 Add lines 5 and 6	7	1,208,062.
8 Enter qualifying distributions from Part XII, line 4	8	1,228,727.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	9,166.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	9,166.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	9,166.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	24,895.	
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	24,895.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,729.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 15,729. Refunded <input checked="" type="checkbox"/> 0.	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> HI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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>HTTP://WWW.HAWAIICOMMUNITYFOUNDATION.ORG/COOKE/</u>	13	X	
14	The books are in care of ► <u>HAWAII COMMUNITY FOUNDATION</u> Telephone no. ► <u>(808) 566-5524</u> Located at ► <u>827 FORT STREET MALL, HONOLULU, HI</u> ZIP+4 ► <u>96813</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		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?		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	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2012?		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)? ☐ Yes ☒ No **N/A**

Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No

**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? ☐ Yes ☒ No **N/A**

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? ☐ Yes ☒ No

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

**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? ☐ Yes ☒ No **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 9		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

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

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

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

Total number of others receiving over \$50,000 for professional services **0**

**Part IX-A** **Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** **Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 **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	21,922,824.
b Average of monthly cash balances	1b	518,971.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	22,441,795.
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	22,441,795.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	336,627.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,105,168.
6 Minimum investment return. Enter 5% of line 5	6	1,105,258.

**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	1,105,258.
2a Tax on investment income for 2012 from Part VI, line 5	2a	9,166.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	9,166.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,096,092.
4 Recoveries of amounts treated as qualifying distributions	4	2,402.
5 Add lines 3 and 4	5	1,098,494.
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	1,098,494.

**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	1,228,727.
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	1,228,727.
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	9,166.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,219,561.

**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.

Form 990-PF (2012)

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				1,098,494.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007	44,509.			
<b>b</b> From 2008	264,130.			
<b>c</b> From 2009	166,914.			
<b>d</b> From 2010	114,753.			
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	590,306.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: $\blacktriangleright$ \$ 1,228,727.				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				1,098,494.
<b>e</b> Remaining amount distributed out of corpus	130,233.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	720,539.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	44,509.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	676,030.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	264,130.			
<b>b</b> Excess from 2009	166,914.			
<b>c</b> Excess from 2010	114,753.			
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012	130,233.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

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**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 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 or e-mail of the person to whom applications should be addressed:**

SEE GRANT MAKING POLICIES STATEMENT-1

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

SEE GRANT MAKING POLICIES STATEMENT-1

- c Any submission deadlines:**

SEE GRANT MAKING POLICIES STATEMENT-1

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

SEE GRANT MAKING POLICIES STATEMENT-1

Part XV
 Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT GRANTS-1				1,070,885.
Total			▶ 3a	1,070,885.
b Approved for future payment				
NONE				
Total			▶ 3b	0.





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

SOURCE	AMOUNT
DREYFUS CASH MGMT	305.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	305.

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

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF HAWAII #M19257	709,420.	49,273.	660,147.
TOTAL TO FM 990-PF, PART I, LN 4	709,420.	49,273.	660,147.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MUNICIPAL INTEREST	24,017.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	24,017.	0.	

## FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,232.	0.		2,232.
TO FM 990-PF, PG 1, LN 16A	2,232.	0.		2,232.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
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	6,806.	3,403.		3,403.	
TO FORM 990-PF, PG 1, LN 16B	10,306.	4,453.		5,853.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FYE 6/30/12 FORM 990-PF EXTENSION PYMT	12,000.	0.		0.	
FYE 6/30/13 FORM 990-PF 3RD QTR EST TAX PYMT	7,000.	0.		0.	
FYE 6/30/13 FORM 990-PF 4TH QTR EST TAX PYMT	5,000.	0.		0.	
FOREIGN TAX WITHHELD	4,031.	4,031.		0.	
TO FORM 990-PF, PG 1, LN 18	28,031.	4,031.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
HI COMMUNITY FDN ADM FEES	82,500.	0.		82,500.	
MEMBERSHIP DUES	2,470.	0.		2,470.	
STATIONARY & PRINTING	6,219.	0.		6,219.	
AGENT'S FEE TO BANK OF HAWAII	171,803.	128,853.		42,950.	
MISCELLANEOUS	251.	0.		251.	
DCCA FILING	5.	0.		5.	
AGENT'S FEE TO BANK OF MORGAN STANLEY SMITH BARNEY	33,564.	25,173.		8,391.	
TO FORM 990-PF, PG 1, LN 23	296,812.	154,026.		142,786.	



FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT INV-1	COST	19,740,043.	21,600,367.
TOTAL TO FORM 990-PF, PART II, LINE 13		19,740,043.	21,600,367.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DALE S. BACHMAN 827 FORT STREET MALL HONOLULU, HI 96813	PRES/TTEE 1.00	0.	0.	0.
LYNNE JOHNSON 827 FORT STREET MALL HONOLULU, HI 96813	VP/TTEE 1.00	0.	0.	0.
LISSA DUNFORD 827 FORT STREET MALL HONOLULU, HI 96813	TREAS/TTEE 1.00	0.	0.	0.
CHARLES SPALDING JR 827 FORT STREET MALL HONOLULU, HI 96813	VP/TTEE 1.00	0.	0.	0.
CAROLINE BOND DAVIS 827 FORT STREET MALL 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**  
Grants List  
Fiscal Year 2013

Organization	Address	Project Description	Check Date	Payment Amount
Afterschool Art	3529 Akaka Pl. Honolulu, HI 96822	Printmaking Pueo Project	6/4/2013	5,000.00
Aloha House, Inc.	P.O. Box 791749 Paia, HI 96779	Purchase of Mattresses and Blinds	6/4/2013	5,000.00
ARC of Maui County	95 Mahalani Street, Suite 17 Wailuku, HI 96793	Hale o Ekolu	6/4/2013	8,000.00
Big Brothers Big Sisters of Honolulu, Inc.	418 Kuwili Street, Ste. 106 Honolulu, HI 96817	Statewide Unification of Youth Mentoring Programs	12/4/2012	10,000.00
Bishop Museum	1525 Bernice St. Honolulu, HI 96817-2704	Comprehensive Architectural and Programmatic Renovation of the Historic 120 year old Pacific Hall	6/4/2013	25,000.00
Boys & Girls Club of Hawaii	1523 Kalakaua Avenue, Ste. 202 Honolulu, HI 96826	General Operations	1/9/2013	25,000.00
Camp Mokulela Inc.	68-729 Farrington Highway Waialua, HI 96791	A Sustainable Transformation at Camp Mokuleia	1/9/2013	25,000.00
Chamber Music Hawaii	P.O. Box 61939 Honolulu, HI 96839	Music Education Resource for Molokai Teachers, Students and Communities	12/4/2012	10,000.00
Cooper Center Council	P.O. Box 1000 Volcano, HI 96785	Volcano Coquistadores: Keeping Volcano Nights Quiet: Controlling Cogui Frogs	6/4/2013	5,000.00
Friends of Hawaii Volcanoes National Park	P.O. Box 653 Volcano, HI 96785	Youth Ranger Internship Program	12/4/2012	10,000.00
Garden Island Resource Conservation and Development, Inc.	3083 Akahi Street, Suite 204 Lihue, HI 96766-1102	Koke'e Special Ecological Areas (SEAs) Project on Kaua'i	12/4/2012	5,000.00
God's Country Waimanalo	41-830 Kalaniana'ole Hwy Waimanalo, HI 96795	Waimanalo Family Farmer Aquaponics Program	6/4/2013	19,800.00
Habitat for Humanity West Hawaii	P.O. Box 4619 Kailua-Kona, HI 96745	Save Our Living Environment (S.O.L.E.)	12/4/2012	12,000.00
Hale Kipa, Inc.	615 Piikoi St., Suite #203 Honolulu, HI 96814-3139	The Hale Kipa Services Center, Residential Shelters and Educational Facility Campus	6/4/2013	50,000.00
Hawaii Autism Foundation	P. O. Box 2775 Honolulu, HI 96803	Caring for the Caregiver & Child Water Safety Training	6/4/2013	5,000.00
Hawaii Canoe Kayak Team Inc.	7196 Hawaii Kai Drive, #248 Honolulu, HI 96825	HCKT Junior Sprint Development Program	6/4/2013	10,000.00
Hawaii Forest Institute	P. O. Box 66 O'okala, HI 96774	Honolulu Zoo Children's Discovery Forest	12/4/2012	20,000.00
Hawaii Opera Theatre	848 S. Beretania St. Suite 301 Honolulu, HI 96813	Dialogues of the Carmelites Production - Grand Opera Season 2013	12/4/2012	20,000.00
Hawaii Preparatory Academy	65-1692 Kohala Mountain Road Kamuela, HI 96743	Stanford W. Shutes Track Renovation	4/23/2013	25,000.00
Hawaii Public Television Foundation dba PBS Hawaii	P.O. Box 11673 Honolulu, HI 96828	Capital Campaign and Arts Leadership	12/4/2012	25,000.00
Hawaii Youth Opera Chorus	P.O. Box 22304 Honolulu, HI 96823	Music Education for Oahu Public Schools	12/4/2012	15,000.00
Hawaiian Kamalii Inc.	P.O. Box 5053 Kahului, HI 96732	Capital improvements to our Hale, Wa'a and 'Aina	5/6/2013	10,000.00
Hawaiian Mission Children's Society	553 South King Street Honolulu, HI 96813	8th Annual Hawaii Book & Music Festival: Hawaii Book & Music Festival	12/4/2012	10,000.00
Hawaiian Mission Children's Society	553 S. King St. Honolulu, HI 96813	HMH Museum Theatre Program Development Support	6/4/2013	14,000.00
Historic Waimea Theater & Cultural Arts Center	P.O. Box 903 Waimea, HI 96796	Digital Movie Projection System Conversion Enhancement	12/4/2012	8,000.00

Honolulu Academy of Arts dba Honolulu Museum of Art	900 South Beretania Street Honolulu, HI 96814	Improving the Quality of the Visitor's Experience	6/13/2013	20,000.00
Honolulu Academy of Arts dba Honolulu Museum of Art	900 South Beretania Street Honolulu, HI 96814	Annual Grant	6/6/2013	100,000.00
Hospice of Hilo	1011 Waiianuenue Avenue Hilo, HI 96720	In-Patient Hospice Facility	10/10/2012	25,000.00
Iliahi Elementary School	2035 California Ave. Wahiawa, HI 96786	2012 Cooke Beautification Award	1/7/2013	5,000.00
Kauai Food Bank Inc.	3285 A Waapa Road Luhue, HI 96766	E Ku No'a Kokua Kupuna (To Stand For and Help Kupuna)	6/4/2013	9,000.00
Kokua Kalihi Valley Comprehensive Family Services	2239 North School St. Honolulu, HI 96819	Community Capital Academy	6/4/2013	15,000.00
Kona Christian Academy Incorporated	PO Box 1179 Kailua-Kona, HI 96745-1179	Preschool Start-up and Facilities Upgrades	6/4/2013	20,000.00
La a Kea Foundation	PO Box 790994 Paia, HI 96779	Sustainability for Maui's Special Adults	6/4/2013	6,000.00
Lahaina Arts Association	648 Wharf Street #103 Lahaina, HI 96761	Molokai Project	12/4/2012	8,000.00
Leadership Kauai	P.O. Box 1567 Luhue, HI 96766	Pr'ina Hoku Youth Leadership Training Expansion	12/4/2012	10,000.00
Leilehua High School	1515 California Avenue Wahiawa, HI 96786	2012 Cooke Beautification Award	1/7/2013	5,000.00
Lokelani 'Ohana	2315 Kahekill Hwy Wailuku, HI 96793	Na No'eau O Lokelani	6/4/2013	20,000.00
Manoa Heritage Center	2859 Manoa Road Honolulu, HI 96822	Manoa Heritage Center Visitor Hale and Education Center	10/22/2012	100,000.00
Mental Health America of Hawaii	1124 Fort Street Mall, Room 205 Honolulu, HI 96813	Training Trainers to Stop Youth Suicide and Bullying	12/4/2012	5,000.00
Mililani Community Church	95-801 Kipapa Dr., Room 2 Mililani, HI 96789	Phase I Early Education Building	8/3/2012	25,000.00
Mililani Presbyterian Church	95-410 Kuahelani St. Mililani, HI 96789	Mililani Presbyterian Preschool Capital Expansion and Renovation	12/4/2012	5,000.00
Mothers Against Drunk Driving, Honolulu Chapter	745 Fort St., Suite 303 Honolulu, HI 96813	Underage Drinking Prevention Initiative	6/4/2013	10,000.00
Na Hoaloa Maui Interfaith Volunteer Caregivers	P.O. Box 3208 Wailuku, HI 96793	Aloha Cruisers Senior Transportation Project	12/4/2012	5,000.00
National Tropical Botanical Garden	3530 Papalina Rd. Kalaheo, HI 96741	Cultivating Paradise: The Campaign for National Tropical Botanical Garden	12/4/2012	25,000.00
North Hawaii Hospice, Inc.	65-1328 Kawaihae Rd. Kamuela, HI 96743	Capital Campaign: A New Meeting Place for Hospice Patient Care Staff	6/4/2013	15,000.00
Ohi'a Productions, Inc.	2051 Young Street, #125 Honolulu, HI 96826	Blue Sea Adventure Summer Drama Camp	6/4/2013	6,000.00
Pacific Buddhist Academy	1710 Pali Hwy Honolulu, HI 96813	Construction of a New Classroom Building	7/9/2012	25,000.00
Palama Settlement	810 N. Vineyard Blvd. Honolulu, HI 96817	Locker Room Health and Safety Improvement Project	12/4/2012	5,000.00
Punahou School	1601 Punahou Street Honolulu, HI 96822	Omidyar K-1 Neighborhood Project	5/6/2013	25,000.00
Rehabilitation Hospital of the Pacific Foundation	226 North Kuakini Street Honolulu, HI 96817	Capital Renovations to Improve Capacity to Provide Acute Rehabilitation to Hawaii Residents	5/23/2013	20,000.00
Shriners Hospital for Children	1310 Punahou Street Honolulu, HI 96826	New Hospital Building Project	2/7/2013	25,000.00
Society for Kona's Education & Art	P.O. Box 256 Honaunau, HI 96726	Summer Day Camp for Middle Schoolers	12/4/2012	4,500.00
St. Andrew's Priory School	224 Queen Emma Square Honolulu, HI 96813	Curriculum Mapping Project - Phase II	12/4/2012	5,000.00
St. Peter's Episcopal Church	1317 Queen Emma Street Honolulu, HI 96813	St. Peter's Organ	12/4/2012	10,000.00
Storybook Theatre of Hawaii	P.O. Box 820 Hanapepe, HI 96716	Da Tree R's - Reduce, Reuse, & Recycle --A Traveling Educational Program	6/4/2013	5,000.00

The Friends of the Palace Theater	38 Haili St. Hilo, HI 96720	Purchase and Installation of a New Digital Cinema System	6/4/2013	15,000.00
The Movement Center	1215 Center St., #211 Honolulu, HI 96816	Dance Floor Replacement for The Movement Center	6/4/2013	12,000.00
The Nature Conservancy of Hawaii	923 Nu'uauu Ave. Honolulu, HI 96817	Protecting Kauai's Native Forests	6/4/2013	25,000.00
United States Veterans Initiative	733 S. Hindry Avenue Inglewood, CA 90301	Advance Women Veterans Program	12/4/2012	4,000.00
University of Hawaii Foundation	2444 Dole St., Bachman 105 Honolulu, HI 96822	Jingju Residency 2013-2014	6/4/2013	10,000.00
Waioli Corporation	P.O. Box 1631 Lihue, HI 96766	Final Phase of the Historic Mahamoku Museum Restoration Project	12/4/2012	15,000.00
Washington Middle School	1633 S. King St. Honolulu, HI 96826	2012 Cooke Beaubfication Award	1/7/2013	5,000.00
YMCA of Honolulu, Metropolitan Office	1441 Pali Hwy. Honolulu, HI 96813	New Kids: Addressing Hawaii's Childhood Obesity	12/4/2012	10,000.00
YWCA of Kauai	3094 Elua St. Lihue, HI 96766	Capital Campaign - Empowering Our Future	4/30/2013	30,000.00
YWCA of Oahu	1040 Richards Street Honolulu, HI 96813	Aquatic Access Pool Lift for Laniakea	12/4/2012	4,585.00
Total:				<u>1,070,885.00</u>

## **Cooke Foundation**

### **Grant Application Guidelines 2013**

#### **Mission**

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

#### **Eligibility and priorities**

The Foundation's priority interests are arts, culture, humanities; education; environment; and human services. The Foundation may make grants in other areas of interest at the discretion of the Trustees, but unsolicited proposals outside its priority interests will not be considered.

Applicants must be classified under section 501(c)(3) of the Internal Revenue Code. The Foundation does not make grants to supporting organizations classified under section 509(a)(3) of the Internal Revenue Code.

Applicants must be in existence for five years and be in stable financial condition.

The Foundation does not generally fund loans; operating support; endowments; funds for re-granting; conferences, festivals, and similar one-time events; religious programs; activities that have already occurred; scholarships; and grants to individuals or for the benefit of identified individuals.

Applications from a unit of the University of Hawai`i must be submitted through the University of Hawai`i Foundation.

A grantee may not receive more than one grant in any fiscal year (July through June), except that a grantee serving as the fiscal sponsor for another organization may receive a second grant for its own project.

The term of a grant is usually one year. In general, organizations may receive a maximum of three consecutive years of grant support.

The Foundation may choose to fund over a number of years. In the case of a multi-year pledge, payments are released in twelve-month intervals, and each payment is contingent on receipt of a satisfactory progress report.

Requests to the Foundation over \$5,000 may not exceed 30% of the project budget.

Requests for more than \$20,000 must be sponsored by a Trustee.

The Foundation does not accept incomplete applications or applications from organizations with overdue reports.

#### **Application procedures**

##### **Online Submission**

This application is available for online submission. Your organization must first establish an online account with the Hawaii Community Foundation to access the online application. Please go to <https://nexus.hawaiicommunityfoundation.org/nonprofit> to request an account or, if you already have an account, to access the online application.

##### **Note**

If you are requesting an account for the first time, it may take two to three days for you to receive the account information. We recommend that you request your account early to give yourself adequate time to complete the application by the submission deadline. If you are not able to submit your proposal online, please contact Terry Savage, via email at [tsavage@hcf-hawaii.org](mailto:tsavage@hcf-hawaii.org) or call (808)566-5508, toll free from neighbor islands (888)731-3863 ext. 508.

## **Executive Summary**

Please summarize the proposal narrative that follows as concisely as possible, using the same headings. *(Maximum 4,000 character count, single spaced)*

## **Proposal narrative**

**Organization:** Describe the organization, including mission and history, year established, geographic reach, staff size, and staff capabilities to conduct the proposed work. *(Maximum 3,500 character count, single spaced)*

**Problem or opportunity:** Describe the problem or opportunity to be addressed by the project. Describe the population that will benefit from the project, including an estimate of size or numbers. *(Maximum 5,000 character count, single spaced)*

**Activities:** Describe the activities to be performed, and the services or products to be delivered, including quantities and a timeline. If the project is a partnership, describe each partner's role. Explain why you chose this approach to the problem or opportunity. *(Maximum 5,000 character count, single spaced)*

**Expected outcomes:** Explain how participants or the community will benefit. (Provide specific, measurable expected results.) Describe the plan to determine the effectiveness of the project. *(Maximum 3,000 character count, single spaced)*

**Funding plan:** Explain the project budget, including adjustments to be made if not all anticipated funding is received. Describe the plan, if any, to continue funding the project after the grant period ends. Requests to the Foundation over \$5,000 may not exceed 30% of the project budget. *(Maximum 3,000 character count, single spaced)*

**Addendum for capital requests:** Capital campaign: Describe how the capital campaign is being conducted and the experience of board members and staff with capital campaigns. Identify how much funding has been secured as of the date of the proposal. *(Maximum 3,000 character count, single spaced)* Construction: Describe the form of site control, including relevant terms of long-term leases or purchase agreements if not under ownership. Describe the status and timeline for design and engineering work and the status of required permits. Provide the source for cost estimates. Describe who will manage the design and construction phases and their experience in this work. *(Maximum 2,500 character count single spaced)*

## **Additional required documents**

Please upload these files:

Project budget showing: Anticipated income (source, amount, restrictions, and whether secured or pending); Anticipated expenses (overall expenses, and expenses for which Cooke Foundation grant will be used)

Board of directors list

IRS 501(c)(3) determination letter (not required if applying through a fiscal sponsor)

Organization's annual operating budget for the current year

Organization's balance sheet for the most recently completed fiscal year

Organization's income statement (or profit/loss statement) for the most recently completed fiscal year

*Audited financial statements are preferred but not required.  
Local units of national organizations must submit local unit financial information.*

If a fiscal sponsor is involved, please upload the following additional files:

Fiscal sponsor's Board of Directors Resolution authorizing project fiscal sponsorship  
available at: <http://www.hawaiicommunityfoundation.org/nonprofits/fiscal-sponsor-materials>

Fiscal Sponsor's Agreement (click to download template)  
available at: <http://www.hawaiicommunityfoundation.org/nonprofits/fiscal-sponsor-materials>

Fiscal Sponsor's IRS 501 (c)(3) determination letter

Fiscal Sponsor's Board of Director's list

Fiscal Sponsor's annual operating budget for the current year

Fiscal Sponsor's balance sheet for the most recently completed fiscal year

Fiscal Sponsor's income statement (or profit/loss statement) for the most recently completed fiscal year

*Audited financial statements are preferred but not required.  
Local units of national organizations must submit local unit financial information.*

### **Deadlines**

For applications to be considered, applications must be submitted online by clicking the "Submit" button on the final page of the application. Applications submitted by 5:00 pm (HST) on these dates will be considered at the next Board of Trustees meeting in the following months:

September 3, 2013 at November meeting, decisions announced early December

March 3, 2014 at May meeting, decisions announced early June

### **Contact Information**

For more information, contact Terry Savage via email at [tsavage@hcf-hawaii.org](mailto:tsavage@hcf-hawaii.org) or call (808) 566-5508 or toll-free from neighbor islands (888) 731-3863 ext. 508.

Description	Units	Book Value	Market Value
00206R102 AT&T INC	5,747 000	159,437 47	203,444 00
00287Y109 ABBVIE INC	2,540 000	96,722 69	105,004 00
003019395 ABERDEEN INTERNATIONAL EQUITY FUND INST	52,439 238	603,888 86	748,832 00
003021698 ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY FUND INSTITUTIONAL CLASS	42 841 638	397,529 56	486 253 00
00507K103 ACTAVIS INC	460 000	30,356 41	58,061 00
008281A11 AFRICAN DEVELOPMENT BANK SUB NOTES 6 875% 10/15/2015	90,000 000	105,237 90	100,278 00
010392EP9 ALABAMA POWER CO BONDS SER 1 5 65% 03/15/2035-2015	85 000 000	82,829 55	89,223 00
020002101 ALLSTATE CORP	550 000	17 062 87	26,466 00
02209S103 ALTRIA GROUP INC	5 030 000	131 820 69	176,000 00
025537101 AMERICAN ELECTRIC POWER CO	1,150 000	50,738 00	51 497 00
025816109 AMERICAN EXPRESS CO	1 080 000	47,821 90	80,741 00
026874784 AMERICAN INTL GROUP	530 000	20 918 36	23,691 00
026874CS4 AMERICAN INTL GROUP NOTES 3 8% 03/22/2017	10,000 000	9,979 70	10,483 00
03073E105 AMERISOURCEBERGEN CORP	1,057 000	33,090 33	59,012 00
037411105 APACHE CORP	240 000	17 663 04	20,119 00
03746AAA8 APACHE FINANCE CANADA COMPANY GUARNT 7 75% 12/15/2029	25,000 000	29,832 50	32 557 00
037833100 APPLE INC	234 000	59,417 37	92,788 00
037833AK6 APPLE INC SR UNSECURED 2 4% 05/03/2023	50,000 000	50,168 00	46,373 00
046353108 ASTRAZENECA PLC PLC SP ADR	3,920 000	187,725 11	185,416 00
05534B760 BCE INC	1,830 000	69 263 49	75,067 00
055451AK4 BHP FINANCE USA LTD COMPANY GUARNT 1 875% 11/21/2016	75,000 000	75,275 75	76 088 00
055622104 BP PLC SPONS ADR	2,220 000	90,132 00	92 663 00
05565QB4 BP CAPITAL MARKETS PLC SR UNSECURED 5 25% 11/07/2013	75,000 000	74,951 25	76 247 00
064058100 BANK OF NEW YORK MELLON CORP	950 000	27,819 63	26,648 00
064159AL0 BANK OF NOVA SCOTIA N Y AGY SR UNSECURED 1 85% 01/12/2015	55 000 000	55,287 45	55 830 00
066716AG6 AID-TUNISIA UNSECURED 1 686% 07/16/2019	175 000 000	178 299 95	170 163 00
071813109 BAXTER INTL INC	630 000	32,387 23	43 640 00
073730103 BEAM INC	410 000	19,981 73	25,875 00
075887BB4 BECTON DICKINSON & CO SR UNSECURED 1 75% 11/08/2016	50,000 000	51,552 50	50,859 00
084664BW0 BERKSHIRE HATHAWAY FIN SR UNSECURED 1 3% 05/15/2018	25,000 000	24,985 50	24,178 00
084670702 BERKSHIRE HATHAWAY INC CL B	980 000	81,515 68	109,682 00
084670AV0 BERKSHIRE HATHAWAY INC SR UNSECURED 3 2% 02/11/2015	90,000 000	94,783 50	93,612 00
084670BJ6 BERKSHIRE HATHAWAY INC SR UNSECURED 3% 02/11/2023	40,000 000	39,661 60	38,512 00
099724106 BORGWARNER INC	260 000	22,534 80	22,399 00
110122108 BRISTOL MYERS SQUIBB CO	4,760 000	133 733 13	212,724 00
124857202 CBS CORPORATION CL B	450 000	20,619 00	21,992 00
126650B22 CVS/CAREMARK CORP SR UNSECURED 2 75% 12/01/2022-2022	100,000 000	99,938 10	93,430 00
14912L4C2 CATERPILLAR FINANCIAL SERVICES NOTES 6 2% 09/30/2013	100,000 000	99,893 00	101,392 00
166764100 CHEVRON CORP	915 000	64,221 93	108 281 00
166764AA8 CHEVRON CORP SR UNSECURED 1 104% 12/05/2017-2017	25 000 000	25,000 00	24,428 00
166764AB6 CHEVRON CORP SR UNSECURED 2 355% 12/05/2022-2022	35,000 000	35,000 00	32,915 00
167486HM4 CHICAGO IL BUILD AMERICA BONDS TAXABLE C 6 207% 01/01/2036	65,000 000	66,556 75	65 593 00
189754104 COACH INC	850 000	48,067 50	48,527 00
191216100 COCA COLA CO	910 000	25,605 20	36 500 00
191216BA7 COCA COLA CO SR UNSECURED 1 15% 04/01/2018	50,000 000	49,892 00	48,500 00
192446102 COGNIZANT TECH SOLUTIONS CORP	590 000	36,297 20	36,958 00
197199631 COLUMBIA ACORN INTERNATIONAL CL R5	8,709 345	356,220 91	372 237 00
20030NB7 COMCAST CORP SR UNSECURED 2 85% 01/15/2023	70,000 000	69,885 20	66,457 00
20825C104 CONOCOPHILLIPS	3 441 000	174,577 92	208,181 00
231021106 CUMMINS ENGINE INC	500 000	45,560 57	54,230 00
244199105 DEERE & CO	330 000	27,321 00	26,813 00
257469AJ5 DOMINION RESOURCES INC SR NOTES SER F PUTABLE 8/15 5 25% 08/01/2033	75 000 000	72,100 85	81 476 00
25746U109 DOMINION RESOURCES INC /A	1,290 000	66 060 55	73,298 00
260003108 DOVER CORP	595 000	33,227 73	46,208 00
26439RAH9 DUKE CAPITAL CORP SENIOR NOTES 8% 10/01/2019	55,000 000	64,333 50	69 608 00
26441C204 DUKE ENERGY CORP	2 493 000	146,089 20	168,278 00
268648102 EMC CORP	2,260 000	51,338 16	53,381 00
278642103 EBAY INC	670 000	20,590 24	34,652 00
298785FU5 EUROPEAN INVT BK SR UNSECURED 1 75% 03/15/2017	75 000 000	76,200 75	76 368 00
302130109 EXPEDITORS INTL WASH INC	1,420 000	56,700 96	54,017 00
30219G108 EXPRESS SCRIPTS HOLDING CO	1,730 000	90,172 98	106,810 00
3133EC4C5 FEDERAL FARM CREDIT BANK UNSECURED 2 48% 11/21/2024-2013	75,000 000	74,850 00	69,879 00
3135G0UY7 FEDERAL NATIONAL MTGE ASSOC UNSECURED 1% 02/27/2017-2015	75,000 000	75,741 00	74 649 00
3136FHJZ9 FEDERAL NATIONAL MTGE ASSOC NOTES 4% 04/22/2019-2010	75,000 000	75,000 00	83,579 00
3136G0PY1 FEDERAL NATIONAL MTGE ASSOC UNSECURED MULTI-STEP NOTE 1 5% 06/28/2027-2013	45,000 000	44,991 00	43,794 00
3136G0QU8 FEDERAL NATIONAL MTGE ASSOC UNSECURED MULTI-STEP UP NOTE 1% 07/17/2017-2013	50,000 000	49 995 00	49,045 00
3136G0RL7 FEDERAL NATIONAL MTGE ASSOC UNSECURED 1 6% 07/24/2019-2013	50,000 000	50,157 50	48,667 00
3136G1LF4 FEDERAL NATIONAL MTGE ASSOC UNSECURED MULTI-STEP NOTE 1 75% 04/25/2028-2013	35,000 000	34,965 00	33,007 00
3137EADB2 FEDERAL HOME LOAN MORTGAGE CORP NOTES 2 375% 01/13/2022	75,000 000	74,516 40	72,884 00



Description	Units	Book Value	Market Value
31398ABG6 FEDERAL NATIONAL MTGE ASSN NOTES 5 5% 05/10/2027-2017	40 000 000	39,800 00	45 480 00
31398AVZ2 FEDERAL NATIONAL MTGE ASSN NOTES 2 75% 03/13/2014	35,000 000	36,910 30	35,622 00
35671D857 FREEPORT MCMORAN COPPER & GOLD CLASS B	980 000	29 625 26	27,058 00
361448AG8 GATX CORP NOTES 8 75% 05/15/2014	45,000 000	44,887 50	47 996 00
369604103 GENERAL ELECTRIC CO	2,173 000	23,185 69	50 392 00
36962G6Q2 GENERAL ELECTRIC CAPITAL CORP SR UNSECURED VARIABLE 84285% 01/08/2016	145,000 000	145,200 45	145,869 00
3735412H3 GEORGIA ST MUNI ELEC AUTH TAXABLE-SUB GEN RESOLUTION 4 43% 01/01/2022	75,000 000	75,000 00	79,165 00
375558103 GILEAD SCIENCES INC	890 000	16,574 02	45,630 00
37733W105 GLAXOSMITHKLINE PLC ADR	3 820 000	158,978 11	190,885 00
38141G104 GOLDMAN SACHS GROUP INC	189 000	26,741 67	28,586 00
38259P508 GOOGLE INC CL A	85 000	37,715 28	74,831 00
40414L109 HCP INC	1,280 000	54,180 61	58 163 00
406216101 HALLIBURTON CO	760 000	26,960 62	31 707 00
411511306 HARBOR INTL FD	12,090 911	631,223 97	753 868 00
413875AK1 HARRIS CORP SR UNSECURED 5 95% 12/01/2017	100 000 000	106,611 00	111 957 00
419818HM4 HAWAII ST HSG FIN & DEV CORP SF MTGE PURCHASE REVENUE TXBL-FNMA MBS PASS-THRU PROGRAM-SER A 2 6% 07/01/2037	60,733 770	60,733 77	58,453 00
42217K106 HEALTH CARE REIT INC	1 510 000	78,481 64	101,215 00
42809H107 HESS CORP	380 000	22,650 62	25 266 00
428236ATO HEWLETT-PACKARD CO NOTES 6 125% 03/01/2014	10,000 000	11,415 00	10,339 00
438516106 HONEYWELL INTERNATIONAL INC	510 000	26,849 41	40,463 00
438670Q87 HONOLULU HAWAII CITY & CNTY TXBL-SER G 2 812% 11/01/2023-2022	80,000 000	80,000 00	75,716 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	28,136 00
438701RC0 HONOLULU HI CITY & CNTY WASTEWTR SYS REV BUILD AMERICA BONDS 4 643% 07/01/2022-2020	60,000 000	60,000 00	65,524 00
440452AE0 HORMEL FOODS CORP SR UNSECURED 4 125% 04/15/2021	75,000 000	84,359 25	79,382 00
458140100 INTEL CORP	990 000	21,249 66	23,988 00
4581X0BX5 INTERAMERICAN DEVELOP BK SR UNSECURED 3 2% 08/07/2042	45 000 000	44,681 85	38,488 00
459200HM6 INT'L BUSINESS MACHINES SR UNSECURED 1 625% 05/15/2020	25,000 000	24,812 25	23 403 00
46625H100 JP MORGAN CHASE & CO	1,052 000	41,884 29	55,535 00
46625HJH4 JP MORGAN CHASE & CO SR UNSECURED 3 2% 01/25/2023	65,000 000	64,994 80	61 705 00
47103C357 JANUS TRITON FUND CL I	43,650 184	746,695 99	887,845 00
47803W406 JOHN HANCOCK III DISC M/C-IS	57,943 769	753,268 99	898 708 00
478160104 JOHNSON & JOHNSON	1,728 000	101,527 19	148,366 00
494368103 KIMBERLY CLARK CORP	1 230 000	81,493 53	119,482 00
494550AJ5 KINDER MORGAN ENERGY PARTNERS LP SR UNSECURED 7 4% 03/15/2031	15,000 000	17,146 65	17,786 00
494550BL9 KINDER MORGAN ENERGY PARTNERS LP SR UNSECURED 3 95% 09/01/2022-2022	70,000 000	69,479 85	69,054 00
50076Q106 KRAFT FOODS GROUP INC	2,390 000	112,822 91	133,529 00
50540R409 LABORATORY CORP AMERICA HOLDINGS	230 000	21 018 39	23 023 00
514886AC4 LANDESBANK BADEN-WURTTENBERG SUBORDINATED 7 625% 02/01/2023	40,000 000	52,602 80	47,817 00
51488YAB5 LANDESBK BADEN-WURTT NY SUBORDINATED 5 05% 12/30/2015	73,000 000	79,442 38	79,329 00
532457108 LILLY ELI & CO	2,670 000	99 813 88	131 150 00
544147101 LORILLARD INC	1,500 000	55 030 86	65,520 00
56062X708 MAINSTAY HIGH YIELD CORP BOND FUND CL I	75,540 591	447 955 70	452 488 00
565849AK2 MARATHON OIL CORP SR UNSECURED 2 8% 11/01/2022-2022	100,000 000	100,722 00	92,516 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	53,206 00
580135101 MCDONALDS CORP	960 000	83,850 97	95,040 00
58933Y105 MERCK & CO INC	4,240 000	166,069 10	196,948 00
594918104 MICROSOFT CORP	722 000	15 877 52	24 941 00
611740101 MONSTER BEVERAGE CORP	440 000	22,390 28	26,765 00
61745EH53 MORGAN STANLEY SR UNSECURED VARIABLE 3% 08/31/2017	55,000 000	55,550 00	56,179 00
62889KAC5 NCUA GUARANTEED NOTES US GOVT GUARANTEED 2 35% 06/12/2017	150,000 000	155,212 50	155 204 00
636274300 NATIONAL GRID PLC SP ADR	3,260 000	160,254 04	184,744 00
637071101 NATIONAL OILWELL VARCO INC	330 000	22,858 94	22,737 00
63743HEG3 NATIONAL RURAL UTILITIES SR UNSECURED FLOATING 5094% 05/27/2016	65,000 000	65,000 00	64,832 00
645918YF4 NEW JERSEY ST ECON DEV AUTH TAXABLE-REF-SCH FACS CONSTR-DD-2 3 641% 12/15/2015	65 000 000	67,187 90	68 754 00
649081AA4 NEW VALLEY GENERATION IV TVA PASS THRU CERTS 4 687% 01/15/2022 OFV 50000	31,664 820	29,124 98	35 278 00
65339F101 NEXTERA ENERGY INC	520 000	26,742 93	42,370 00
655844BL1 NORFOLK SOUTHERN CORP SR UNSECURED 2 903% 02/15/2023-2022	70,000 000	69,790 00	66,017 00
674599105 OCCIDENTAL PETROLEUM CORP	250 000	20,761 35	22,308 00
68389X105 ORACLE	710 000	22,939 25	21,804 00
693506BF3 PPG INDUSTRIES INC SR UNSECURED 1 9% 01/15/2016	50,000 000	50,032 50	50,865 00
69351T106 PPL CORPORATION	3,870 000	109,139 27	117,106 00
70212FAA1 PARTNERRE FINANCE COMPANY GUARNT 6 875% 06/01/2018	55,000 000	54,510 50	64,821 00
713448108 PEPSICO INC	770 000	47,897 70	62,978 00
714290103 PERRIGO CO	450 000	29,689 38	54,450 00
71713UAT9 PHARMACIA CORPORATION DEBENTURES 6 75% 12/15/2027	50,000 000	57,911 50	63,279 00
718172109 PHILIP MORRIS INTERNATIONAL	1,125 000	72,286 98	97,448 00

**COOKE FOUNDATION LIMITED**  
**FORM 990-PF, PART II, LINE 13**  
**FOR YEAR ENDED 06/30/2013**

**23-7120804**

Description	Units	Book Value	Market Value
740816AB9 PRES&FELLOWS OF HARVARD BONDS 6 3% 10/01/2037-2016	50 000 000	52,020 20	56 208 00
74144Q203 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FUND	18,549 284	622,142 99	524,017 00
741503403 PRICELINE COM INC	40 000	26,122 40	33,067 00
742651DH2 PRIVATE EXPORT FUNDING US GOVT GUARANTEED 3 05% 10/15/2014	50,000 000	53,365 00	51 730 00
742718109 PROCTER & GAMBLE CO	1,100 000	69,725 97	84,689 00
744573106 PUBLIC SERVICE ENT GROUP INC	960 000	30 169 06	31 354 00
747525103 QUALCOMM INC	1 220 000	59,357 41	74 530 00
74972H648 RS GLOBAL NATURAL RESOURCES FUND CL Y	39,614 912	1 502,264 21	1,434,852 00
761157AD8 RESOLUTION FUNDING CORP BONDS 8 875% 07/15/2020	100 000 000	147,589 00	142,465 00
761713106 REYNOLDS AMERICAN INC	3,630 000	138,116 28	175,583 00
77958B402 T ROWE PRICE INSTITUTIONAL FLOATING RATE FUND CL I	63,414 635	650,634 15	645,561 00
780259107 ROYAL DUTCH SHELL PLC ADR B	2,480 000	172,769 95	164,350 00
80004C101 SANDISK CORP	520 000	25,906 92	31,772 00
806857108 SCHLUMBERGER LTD	480 000	34,450 85	34,397 00
808513105 CHARLES SCHWAB CORP	2,620 000	32,619 00	55 623 00
81721M109 SENIOR HOUSING PROP TRUST	970 000	24,435 56	25,152 00
822582AS1 SHELL INTERNATIONAL SR UNSECURED 2 375% 08/21/2022	25,000 000	24,891 75	23,362 00
822582AU6 SHELL INTERNATIONAL SR UNSECURED 625% 12/04/2015	25,000 000	24,994 00	24,972 00
842587107 SOUTHERN CO	3,940 000	159,318 92	173,872 00
858912108 STERICYCLE INC	520 000	43,046 04	57,424 00
880208400 TEMPLETON GLOBAL BOND FUND CL AD	47,410 650	651 896 44	612,071 00
880591EN8 TENNESSEE VALLEY AUTH UNSECURED 1 875% 08/15/2022	150,000 000	149,823 00	137 438 00
882722K83 TEXAS ST REF-TAXABLE-PUB FIN AUTH 4 004% 10/01/2023-2021	55,000 000	55,000 00	58,043 00
88732J207 TIME WARNER CABLE INC	345 000	22,087 15	38,806 00
89151E109 TOTAL SA SP ADR	3,330 000	172,647 69	162,171 00
89233P5S1 TOYOTA MOTOR CREDIT CORP SR UNSECURED 2 05% 01/12/2017	50,000 000	51,886 50	50 575 00
902973304 US BANCORP	890 000	23,291 92	32,174 00
90333WAB4 US BANK NA NOTES 6 3% 02/04/2014	70 000 000	73,887 30	72 381 00
904764AP2 UNILEVER CAPITAL CORP SR UNSECURED 85% 08/02/2017	50,000 000	49,624 50	48 461 00
904767704 UNILEVER PLC SPONSORED ADR	1,210 000	38,425 85	48 945 00
912810EP9 US TREASURY BONDS 7 125% 02/15/2023	100,000 000	109,171 88	141,195 00
912810FF0 US TREASURY BONDS 5 25% 11/15/2028	140,000 000	149,604 29	177 975 00
912810QA9 US TREASURY BONDS 3 5% 02/15/2039	300,000 000	356,689 07	304 875 00
912828CJ7 US TREASURY 4 75% 05/15/2014	105,000 000	103,474 22	109,163 00
912828DC1 US TREASURY 4 25% 11/15/2014	60 000 000	63,782 81	63,300 00
912828EE6 US TREASURY 4 25% 08/15/2015	160,000 000	175,132 81	173 026 00
912828GS3 US TREASURY 4 5% 05/15/2017	100 000 000	102,562 50	113 258 00
912828HH6 US TREASURY 4 25% 11/15/2017	155,000 000	157,948 63	175,344 00
912828KQ2 US TREASURY N/B 3 125% 05/15/2019	178,000 000	199,648 83	193 171 00
912828LC2 US TREASURY 2 625% 07/31/2014	91,000 000	92,987 62	93,378 00
912828ME7 US TREASURY 2 625% 12/31/2014	225,000 000	224,876 92	232,981 00
912828MP2 US TREASURY 3 625% 02/15/2020	125 000 000	126,769 53	139 444 00
912828TY6 US TREASURY 1 625% 11/15/2022	50,000 000	50,146 48	46,676 00
913017109 UNITED TECHNOLOGIES CORP	310 000	25,838 59	28 811 00
92220P105 VARIAN MEDICAL SYSTEMS INC	990 000	60,093 77	66,776 00
92343V104 VERIZON COMMUNICATIONS	4,270 000	150,718 33	214,952 00
92345Y106 VERISK ANALYTICS INC CL A	1,050 000	35,964 60	62,685 00
92826C839 VISA INC CL A SHARES	280 000	20,524 08	51 170 00
92857W209 VODAFONE GROUP PLC SP ADR	6,070 000	165,922 94	174,482 00
931142103 WAL-MART STORES INC	680 000	37,043 81	50,653 00
931142CK7 WAL-MART STORES INC SR UNSECURED 6 5% 08/15/2037	75 000 000	75,741 00	94 769 00
931142CZ4 WAL-MART STORES INC SENIOR NOTES 3 25% 10/25/2020	100,000 000	99,714 25	103 367 00
949746101 WELLS FARGO COMPANY	1,090 000	20,031 96	44,984 00
97381W104 WINDSTREAM CORP	4 140 000	52,245 82	31 919 00
<b>TOTAL OTHER INVESTMENTS</b>		<b>19,740,043.08</b>	<b>21,600,367.00</b>

# 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](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*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions <b>COOKE FOUNDATION, LTD. C/O BANK OF HAWAII</b>	Employer identification number (EIN) or <b>23-7120804</b>
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 <b>P.O. BOX 3170, DEPT. 715</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>HONOLULU, HI 96802-3170</b>	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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) 694-4158** 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, 2014**, 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, 2012**, and ending **JUN 30, 2013**

- 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

<b>3a</b> 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.	<b>3a</b>	\$ <b>9,166.</b>
<b>b</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.	<b>3b</b>	\$ <b>24,895.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$ <b>0.</b>

**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. 1-2013)