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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

HARRISON R. AND DOROTHEA S. COOKE TRUST

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

P.O. BOX 3170, DEPT 715

A Employer identification number

99-0290717

B Telephone number

(808) 694-4543

City or town, state or province, country, and ZIP or foreign postal code

HONOLULU, HI 96802-3170G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year **3,285,626.** (Part I, column (d) must be on cash basis) J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

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)
Revenue	1 Contributions, gifts, grants, etc., received 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments 3 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications Gross sales less returns and allowances 10a b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11			N/A	
		31.	31.		STATEMENT 1
		77,977.	77,977.		STATEMENT 2
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees b Accounting fees c Other professional fees 17 Interest 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 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	44,315.	33,236.	11,079.	
		STMT 3	1,500.	450.	1,050.
		STMT 4	4,281.	581.	0.
		STMT 5	47.	47.	0.
			50,143.	34,314.	12,129.
			142,932.		142,932.
			193,075.	34,314.	155,061.
			-54,731.		
			104,030.		
				N/A	

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	6,485.	2,363.	2,363.
	2	Savings and temporary cash investments	71,564.	88,001.	88,001.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	2,776,310.	2,709,264.	3,195,262.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	2,854,359.	2,799,628.	3,285,626.
Net Assets or Fund Balances	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.	
		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	2,854,359.	2,799,628.	
	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	2,854,359.	2,799,628.	
	31	Total liabilities and net assets/fund balances	2,854,359.	2,799,628.	

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	2,854,359.
2	Enter amount from Part I, line 27a	2	-54,731.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	2,799,628.
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	2,799,628.

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 LITIGATION PROCEEDS			P	VARIOUS	12/19/13
d LITIGATION PROCEEDS			P	VARIOUS	01/28/13
e CAPITAL GAINS DIVIDENDS					
(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 365,636.		343,886.		21,750.	
b 518,202.		494,645.		23,557.	
c 105.		50.		55.	
d 6.				6.	
e 14,968.				14,968.	
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				21,750.	
b				23,557.	
c				55.	
d				6.	
e				14,968.	
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		60,336.
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	{ 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))
2012	139,799.	3,050,355.	.045830
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
2 Total of line 1, column (d)			2 .263823
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 .052765
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 3,194,378.
5 Multiply line 4 by line 3			5 168,551.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,040.
7 Add lines 5 and 6			7 169,591.
8 Enter qualifying distributions from Part XII, line 4			8 155,061.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

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

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

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

6a 2,440.

b Exempt foreign organizations - tax withheld at source

6b

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

6c 750.

d Backup withholding erroneously withheld

6d

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

7 3,190.

8 Enter any penalty for underpayment of estimated tax. Check here 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

1,109.

11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ►

1,109. Refunded ►

11

0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1a		X
1b		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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

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

(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?

2		X
---	--	---

*If "Yes," attach a detailed description of the activities.*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3		X
---	--	---

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

4a		X
----	--	---

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b		
----	--	--

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5		X
---	--	---

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6		
---	--	--

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7		
---	--	--

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

HI

8b		X
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b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

9		X
---	--	---

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

10		X
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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? 13 X

Website address ► **N/A**

14 The books are in care of ► **BANK OF HAWAII** Telephone no. ► **(808) 694-4543**
Located at ► **130 MERCHANT ST, HONOLULU, HI** ZIP+4 ► **96813**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** N/A

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a During the year did the foundation (either directly or indirectly):

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
- (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes 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 ► 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 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes No
If "Yes," list the years ► 2a N/A

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b

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

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b If "Yes," did it have excess business holdings in 2013 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 2013) 3b N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

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

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

N/A

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

 Yes No

6b

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

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

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

 Yes No

7b

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 130 MERCHANT ST HONOLULU, HI 96813	TRUSTEE 1.00	44,315.	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.

Form 990-PF (2013)

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

b Average of monthly cash balances

c Fair market value of all other assets

d Total (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and

1c (attach detailed explanation)

1e

0.

1a	3,176,601.
1b	66,422.
1c	
1d	3,243,023.

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4

6 Minimum investment return. Enter 5% of line 5

2	0.
3	3,243,023.
4	48,645.
5	3,194,378.
6	159,719.

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

2a Tax on investment income for 2013 from Part VI, line 5

2a 2,081.

b Income tax for 2013. (This does not include the tax from Part VI.)

2b

c Add lines 2a and 2b

2c 2,081.

3 Distributable amount before adjustments. Subtract line 2c from line 1

3 157,638.

4 Recoveries of amounts treated as qualifying distributions

4 0.

5 Add lines 3 and 4

5 157,638.

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

7 157,638.

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 155,061.

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:

3a

a Suitability test (prior IRS approval required)

3b

b Cash distribution test (attach the required schedule)

4 155,061.

4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

5

5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment

6

income. Enter 1% of Part I, line 27b

0.

6 Adjusted qualifying distributions. Subtract line 5 from line 4

6 155,061.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				157,638.
2 Undistributed income, if any, as of the end of 2013			8,777.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 155,061.				
a Applied to 2012, but not more than line 2a			8,777.	
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 2013 distributable amount				146,284.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				11,354.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BISHOP MUSEUM 1525 BERNICE ST <u>HONOLULU, HI 96817</u>			UNRESTRICTED	17,866.
CENTRAL UNION CHURCH 1660 S. BERETANIA ST <u>HONOLULU, HI 96826</u>			UNRESTRICTED	17,866.
HAWAIIAN MISSION CHILDREN'S SOCIETY 553 S. KING ST <u>HONOLULU, HI 96813</u>			UNRESTRICTED	17,866.
HONOLULU ACADEMY OF ARTS 900 S. BERETANIA ST <u>HONOLULU, HI 96814</u>			UNRESTRICTED	71,468.
PUNAHOU SCHOOL 1601 PUNAHOU ST <u>HONOLULU, HI 96822</u>			SCHOLARSHIPS	17,866.
Total				► 3a 142,932.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF HAWAII ACCT #115032054	31.	31.	
TOTAL TO PART I, LINE 3	31.	31.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BANK OF HAWAII ACCT #115032054	92,945.	14,968.	77,977.	77,977.	
TO PART I, LINE 4	92,945.	14,968.	77,977.	77,977.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	1,500.	450.		1,050.
TO FORM 990-PF, PG 1, LN 16B	1,500.	450.		1,050.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	581.	581.		0.
FED EXCISE TAX - 2012	1,260.	0.		0.
EST EXCISE TAX - 2013	2,440.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,281.	581.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR/ADS FEES	47.	47.		0.
TO FORM 990-PF, PG 1, LN 23	47.	47.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT - INV	COST	2,709,264.	3,195,262.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,709,264.	3,195,262.

**HARRISON R. AND DOROTHEA S. COOKE
TRUST
FORM 990-PF, PART II, LINE 13
FOR YEAR ENDED 12/31/2013**

99-0290717

Description	Units	Book Value	Market Value
00206R102 AT&T INC	900.000	26,616.04	31,644.00
00287Y109 ABBVIE INC	390.000	15,139.80	20,596.00
00846U101 AGILENT TECHNOLOGIES INC	60.000	2,620.20	3,431.00
020002101 ALLSTATE CORP	60.000	1,831.20	3,272.00
02209S103 ALTRIA GROUP INC	700.000	17,823.85	26,873.00
025537101 AMERICAN ELECTRIC POWER CO	140.000	5,556.69	6,544.00
025816109 AMERICAN EXPRESS CO	110.000	4,923.77	9,980.00
026874784 AMERICAN INTL GROUP	80.000	3,031.20	4,084.00
03073E105 AMERISOURCEBERGEN CORP	100.000	3,011.97	7,031.00
037411105 APACHE CORP	40.000	3,922.30	3,438.00
037833100 APPLE INC	42.000	15,719.10	23,563.00
046353108 ASTRazeneca PLC PLC SP ADR	480.000	22,446.14	28,498.00
05534B760 BCE INC	230.000	8,983.22	9,957.00
055622104 BP PLC SPONS ADR	480.000	19,964.67	23,333.00
064058100 BANK OF NEW YORK MELLON CORP	110.000	2,839.37	3,843.00
071813109 BAXTER INTL INC	70.000	3,361.43	4,869.00
084670702 BERKSHIRE HATHAWAY INC CL B	90.000	7,506.64	10,670.00
099724106 BORGWARNER INC	60.000	2,188.99	3,355.00
110122108 BRISTOL MYERS SQUIBB CO	220.000	6,153.38	11,693.00
124857202 CBS CORPORATION CL B	60.000	2,263.80	3,824.00
166764100 CHEVRON CORP	100.000	8,064.25	12,491.00
17275R102 CISCO SYSTEMS	25.000	660.00	561.00
189754104 COACH INC	120.000	6,603.53	6,736.00
191216100 COCA COLA CO	150.000	4,866.82	6,197.00
192446102 COGNIZANT TECH SOLUTIONS CORP	160.000	9,964.61	16,157.00
20825C104 CONOCOPHILLIPS	440.000	21,513.88	31,086.00
231021106 CUMMINS ENGINE INC	70.000	6,089.89	9,868.00
244199105 DEERE & CO	40.000	3,378.40	3,653.00
25746U109 DOMINION RESOURCES INC /VA	210.000	10,737.40	13,585.00
260003108 DOVER CORP	60.000	2,925.64	5,792.00
26441C204 DUKE ENERGY CORP	340.000	19,518.20	23,463.00
268648102 EMC CORP	520.000	11,277.00	13,078.00
278642103 EBAY INC	70.000	1,477.37	3,841.00
30219G108 EXPRESS SCRIPTS HOLDING CO	190.000	7,970.02	13,346.00
35671D857 FREEPORT MCMORAN COPPER & GOLD CLASS B	110.000	4,232.26	4,151.00
369604103 GENERAL ELECTRIC CO	290.000	4,754.84	8,129.00
375558103 GILEAD SCIENCES INC	90.000	1,551.48	6,759.00
37733W105 GLAXOSMITHKLINE PLC ADR	380.000	15,993.44	20,288.00
38141G104 GOLDMAN SACHS GROUP INC	20.000	2,242.36	3,545.00
38259P508 GOOGLE INC CL A	10.000	5,265.03	11,207.00
40414L109 HCP INC	160.000	6,723.02	5,811.00

**HARRISON R. AND DOROTHEA S. COOKE
TRUST
FORM 990-PF, PART II, LINE 13
FOR YEAR ENDED 12/31/2013**

99-0290717

Description	Units	Book Value	Market Value
406216101 HALLIBURTON CO	80.000	2,750.72	4,060.00
42217K106 HEALTH CARE REIT INC	200.000	10,181.59	10,714.00
42809H107 HESS CORP	70.000	3,868.26	5,810.00
438516106 HONEYWELL INTERNATIONAL INC	50.000	2,204.97	4,569.00
458140100 INTEL CORP	120.000	2,338.11	3,115.00
46625H100 JP MORGAN CHASE & CO	100.000	3,883.64	5,848.00
478160104 JOHNSON & JOHNSON	210.000	13,351.44	19,234.00
494368103 KIMBERLY CLARK CORP	150.000	9,890.92	15,669.00
500255104 KOHL'S CORP	40.000	2,029.89	2,270.00
50076Q106 KRAFT FOODS GROUP INC	450.000	21,538.60	24,260.00
50540R409 LABORATORY CORP AMERICA HOLDINGS	20.000	1,506.77	1,827.00
532457108 LILLY ELI & CO	110.000	3,969.35	5,610.00
544147101 LORILLARD INC	305.000	11,815.42	15,457.00
55261F104 M & T BANK CORPORATION	35.000	4,111.10	4,075.00
580135101 MCDONALDS CORP	150.000	12,263.49	14,555.00
58933Y105 MERCK & CO INC	540.000	21,066.15	27,027.00
594918104 MICROSOFT CORP	90.000	2,215.30	3,367.00
611740101 MONSTER BEVERAGE CORP	65.000	3,303.95	4,405.00
636274300 NATIONAL GRID PLC SP ADR	420.000	20,681.19	27,434.00
637071101 NATIONAL OILWELL VARCO INC	70.000	4,560.77	5,567.00
65339F101 NEXTERA ENERGY INC	50.000	2,685.82	4,281.00
674599105 OCCIDENTAL PETROLEUM CORP	50.000	4,221.00	4,755.00
68389X105 ORACLE	80.000	2,142.12	3,061.00
69351T106 PPL CORPORATION	480.000	13,403.17	14,443.00
713448108 PEPSICO INC	80.000	4,961.84	6,635.00
718172109 PHILIP MORRIS INTERNATIONAL	160.000	10,664.15	13,941.00
741503403 PRICELINE.COM INC	6.000	4,226.61	6,974.00
742718109 PROCTER & GAMBLE CO	130.000	7,870.04	10,583.00
744573106 PUBLIC SERVICE ENT GROUP INC	90.000	2,940.76	2,884.00
747525103 QUALCOMM INC	170.000	7,639.22	12,623.00
756109104 REALTY INCOME CORP	120.000	5,052.00	4,480.00
761713106 REYNOLDS AMERICAN INC	450.000	16,461.01	22,496.00
780259107 ROYAL DUTCH SHELL PLC ADR B	320.000	20,942.66	24,035.00
80004C101 SANDISK CORP	25.000	1,216.92	1,764.00
806857108 SCHLUMBERGER LTD	80.000	5,358.51	7,209.00
808513105 CHARLES SCHWAB CORP	300.000	3,568.53	7,800.00
81721M109 SENIOR HOUSING PROP TRUST	360.000	9,426.15	8,003.00
842587107 SOUTHERN CO	470.000	18,717.11	19,322.00
858912108 STERICYCLE INC	60.000	3,824.36	6,970.00
88732J207 TIME WARNER CABLE INC	30.000	1,770.26	4,065.00
89151E109 TOTAL SA SP ADR	440.000	22,002.54	26,959.00
902973304 US BANCORP	80.000	1,731.68	3,232.00

**HARRISON R. AND DOROTHEA S. COOKE
TRUST
FORM 990-PF, PART II, LINE 13
FOR YEAR ENDED 12/31/2013**

99-0290717

Description	Units	Book Value	Market Value
904767704 UNILEVER PLC SPONSORED ADR	150.000	4,877.97	6,180.00
913017109 UNITED TECHNOLOGIES CORP	40.000	2,892.71	4,552.00
92220P105 VARIAN MEDICAL SYSTEMS INC	90.000	5,030.79	6,992.00
92276F100 VENTAS INC	95.000	5,906.15	5,442.00
92343V104 VERIZON COMMUNICATIONS	500.000	17,773.29	24,570.00
92345Y106 VERISK ANALYTICS INC CL A	100.000	3,349.83	6,572.00
92826C839 VISA INC CL A SHARES	40.000	2,768.65	8,907.00
92857W209 VODAFONE GROUP PLC SP ADR	810.000	21,588.76	31,841.00
931142103 WAL-MART STORES INC	70.000	3,776.51	5,508.00
949746101 WELLS FARGO COMPANY	160.000	4,323.20	7,264.00
G0083B108 ACTAVIS PLC	19.000	2,308.15	3,192.00
G97822103 PERRIGO COMPANY PLC	50.000	7,783.50	7,673.00
003021409 ABERDEEN CORE FIXED INCOME FUND CL I	32233.58	353,015.08	340,709.00
543487326 NATIXIS LOOMIS SAYLES LTD GOV AND AGCY FD CL Y	7209.846	85,026.46	84,139.00
56062X708 MAINSTAY HIGH YIELD CORP BOND FUND CL I	3455.113	20,246.96	20,903.00
77958B402 T ROWE PRICE INSTITUTIONAL FLOATING RATE FUND CL I	3179.681	30,750.45	32,719.00
880208400 TEMPLETON GLOBAL BOND FUND CL AD	3709.149	50,038.56	48,553.00
921937835 VANGUARD TOTAL BOND MARKET ETF	2448	205,027.60	195,962.00
003019395 ABERDEEN INTERNATIONAL EQUITY FUND	23907.821	281,501.70	371,049.00
003021698 ABERDEEN ASIA-PACIFIC EX-JAPAN EQUITY	13244.311	120,953.42	151,912.00
197199631 COLUMBIA ACORN INTERNATIONAL CL R	1759.381	62,651.59	82,093.00
47103C357 JANUS TRITON FUND CL I	5300.598	75,115.97	126,207.00
47803W406 JOHN HANCOCK III DISC M/C-IS	7268.357	94,488.64	131,848.00
74144Q203 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS FUND	5217.156	161,174.46	153,384.00
74972H648 RS GLOBAL NATURAL RESOURCES FUND	4269.432	170,815.99	152,675.00
78462F103 SPDR S&P 500 ETF TRUST	1160	186,939.91	214,240.00
884116401 THIRD AVENUE REAL ESTATE VALUE FUND	3072.373	69,066.95	88,546.00
TOTAL PORTFOLIO		<u>2,709,264.54</u>	<u>3,195,262.00</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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



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

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

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

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



Part I only

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

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions. HARRISON R. AND DOROTHEA S. COOKE TRUST	Employer identification number (EIN) or 99-0290717
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 3170, DEPT 715	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HONOLULU, HI 96802-3170	

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

0 4

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

BANK OF HAWAII

- The books are in the care of ► **130 MERCHANT ST - HONOLULU, HI 96813**

Telephone No ► **(808) 694-4543** Fax No. ►



- If the organization does not have an office or place of business in the United States, check this box



- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2013** or

► tax year beginning , and ending .

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 3,190.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 2,440.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 750.

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