

EXTENDED TO JULY 15, 2020  
Return of Private Foundation  
or Section 4947(a)(1) Trust Treated as Private Foundation

2949134000500 0

Form 990-PF

Department of the Treasury  
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public  
Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning JUL 1, 2018 and ending JUN 30, 2019

Name of foundation

COOKE FOUNDATION, LIMITED

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

827 FORT STREET MALL

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

HONOLULU, HI 96813

RECEIVED

JUL 27 2020

OGDEN, UT

A Employer identification number

23-7120804

B Telephone number

(808) 566-5524

C If exemption application is pending, check here

D 1 Foreign organizations, check here

2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:

☐ Initial return

☐ Final return

☐ Address change

☐ Initial return of a former public charity

☐ Amended return

☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year

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

\$ 24,310,254.

J Accounting method:

☒ Cash

☐ Accrual

☐ Other (specify)

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	831,568.	831,568.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<272,434.>			
	b Gross sales price for all assets on line 6a	12,931,320.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	14,205.	14,205.		STATEMENT 2
	12 Total Add lines 1 through 11	573,339.	845,773.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	19,157.	9,578.		9,579.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	18,094.	18,094.		0.
Operating and Administrative Expenses	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	10,359.	0.		10,359.
	22 Printing and publications	3,331.	0.		3,331.
	23 Other expenses STMT 5	225,808.	124,808.		101,000.
	24 Total operating and administrative expenses Add lines 13 through 23	276,749.	152,480.		124,269.
	25 Contributions, gifts, grants paid	1,091,112.			1,091,112.
	26 Total expenses and disbursements Add lines 24 and 25	1,367,861.	152,480.		1,215,381.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<794,522.>			
	b Net investment income (if negative, enter -0-)		693,293.		
	c Adjusted net income (if negative, enter -0-)			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			
	2 Savings and temporary cash investments	657,867.	644,043.	644,043.
	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 STMT 6	632,712.	1,644,200.	1,626,868.
	b Investments - corporate stock STMT 7	14,834,006.	9,037,723.	12,507,004.
	c Investments - corporate bonds STMT 8	3,838,308.	7,879,130.	8,047,559.
	Liabilities	11 Investments - land, buildings and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9		1,343,901.	1,307,176.	1,484,780.
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 I)		21,306,794.	20,512,272.	24,310,254.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26, and lines 30 and 31			
	24 Unrestricted	21,306,794.	20,512,272.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	21,306,794.	20,512,272.		
31 Total liabilities and net assets/fund balances	21,306,794.	20,512,272.		

**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	21,306,794.
2 Enter amount from Part I, line 27a	2	<794,522.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	20,512,272.
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	20,512,272.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, 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 SALE OF SECURITIES-SEE ATTACHED SCHEDULE		P	09/08/13	06/24/19
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a 12,931,320.		13,203,754.	<272,434.>	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			<272,434.>	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		2		<272,434.>
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 doesn't 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))
2017	1,063,714.	23,928,035.	.044455
2016	1,091,828.	23,335,324.	.046789
2015	1,110,520.	21,868,076.	.050783
2014	882,939.	23,110,370.	.038205
2013	1,287,695.	22,721,590.	.056673
2 Total of line 1, column (d)			2 .236905
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 .047381
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 23,680,530.
5 Multiply line 4 by line 3			5 1,122,007.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,933.
7 Add lines 5 and 6			7 1,128,940.
8 Enter qualifying distributions from Part XII, line 4			8 1,215,381.

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	6,933.
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	6,933.
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	6,933.
6	Credits/Payments.		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	16,000.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	16,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.
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	9,067.
11	Enter the amount of line 10 to be Credited to 2019 estimated tax <input checked="" type="checkbox"/> 9,067. Refunded <input type="checkbox"/>	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 the 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		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 2018 or the tax year beginning in 2018? See the 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

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

	Yes	No
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.COOKEFDN.ORG</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 2018, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	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	1b	N/A
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 2018?	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(i)(3) or 4942(i)(5)): a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	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 2018 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 2018.)	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 2018?	4b	X

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

	Yes	No
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b
Organizations relying on a current notice regarding disaster assistance, check here	<input checked="" type="checkbox"/>	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b
If "Yes" to 6b, file Form 8870.		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and 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 10		0.	0.	0.

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

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

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

0

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**Part 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	22,337,410.
b	Average of monthly cash balances	1b	1,703,737.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	24,041,147.
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	24,041,147.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	360,617.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,680,530.
6	Minimum investment return. Enter 5% of line 5	6	1,184,027.

**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	1,184,027.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	6,933.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,933.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,177,094.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,177,094.
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	1,177,094.

**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	1,215,381.
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	1,215,381.
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	6,933.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,208,448.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,177,094.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	172,590.			
b From 2014				
c From 2015	37,176.			
d From 2016				
e From 2017				
f Total of lines 3a through e	209,766.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$	1,215,381.			
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				1,177,094.
e Remaining amount distributed out of corpus	38,287.			
5 Excess distributions carryover applied to 2018 (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	248,053.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	172,590.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	75,463.			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015	37,176.			
c Excess from 2016				
d Excess from 2017				
e Excess from 2018	38,287.			

## 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]

### 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a The name, address, and telephone number or email address of the person to whom applications should be addressed

SEE ATTACHED GRANT GUIDELINES

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

SEE ATTACHED GRANT GUIDELINES

- c Any submission deadlines

SEE ATTACHED GRANT GUIDELINES

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

SEE ATTACHED GRANT GUIDELINES

**Part XV** Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year				
SEE ATTACHED SCHEDULE				1,091,112.
<b>Total</b>			<b>3a</b>	1,091,112.
<b>b</b> Approved for future payment				
NONE				
<b>Total</b>			<b>3b</b>	0.



**Part XVII** · Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations



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

[illegible]

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

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

and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign Here**  Caroline Bond Davis  TRUSTEE

Signature of officer or trustee Date Title

Return with the preparer shown below? See instructions ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MARSHALL I. SATO	<i>Marshall Sato</i>	06/29/20		P01355096
	Firm's name ▶ OHATA CHUN YUEN LLP			Firm's EIN ▶ 99-0237347	
	Firm's address ▶ 3684 WAIALAE AVENUE HONOLULU, HI 96816			Phone no 808 735-8585	

Form **990-PF** (2018)

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORG STANLEY-CHARLES SCHWAB	831,568.	0.	831,568.	831,568.	
TO PART I, LINE 4	831,568.	0.	831,568.	831,568.	

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SPECTRA ENERGY PTNRS LP - K-1	<834.>	<834.>	
COMPASS DIVERSIFIED HLDGS - K-1	9,516.	9,516.	
OTHER INCOME	5,523.	5,523.	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,205.	14,205.	

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,157.	9,578.		9,579.
TO FORM 990-PF, PG 1, LN 16B	19,157.	9,578.		9,579.

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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	4,722.	4,722.			0.
EXCISE TAXES	13,372.	13,372.			0.
TO FORM 990-PF, PG 1, LN 18	18,094.	18,094.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
GRANTS ADMINISTRATIVE FEES	101,000.	0.			101,000.
INVESTMENT MANAGEMENT FEES	124,808.	124,808.			0.
TO FORM 990-PF, PG 1, LN 23	225,808.	124,808.			101,000.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
GOVERNMENT SECURITIES		X	1,644,200.	1,626,868.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,644,200.	1,626,868.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,644,200.	1,626,868.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	9,037,723.	12,507,004.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,037,723.	12,507,004.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	7,879,130.	8,047,559.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,879,130.	8,047,559.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EXCHANGE-TRADED & CLOSED-END FUNDS	COST	1,307,176.	1,484,780.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,307,176.	1,484,780.



FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT 10  
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
GREGORY WRENN 827 FORT STREET MALL HONOLULU, HI 96813	PRESIDENT/TRUSTEE 1.00	0.	0.	0.
CATHERINE COOKE 827 FORT STREET MALL HONOLULU, HI 96813	VICE PRES/TRUSTEE 1.00	0.	0.	0.
ELIZABETH DUNFORD 827 FORT STREET MALL HONOLULU, HI 96813	VICE PRES/TRUSTEE 1.00	0.	0.	0.
AMBER MAKAI AU 827 FORT STREET MALL HONOLULU, HI 96813	VICE PRES/TRUSTEE 1.00	0.	0.	0.
CAROLINE BOND DAVIS 827 FORT STREET MALL HONOLULU, HI 96813	VICE PRES/SECRETARY/TRUSTE 1.00	0.	0.	0.
CHARLES SPALDING JR. 827 FORT STREET MALL HONOLULU, HI 96813	VICE PRES/TREASURER/TRUSTE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Cooke Foundation, Limited			
Fiscal Year 2019 Grants List			
EIN: 23-7120804			
Organization	Address	Project Description	Payment Amount
American Red Cross, Hawaii State Chapter	4155 Diamond Head Road Honolulu, HI 96816-4417	Home Fire Campaign	24,167 00
Artspace Projects, Inc	250 3rd Avenue North Suite 400 Minneapolis, MN 55401-2863	Ola Ka Ilima Artspace Lofts	20,000 00
Assets School	1 Ohana Nui Way Honolulu, HI 96818-4414	Building a K-4 Village at Assets School	25,000 00
Best Buddies International Inc	200 N Vineyard Blvd, Suite B263 Honolulu, HI 96817	Best Buddies Hawaii Middle School, High School and College Project	5,000 00
Bishop Museum	1525 Bernice Street Honolulu, HI 96817-2704	Hawaii Barcode of Life Building a Molecular Reference to Complement Hawaii's Biological Survey	7,000.00
Bright Beginning Preschool	Post Office Box 638 Hauula, HI 96717-0638	Literacy Grant	9,000 00
California Community Foundation	221 South Figueroa St , Suite 400 Los Angeles, CA 90012-3760	Wildfire Relief Fund	2,500 00
Camp Hale Koa Association	Post Office Box 735 Lawai, HI 96765-0735	Camp Hale Koa Association Cabin Renovation	15,000 00
Chamber Music Hawaii	Post Office Box 61939 Honolulu, HI 96839-1939	Education Outreach Pakaa Project	5,000 00
Common Grace	Post Office Box 31116 Honolulu, HI 96820-1116	YouthGrace	5,000 00
Deep & Beyond Inc.	Post Office Box 4010 Kailua Kona, HI 96745-4010	Snorkel Day for people with disabilities	3,300 00
Faith Action for Community Equity	Post Office Box 235950 Honolulu, HI 96823-3518	Organizing the Homeless	8,000 00
Friends of Amy B H Greenwell Ethnobotanical Garden	Post Office Box 399 Captain Cook, HI 96704-0399	Now and Forever - Purchase of the Garden by Friends of Amy B H. Greenwell Ethnobotanical Garden	30,000 00
Friends of Iolani Palace	Post Office Box 2259 Honolulu, HI 96804-2259	Iolani Palace Galleries project	10,000 00
Friends of the Library of Hawaii	99-1132 Iwaena Street Area, HI 96701-3258	Campaign for a Permanent Facility for Friends of the Library of Hawaii	20,000.00
Girl Scouts of Hawaii	410 Atkinson Drive Suite 2E1 # 3 Honolulu, HI 96814-4730	Paving the Way to Camp Paumalu	10,000.00
Guide Dogs of HI Adaptive Aids Canines & Advcy for the Blind	1600 Kapiolani Blvd Suite 214 Honolulu, HI 96814-3806	Get Ahead with Technology	5,000.00
Hana Arts	Post Office Box 686 Hana, HI 96713-0686	Art Barn & Ceramics Studio - Renovation Request	5,000 00
Hanahauoli School	1922 Makiki Street Honolulu, HI 96822-2032	Annual Grant – unrestricted general support	50,000.00
Hawaii Alliance for Arts in Education	Post Office Box 3948 Honolulu, HI 96812-3948	Hawaii Arts Alliance Transforming Hawaii Communities Through the Arts	10,000 00
Hawaii Carriage Driving Society	PO Box 266 Hakalau, HI 96710	Antique Doctors Buggy Restoration	4,250 00
Hawaii Community Foundation	827 Fort Street Mall Honolulu, HI 96813-4317	Hunger Coalition	10,000 00
Hawaii Fi-Do Service Dogs	Post Office Box 757 Kahuku, HI 96731-0757	Hawaii Fi-Do Service Dogs 2018 Program	5,000 00
Hawaii Foodbank	2611 Kilihau Street # A Honolulu, HI 96819-2021	New Refrigerated Truck for Kauai Branch	17,500 00
Hawaii Opera Theatre	848 South Beretania St., Suite 301 Honolulu, HI 96813-2587	La Traviata	10,000 00

Cooke Foundation, Limited			
Fiscal Year 2019 Grants List			
EIN: 23-7120804			
Organization	Address	Project Description	Payment Amount
Hawaii Performing Arts Company, Ltd	2833 East Manoa Road Honolulu, HI 96822-1823	Hawaii Premiere of Allegiance	30,000 00
Hawaii Preparatory Academy	65-1692 Kohala Mountain Road Kamuela, HI 96743-8476	Hawaii Preparatory Academy Community Arts A Public/Private Partnership in Art Education	10,000 00
Hawaii Symphony Orchestra	3610 Wai'alae Avenue Suite 101 Honolulu, HI 96816-3271	Hawaii Symphony Orchestra Concert Season	30,000 00
Hawaiian Mission Children's Society	553 South King Street Honolulu, HI 96813-3002	Partners in Change: Re-visioning the Missionary Album	20,000.00
Helping Hands Hawaii	2100 North Nimitz Highway Honolulu, HI 96819-2218	Benefit (SSI/SSDI) Management/Stabilization for Low-Income or Homeless Adults with Mental Illness	10,000 00
Hui lei Aloha LLC	711 Kapiolani Boulevard Suite 111 Honolulu, HI 96813-5238	Hiamana: Native Hawaiian Cultural Practitioners as a Profession Project	5,000 00
Hoala Foundation for Education	Post Office Box 240839 Honolulu, HI 96824-0839	Hoala Foundation for Education: Awakening Wisdom	20,000 00
Honolulu Academy of Arts	900 South Beretania Street Honolulu, HI 96814-1495	Annual Grant – unrestricted general support	100,000 00
Honolulu Theatre for Youth	1149 Bethel Street Suite 700 Honolulu, HI 96813-2214	HOME OF THE BRAVE	5,000 00
Hoola Na Pua	Post Office Box 22551 Honolulu, HI 96823-2551	Trafficking Prevention Education Program	15,000 00
Hui Hoolana	Post Office Box 280 Kualapuu, HI 96757-0280	Hui Hoolana's Native Sanctuary and Seed Bank	15,000.00
Hui Noeau	2841 Baldwin Avenue Makawao, HI 96768-9642	American Made French Tool Etching Press Installation & Printmaking Program Upgrades	8,895 00
Institute for Native Pacific Education and Culture	1001 Kamokila Blvd Suite 226 Kapolei, HI 96707-2096	Ike Hawaii Science Center Project	10,000.00
Kaimuki Christian Church	1117 Koko Head Avenue Honolulu, HI 96816-3709	Playground Enhancement Project	3,000 00
Kauai Food Bank Inc	3285 Waapa Road Suite A Lihue, HI 96766-8614	Keiki Cafe	10,000 00
Kids 4 CPR, Inc	801 South King Street Honolulu, HI 96813	Kids Teaching Kids To Save Lives	8,000.00
Kilauea Drama & Entertainment Network (KDEN)	Highway Contract 3 Box 13089 Keaau, HI 96749-9222	Great Container Project	4,000.00
Kokua Kalihi Valley Comprehensive Family Services	2239 North School Street Honolulu, HI 96819-2539	NieRek (Women of Vision) Cultural Arts Project	19,000 00
Kupu	677 Ala Moana Blvd Suite 1200 Honolulu, HI 96813-5412	Green Jobs Training Center	30,000 00
Lyman House Memorial Museum	276 Haili Street Hilo, HI 96720-2927	Island Heritage Gallery	50,000 00
Ma Ka Hana Ka Ike Building Program	Post Office Box 968 Hana, HI 96713-0968	Hoi la Haloa	20,000 00
Malama Maunalua	P O Box 240421 Honolulu, HI 96824	Malama Maunalua: Establish Maunalua Bay's Role as a Living Lab	5,000 00
Manoa Heritage Center	2856 Oahu Avenue Honolulu, HI 96822	Annual Grant – unrestricted general support	50,000 00
Maui Food Bank, Inc	760 Kolu Street Wailuku, HI 96793-1438	Vehicle Replacement Project	5,000 00

Cooke Foundation, Limited			
Fiscal Year 2019 Grants List			
EIN: 23-7120804			
Organization	Address	Project Description	Payment Amount
Moanalua Gardens Foundation, Inc	1414 Dillingham Blvd Suite 211 Honolulu, HI 96817-4891	Huakai o Kamananui No Na Keiki	15,000.00
Molokai Land Trust	PO Box 1884 Kaunakakai, HI 96748-1884	Molokai Land Trust Operations & Service Learning Center Capital Project	25,000.00
Na Kama Kai	Post Office Box 240039 Honolulu, HI 96824-0039	Inspiring Safe Ocean Practices and Environmental Stewardship Through Traditional Hawaiian Values	10,000.00
Na Keiki o Emalia	Post Office Box 1137 Wailuku, HI 96793-6137	Children's Bereavement Program	7,500.00
Oahu Choral Society	4348 Waiialae Avenue # 214 Honolulu, HI 96816-5767	Expanding Access to Choral Music Appreciation Raise Hawaiki/Pops/Singspiration	5,000.00
Paia Youth Council, Inc	65 Puna Road Paia, HI 96779-0999	PYCC Hekili Multimedia Lab Equipment Purchase	5,000.00
PlayBuilders Of Hawaii Theater Company	807 Kaluanui Road Honolulu, HI 96825-1355	Missionary Descendants Play	17,000.00
Purple Maia Foundation	98-820 Moanalua Road, #15-547 Area, HI 96701-5203	Kaikaina Project 2019-2020	10,000.00
St. Anthony School - Maui	1618 Lower Main Street Wailuku, HI 96793-1957	Tech Upgrade and Renovation Program	5,000.00
St John Apostle & Evangelist Catholic Church	95-370 Kuahelani Avenue Mililani, HI 96789-1103	St John One Community Center	10,000.00
St Mary's Episcopal Church	2062 South King Street Honolulu, HI 96826-2219	Stabilization and Safety for Soldiers Chapel	5,000.00
Storybook Theatre of Hawaii	Post Office Box 820 Hanapepe, HI 96716-0820	"It's their home, too!"	5,000.00
The Food Basket Inc.	40 Holomua Street Suite B Hilo, HI 96720-5102	"We Got Your Back" Keiki Backpack Program	5,000.00
The Nature Conservancy of Hawaii	923 Nuuanu Avenue Honolulu, HI 96817-5115	Annual Grant – unrestricted general support	25,000.00
The North Shore Community Land Trust	Post Office Box 1179 Haleiwa, HI 96712-1179	Kahuku Point Community-Based Ecosystem Restoration	20,000.00
The Trust for Public Land	1003 Bishop Street Suite 740 Honolulu, HI 96813-6416	MAO Palikea Expansion	20,000.00
University of Hawaii Foundation	Post Office Box 11270 Honolulu, HI 96828-0270	John Young Museum of Art Capital Request	25,000.00
University of Hawaii Foundation	Post Office Box 11270 Honolulu, HI 96828-0270	Glass Art Studio Renovation	50,000.00
Waikiki Community Center	310 Paoakalani Avenue Honolulu, HI 96815-3738	Malama Senior Program	10,000.00
Waikiki Health	277 Ohua Avenue Honolulu, HI 96815-6612	Expanding Next Step Shelter's Job Training Services to Promote Homeless Adults' Self-Sufficiency	5,000.00
Women In Need	Post Office Box 414 Waimanalo, HI 96795-0414	Supportive Permanent Housing	10,000.00
YWCA of Kauai	3094 Elua Street Lihue, HI 96766-1209	Technology Upgrade and Maintenance	3,000.00
		<b>Total</b>	<b>1,091,112.00</b>