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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

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation
THE JUDITH E. & JOSEPH C. COOK, JR. FOUNDATION, INC.

A Employer identification number
35-2006656

Number and street (or P O box number if mail is not delivered to street address): 1600 DIVISION STREET
Room/suite: 580

B Telephone number (see page 10 of the instructions)
615-843-9100

City or town, state, and ZIP code
NASHVILLE TN 37203

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 ▶ ☐

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) ▶ $ 9,319,469

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) (see page 11 of the instructions))

	Line	Description	(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 (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	47,013	47,013		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	850,027			
	b	Gross sales price for all assets on line 6a 1,443,324				
	7	Capital gain net income (from Part IV, line 2)		850,027		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 1	8,479	5,157		
	12	**Total.** Add lines 1 through 11	905,519	902,197	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	12,355	7,678		4,677
	c	Other professional fees (attach schedule)				
	17	Interest	104			
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 3	8,706	206		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 4	37,428	37,092		336
	24	**Total operating and administrative expenses.** Add lines 13 through 23	58,593	44,976	0	5,013
	25	Contributions, gifts, grants paid	540,000			540,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	598,593	44,976	0	545,013
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	306,926			
	b	**Net investment income** (if negative, enter -0-)		857,221		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

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

			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	12,950	706,947	706,947
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶ SEE WRK 35,000			
		Less allowance for doubtful accounts ▶ 0	35,000	35,000	35,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) SEE STMT 5	8,509,404	7,787,020	7,787,020
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) SEE STATEMENT 6	951,951	790,502	790,502
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	9,509,305	9,319,469	9,319,469
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	9,509,305	9,319,469	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] 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** (see page 17 of the instructions)	9,509,305	9,319,469	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	9,509,305	9,319,469	

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	9,509,305
2	Enter amount from Part I, line 27a	2	306,926
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,816,231
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	496,762
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,319,469

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	SEE WORKSHEET			
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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	850,027
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	166,810

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 page 18 of 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))
2009	634,105	8,451,082	0.075032
2008	98,144	8,895,116	0.011033
2007	356,124	6,897,079	0.051634
2006	145,315	4,217,647	0.034454
2005	193,343	3,450,474	0.056034

2	**Total** of line 1, column (d)	2	0.228187
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	0.045637
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9,433,077
5	Multiply line 4 by line 3	5	430,497
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,572
7	Add lines 5 and 6	7	439,069
8	Enter qualifying distributions from Part XII, line 4	8	545,013

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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		1	8,572
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	8,572
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	8,572
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 10,428		
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	10,428
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	1,856
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 1,856 **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____ **(2)** On foundation managers. ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
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.	2		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	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	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	6		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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ IN, TN			
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	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? 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

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ MR. STEVEN SINGLETON Telephone no ▶ 615-843-9100
1600 DIVISION STREET, STE 580
Located at ▶ NASHVILLE TN ZIP+4 ▶ 37203

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

			Yes	No
16	At any time during calendar year 2010, 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		X
	See page 20 of 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.

				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?	☐ 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 page 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2010?	N/A	1c		
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
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 page 22 of the instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
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 2010 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 2010)		3b		X
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 2010?		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			
	(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)? (see page 22 of the instructions) ☐ 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 page 22 of the instructions)? N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	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? N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(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 8				

2 Compensation of five highest-paid employees (other than those included on line 1 — see page 23 of the instructions). 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 (see page 23 of the instructions). 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 ▶		

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 (see page 24 of the instructions)

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 page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	6,686,551
b	Average of monthly cash balances	1b	268,007
c	Fair market value of all other assets (see page 25 of the instructions)	1c	2,622,170
d	**Total** (add lines 1a, b, and c)	1d	9,576,728
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	9,576,728
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	143,651
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,433,077
6	**Minimum investment return.** Enter 5% of line 5	6	471,654

Part XI **Distributable Amount** (see page 25 of the 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	471,654
2a	Tax on investment income for 2010 from Part VI, line 5	2a	8,572		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,572
3	Distributable amount before adjustments Subtract line 2c from line 1			3	463,082
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	463,082
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	463,082

Part XII **Qualifying Distributions** (see page 25 of the 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	545,013
b	Program-related investments—total from Part IX-B	1b	
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	545,013
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 (see page 26 of the instructions)	5	8,572
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	536,441

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				463,082
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			46,844	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2010				
a	From 2005				
b	From 2006				
c	From 2007				
d	From 2008				
e	From 2009				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 545,013				
a	Applied to 2009, but not more than line 2a			46,844	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2010 distributable amount				463,082
e	Remaining amount distributed out of corpus	35,087			
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5	35,087			
b	Prior years' undistributed income Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e	Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	35,087			
10	Analysis of line 9				
a	Excess from 2006				
b	Excess from 2007				
c	Excess from 2008				
d	Excess from 2009				
e	Excess from 2010 35,087				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 page 28 of the 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))

JOSEPH C. & JUDITH E. COOK, JR

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.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 9				540,000
Total			▶ 3a	540,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	47,013	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523920	3,322	14	5,157	
8 Gain or (loss) from sales of assets other than inventory			18	850,027	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		3,322		902,197	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 905,519

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: Joseph C. Cook Date: 11/11/11 Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MIKE DUNN, CPA	Mike Dunn, CPA	11-11-2011		P00038531

Firm's name ▶ BLANKENSHIP CPA GROUP, PLLC

Firm's address ▶ 109 WESTPARK DRIVE, SUITE 430 BRENTWOOD, TN 37027-5032

Firm's EIN ▶ 45-0491842

Phone no. 615-373-3771

DAA

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** — **2010**

For calendar year 2010, or tax year beginning , and ending

Name: THE JUDITH E. & JOSEPH C. COOK, JR. FOUNDATION, INC.

Employer Identification Number: 35-2006656

	(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)
(1)	GOLDMAN SACHS #27450 (SEE STATEMENT)	P	VARIOUS	VARIOUS
(2)	GOLDMAN SACHS #27450 (SEE STATEMENT)	P	VARIOUS	VARIOUS
(3)	GOLDMAN SACHS #45106 (SEE STATEMENT)	P	VARIOUS	VARIOUS
(4)	GOLDMAN SACHS #45106 (SEE STATEMENT)	P	VARIOUS	VARIOUS
(5)	K-1 - GS CAPITAL PTRS VI PARALLEL	P	VARIOUS	VARIOUS
(6)	K-1-GS CAP PTRS VI PARALLEL-SEC 1256	P	VARIOUS	VARIOUS
(7)	K-1 - POLARIS VENTURE PTRS II, LP	P	VARIOUS	VARIOUS
(8)	K-1 - POLARIS VENTURE PTRS III, LP	P	VARIOUS	VARIOUS
(9)	K-1 - DP IV ASSOCIATES, LP	P	VARIOUS	VARIOUS
(10)	K-1 - DP V ASSOCIATES, LP	P	VARIOUS	VARIOUS
(11)	K-1 - DP V ASSOCIATES, LP	P	VARIOUS	VARIOUS
(12)	K-1 - DP VI ASSOCIATES, LP	P	VARIOUS	VARIOUS
(13)	K-1 - THRIFT MANAGEMENT, LLC (1231)	P	VARIOUS	VARIOUS
(14)				
(15)				

	(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)
(1)	185,122		23,356	161,766
(2)	1,071,275		435,267	636,008
(3)	25,513		20,093	5,420
(4)	94,186		108,939	-14,753
(5)	54,859			54,859
(6)	31			31
(7)	3,829			3,829
(8)	2,117			2,117
(9)	6,392			6,392
(10)			376	-376
(11)			3,580	-3,580
(12)			1,276	-1,276
(13)			410	-410
(14)				
(15)				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				161,766
(2)				636,008
(3)				5,420
(4)				-14,753
(5)				54,859
(6)				31
(7)				3,829
(8)				2,117
(9)				6,392
(10)				-376
(11)				-3,580
(12)				-1,276
(13)				-410
(14)				
(15)				

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Forms 990 / 990-PF

Other Notes and Loans Receivable

For calendar year 2010, or tax year beginning , and ending

2010

Name: THE JUDITH E. & JOSEPH C. COOK, JR. FOUNDATION, INC.

Employer Identification Number: 35-2006656

FORM 990-PF, PART II, LINE 7 - ADDITIONAL INFORMATION

	Name of borrower	Relationship to disqualified person
(1)	EPICLESIS, LLC	NONE
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

	Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)	35,000	02/12/08		DEMAND	2.700
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

	Security provided by borrower	Purpose of loan
(1)	SECURITY INTEREST IN ASSETS	
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

	Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value (990-PF only)
(1)	NONE	35,000	35,000	35,000
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
Totals		35,000	35,000	35,000

REALIZED GAIN AND LOSS SUMMARY

Net Short Term Gains (Losses)	161,766 09	Net Long Term Gains (Losses)	636,008 30	Net Ordinary Gains (Losses)	0 00
Net Miscellaneous Short Term Gains (Losses)	0 00	Net Miscellaneous Long Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short Term Gains (Losses)	0 00	Net Regulated Futures Contract Long Term Gains (Losses)	0 00		
Total Short Term Gains (Losses)	**161,766.09**	**Total Long Term Gains (Losses)**	**636,008.30**	**Total Ordinary Gains (Losses)**	**0.00**

SHORT TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
GOLDMAN SACHS EMERGING MARKETS EQUITY INSTITUTIONAL CLASS I (38142B369)	12/11/2009	10/07/2010	7.24	125 56	0.00	111 31	14 25
PUT/AMLN @ 18 EXP 11/20/2010 (AMLN 101120P00018000)	10/12/2010	10/20/2010	250 00	165,247 19	0 00	23,245 00	142,002 19
CALL/AMLN @ 24 EXP 11/20/2010 (AMLN 101120C00024000)	10/12/2010	11/20/2010	250 00	19,749 65	0 00	0 00	19,749 65
NET SHORT TERM GAINS (LOSSES)				**185,122.40**	**0.00**	**23,356.31**	**161,766.09**

LONG TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
AMYLIN PHARMACEUTICALS, INC CMN (032346108)	03/19/1999	03/05/2010	10,000 00	195,651 49	0 00	3,100 00	192,551 49
EATON VANCE TAX-ADVANTAGE GLOBAL DIVIDEND INCOME FUND (27828S101)	01/27/2004	10/07/2010	1,250 00	17,594 95	0 00	25,000 00	(7,405 06)
EATON VANCE TAX-ADVANTAGE GLOBAL DIVIDEND INCOME FUND (27828S101)	01/27/2004	10/07/2010	1,250 00	17,594 95	0 00	25,000 00	(7,405 06)
GABELLI DIVIDEND & INCM TRUST MUTUAL FUND (36242H104)	01/13/2004	10/07/2010	1,500 00	21,022 59	0 00	29,072 25	(8,049 66)
GABELLI DIVIDEND & INCM TRUST MUTUAL FUND (36242H104)	01/13/2004	10/07/2010	1,500 00	21,022 59	0.00	29,072 25	(8,049 66)
GOLDMAN SACHS EMERGING MARKETS EQUITY INSTITUTIONAL CLASS I (38142B369)	11/13/2007	10/07/2010	2,868 69	49,771 77	0 00	93,850 51	(44,078 74)
GOLDMAN SACHS EMERGING MARKETS EQUITY INSTITUTIONAL CLASS I (38142B369)	05/17/2007	10/07/2010	1,841 54	31,950 74	0 00	50,000 00	(18,049 26)
GOLDMAN SACHS EMERGING MARKETS EQUITY INSTITUTIONAL CLASS I (38142B369)	12/10/2007	10/07/2010	6 38	110 73	0 00	183 41	(72 68)

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
GOLDMAN SACHS EMERGING MARKETS EQUITY INSTITUTIONAL CLASS I (38142B369)	12/10/2007	10/07/2010	486.30	8,437 29	0.00	13,974 50	(5,537 21)
GOLDMAN SACHS EMERGING MARKETS EQUITY INSTITUTIONAL CLASS I (38142B369)	12/12/2008	10/07/2010	1,562 69	27,112 65	0 00	13,549 96	13,562 69
GOLDMAN SACHS EMERGING MARKETS EQUITY INSTITUTIONAL CLASS I (38142B369)	12/12/2008	10/07/2010	504 33	8,750 14	0 00	4,373 02	4,377 12
GOLDMAN SACHS EMERGING MARKETS EQUITY INSTITUTIONAL CLASS I (38142B369)	12/12/2008	10/07/2010	171 42	2,974.05	0 00	1,486 32	1,487 73
GOLDMAN SACHS EMERGING MARKETS EQUITY INSTITUTIONAL CLASS I (38142B369)	12/10/2007	10/07/2010	182 71	3,169 97	0 00	5,250 34	(2,080 37)
ISHARES RUSSELL 3000 VALUE INDEX FUND ETF ISHARES, INC (464287663)	07/01/2004	10/07/2010	320 00	25,147 28	0 00	24,991 20	156 08
ISHARES RUSSELL 3000 VALUE INDEX FUND ETF ISHARES, INC (464287663)	07/01/2004	10/07/2010	320.00	25,147 28	0 00	24,987 40	159 88
ISHARES S&P MIDCAP 400 VALUE INDEX FUND ETF (464287705)	07/01/2004	10/07/2010	430 00	30,755 23	0 00	24,982 75	5,772 48
ISHARES S&P MIDCAP 400 VALUE INDEX FUND ETF (464287705)	07/01/2004	10/07/2010	430 00	30,755 23	0 00	24,956 36	5,798 87
POWERSHARES QQQ TRUST ETF INDEX TRACKING STOCK (73935A104)	10/22/1999	10/07/2010	268 00	13,125 08	0 00	16,843 26	(3,718 19)
POWERSHARES QQQ TRUST ETF INDEX TRACKING STOCK (73935A104)	10/22/1999	10/07/2010	268.00	13,125.08	0.00	16,843 26	(3,718 19)
AMYLIN PHARMACEUTICALS, INC CMN (032346108)	03/19/1999	10/12/2010	25,000 00	528,056 04	0.00	7,750 00	520,306 04
NET LONG TERM GAINS (LOSSES)				**1,071,275.13**	**0.00**	**435,266.79**	**636,008.30**

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

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Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such New tax legislation effective 1/1/2011 will govern the manner in which we report tax basis information to you The information in this statement is not yet determined pursuant to such new legislation

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

Net Short Term Gains (Losses)	5 419 36	Net Long Term Gains (Losses)	(14,753 18)	Net Ordinary Gains (Losses)	0 00
Net Miscellaneous Short Term Gains (Losses)	0 00	Net Miscellaneous Long Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short Term Gains (Losses)	0 00	Net Regulated Futures Contract Long Term Gains (Losses)	0 00		
Total Short Term Gains (Losses)	**5,419.36**	**Total Long Term Gains (Losses)**	**(14,753.18)**	**Total Ordinary Gains (Losses)**	**0.00**

SHORT TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
HALLIBURTON COMPANY CMN (406216101)	02/05/2009	01/04/2010	45 00	1,388 00	0 00	856 09	531 91
AVNET INC CMN (053807103)	04/24/2009	01/06/2010	45 00	1,339 22	0 00	833 25	505 97
AVNET INC CMN (053807103)	04/24/2009	02/08/2010	50 00	1,341 14	0 00	925 84	415 30
HALLIBURTON COMPANY CMN (406216101)	04/21/2009	02/08/2010	180 00	5,142 01	0 00	3,564 72	1,577 29
AVNET INC CMN (053807103)	04/24/2009	02/09/2010	100 00	2,667 93	0 00	1,851 67	816 26
AVNET INC CMN (053807103)	04/27/2009	02/09/2010	30 00	800 38	0 00	595 33	205 05
AMERICAN EAGLE OUTFITTERS INC (NEW) (02553E106)	05/29/2009	05/11/2010	65 00	1,050 86	0 00	948 43	102 43
AMERICAN EAGLE OUTFITTERS INC (NEW) (02553E106)	06/04/2009	05/11/2010	30 00	485 01	0 00	443 87	41 14
AMERICAN EAGLE OUTFITTERS INC (NEW) (02553E106)	06/05/2009	05/11/2010	115.00	1,859.22	0 00	1,692 26	166 96
AMERICAN EAGLE OUTFITTERS INC (NEW) (02553E106)	08/20/2009	05/11/2010	155 00	2,505 90	0 00	2,209 96	295.95
AMERICAN EAGLE OUTFITTERS INC (NEW) (02553E106)	08/20/2009	05/12/2010	80 00	1,278 19	0 00	1,140 62	137 57
NUCOR CORPORATION CMN (670346105)	11/03/2009	09/16/2010	85 00	3,313 72	0 00	3,319 46	(5 74)
BOEING COMPANY CMN (097023105)	11/03/2009	11/01/2010	5 00	354 06	0 00	240 56	113 50
EATON CORPORATION CMN (278058102)	06/16/2010	12/01/2010	5 00	493 24	0 00	367 84	125 40
EATON CORPORATION CMN (278058102)	06/16/2010	12/08/2010	15 00	1,493 88	0 00	1,103 52	390 37
NET SHORT TERM GAINS (LOSSES)				**25,512.76**	**0.00**	**20,093.42**	**5,419.36**

LONG TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
AVNET INC CMN (053807103)	11/06/2008	01/04/2010	50 00	1,518 58	0 00	838 28	680 30

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

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REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
HALLIBURTON COMPANY CMN (406216101)	11/20/2008	01/04/2010	150 00	4,626 67	0 00	2,206 89	2,419 78
AVNET INC CMN (053807103)	11/06/2008	01/06/2010	125 00	3,720 06	0 00	2,095 70	1,624 36
XL CAPITAL LTD CL-A CMN CLASS A (G98255105)	05/16/2008	02/03/2010	35.00	601 68	0 00	1,232 42	(630 74)
XL CAPITAL LTD CL-A CMN CLASS A (G98255105)	10/14/2008	02/03/2010	30.00	515 73	0 00	332 31	183 42
XL CAPITAL LTD CL-A CMN CLASS A (G98255105)	10/14/2008	02/08/2010	240 00	4,004 00	0 00	2,658 45	1,345 55
THE TRAVELERS COMPANIES, INC CMN (89417E109)	10/14/2008	02/24/2010	100 00	5,275 51	0 00	3,691 38	1,584 13
THE TRAVELERS COMPANIES, INC CMN (89417E109)	10/28/2008	02/24/2010	80 00	4,220 40	0 00	2,995 56	1,224 84
UNUM GROUP CMN (91529Y106)	07/31/2007	05/04/2010	260 00	6,159 63	0 00	6,318 00	(158 37)
UNUM GROUP CMN (91529Y106)	07/31/2007	05/05/2010	215 00	5,085 74	0 00	5,224 50	(138 76)
GAP INC CMN (364760108)	07/31/2007	06/02/2010	165 00	3,611 85	0 00	2,920 50	691 35
TRANSOCEAN LTD CMN (H8817H100)	12/26/2008	06/02/2010	25 00	1,197 64	0 00	1,078 63	119 01
TRANSOCEAN LTD CMN (H8817H100)	12/18/2008	06/02/2010	40 00	1,916 22	0 00	2,021 48	(105 26)
TRANSOCEAN LTD CMN (H8817H100)	01/12/2009	06/02/2010	25 00	1,197 64	0 00	1,281 31	(83 67)
TRANSOCEAN LTD CMN (H8817H100)	01/16/2009	06/02/2010	15 00	718 58	0 00	747 35	(28 77)
TRANSOCEAN LTD CMN (H8817H100)	01/20/2009	06/02/2010	15 00	718 58	0.00	722 53	(3 95)
COMMUNITY HEALTH SYS INC CMN (203668108)	08/01/2007	06/16/2010	180 00	6,868 95	0 00	6,649 35	219 60
HERCULES OFFSHORE INC CMN (427093109)	08/06/2007	06/16/2010	445.00	1,376 23	0 00	11,909 71	(10,533 48)
HERCULES OFFSHORE INC CMN (427093109)	10/14/2008	06/16/2010	295 00	912 33	0 00	2,590 16	(1,677 83)
HERCULES OFFSHORE INC CMN (427093109)	10/14/2008	06/17/2010	15 00	46 16	0 00	131 70	(85 54)
HERCULES OFFSHORE INC CMN (427093109)	10/14/2008	06/18/2010	30 00	92 43	0 00	263 41	(170 98)
OMNICARE INC CMN (681904108)	08/07/2007	08/09/2010	165 00	3,427 35	0 00	5,618 60	(2,191 25)
OMNICARE INC CMN (681904108)	08/07/2007	08/10/2010	25 00	496 25	0 00	851 30	(355 05)
OMNICARE INC CMN (681904108)	08/07/2007	08/11/2010	115 00	2,290 40	0 00	3,915 99	(1,625 59)
BANK OF AMERICA CORP CMN (060505104)	07/31/2007	10/15/2010	280 00	3,351 37	0 00	13,409 20	(10,057 83)
BANK OF AMERICA CORP CMN (060505104)	02/11/2008	10/15/2010	20 00	239 38	0 00	837 56	(598 18)
BANK OF AMERICA CORP CMN (060505104)	07/22/2008	10/15/2010	100 00	1,196 92	0 00	3,130 10	(1,933 18)
BANK OF AMERICA CORP CMN (060505104)	04/20/2009	10/15/2010	255 00	3,052 14	0 00	2,261 82	790 32

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

LONG TERM

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
BANK OF AMERICA CORP CMN (060505104)	05/20/2009	10/15/2010	175 00	2,094 61	0 00	2,088 75	5 86
AGILENT TECHNOLOGIES, INC CMN (00846U101)	07/31/2007	11/01/2010	30 00	1,040 17	0 00	1,148 40	(108 23)
E I DU PONT DE NEMOURS AND C CMN (263534109)	07/31/2007	11/01/2010	50 00	2,343 82	0 00	2,381 00	(37 18)
EATON CORPORATION CMN (278058102)	08/11/2009	11/19/2010	50 00	4,792 28	0 00	2,675 41	2,116 87
WESCO INTERNATIONAL INC. CMN (95082P105)	03/20/2008	11/19/2010	55 00	2,612 34	0 00	1,948 41	663 93
WESCO INTERNATIONAL INC. CMN (95082P105)	03/25/2008	11/19/2010	5 00	237 49	0 00	186 04	51 45
EATON CORPORATION CMN (278058102)	08/11/2009	12/01/2010	15 00	1,479 72	0 00	802 62	677 10
WESCO INTERNATIONAL INC CMN (95082P105)	03/25/2008	12/01/2010	45 00	2,206 31	0 00	1,674 34	531 97
COMMUNITY HEALTH SYS INC CMN (203668108)	08/01/2007	12/10/2010	60 00	2,206 55	0 00	2,216 45	(9 90)
WESCO INTERNATIONAL INC CMN (95082P105)	03/25/2008	12/10/2010	15 00	758 51	0 00	558 11	200 39
WESCO INTERNATIONAL INC CMN (95082P105)	03/28/2008	12/10/2010	15 00	758 51	0 00	540 78	217 73
AGILENT TECHNOLOGIES, INC CMN (00846U101)	07/31/2007	12/29/2010	125.00	5,217 60	0 00	4,785 00	432 60
NET LONG TERM GAINS (LOSSES)				**94,186.33**	**0.00**	**108,939.50**	**(14,753.18)**

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
K1 GSC PTRS VI-PORTFOLIO LOSS	$ -1,018	$ -1,018	$
K-1 GSC PTRS VI PAR-OTHER INC	6,175	6,175	
GS CAP PTRS VI PARALLEL K-1	665		
EP REAL ESTATE FUND II K-1	-773		
THRIFT MANAGEMENT LLC K-1	3,430		
TOTAL	$ 8,479	$ 5,157	$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 12,355	$ 7,678	$	$ 4,677
TOTAL	$ 12,355	$ 7,678	$ 0	$ 4,677

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAXES	$ 8,500	$	$	$
FOREIGN TAXES PAID	206	206		
TOTAL	$ 8,706	$ 206	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
INVESTMENT EXP-GOLDMAN SACHS	6,582	6,582		
PORTFOLIO DEDUCTIONS-PSHIP K1	30,510	30,510		
ADMIN EXPENSES	336			336
TOTAL	$ 37,428	$ 37,092	$ 0	$ 336

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
IRONWOOD (FORMERLY MICROBIA)	$ 3,462,992	$	MARKET	$
GOLDMAN SACHS	4,690,369	7,387,792	MARKET	7,387,792
GS SNOW SECURITIES	356,043	399,228	MARKET	399,228
TOTAL	$ 8,509,404	$ 7,787,020		$ 7,787,020

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
DOMAIN IV VENTURE FUND	$ 59,135	$ 36,485	MARKET	$ 36,485
POLARIS II VENTURE FUND	31,551	23,732	MARKET	23,732
POLARIS III VENTURE FUND	33,842	32,847	MARKET	32,847
DP V ASSOCIATES LP	102,507	70,862	MARKET	70,862
DP VI ASSOCIATES LP	61,788	56,840	MARKET	56,840
JETSTREAM GLOBAL	622,987	528,134	MARKET	528,134
THRIFT MANAGEMENT, LLC	33,036	36,043	MARKET	36,043
EP REAL ESTATE FUND II, LLC	7,105	5,559	MARKET	5,559
TOTAL	$ 951,951	$ 790,502		$ 790,502

Federal Statements

Statement 7 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
UNREALIZED GAIN/LOSS ON INVESTMENTS	$ 496,762
TOTAL	$ 496,762

Federal Statements

Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
JOSEPH C. COOK, JR. 1600 DIVISION STREET, SUITE 580 NASHVILLE TN 37203	PRESIDENT	1.00	0	0	0
JOSEPH C. COOK, III 1600 DIVISION STREET, SUITE 580 NASHVILLE TN 37203	VICE-PRES	0.50	0	0	0
CHRISTINE COOK SINGLETON 1600 DIVISION STREET, SUITE 580 NASHVILLE TN 37203	VICE-PRES	0.00	0	0	0
STEVEN D. SINGLETON 1600 DIVISION STREET, SUITE 580 NASHVILLE TN 37203	SECRETARY	1.00	0	0	0
JUDITH E. COOK 1600 DIVISION STREET, SUITE 580 NASHVILLE TN 37203	TREASURER	0.50	0	0	0
ASHLEY B. COOK 1600 DIVISION STREET, SUITE 580 NASHVILLE TN 37203	ASST TREAS	0.00	0	0	0

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
JOSEPH C. & JUDITH E. COOK, JR	$
TOTAL	$ 0

Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
ABWE DONOR SERVICES HARRISBURG VA 17105-8585	P.O. BOX 8585 NONE	501C3	MISSION AND OUTREACH	2,500
ACTON INSTITUTE GRAND RAPIDS MI 49503	161 OTTAWA AVE NW, #301 NONE	501C3	MISSION AND OUTREACH	22,500
ANGEL MINISTRIES RALEIGH NC 27612-3111	5115 HOLLYRIDGE DRIVE NONE	501C3	MISSION AND OUTREACH	60,000
BELMONT UNIVERSITY NASHVILLE TN 37212-3757	1900 BELMONT BLVD NONE	501C3	EDUCATION AND SCHOLARSHIP	5,000
BILLY GRAHAM EVANGELISTIC CHARLOTTE NC 28201-0001	1 BILLY GRAHAM PARKWAY NONE	501C3	MISSION AND OUTREACH	10,000
BLUE RIDGE BROADCASTING BLACK MOUNTAIN NC 28711	P.O. BOX 159 NONE	501C3	MISSION AND OUTREACH	2,500
CAMPUS CRUSADE FOR CHRIST ORLANDO FL 32862-8222	P.O. BOX 628222 NONE	501C3	MISSION AND OUTREACH	2,500
BEN HADEN EVANGELICAL CHATTANOOGA TN 37401	P.O. BOX 100 NONE	501C3	MISSION AND OUTREACH	2,500
CHRIST CHURCH NASHVILLE TN 37211	15354 OLD HICKORY BLVD NONE	501C3	MISSION AND OUTREACH	75,000
F.C.A. OF MIDDLE TN KANSAS CITY MO 64129-1680	8701 LEEDS ROAD NONE	501C3	MISSION AND OUTREACH	2,500
THE HANDS OF CHRIST, INC. FRANKLIN TN 37065	P.O. BOX 1252 NONE	501C3	MISSION AND OUTREACH	2,500
HAVEN FOUNDATION MADISON TN 37116	P.O. BOX 1044 NONE	501C3	MISSION AND OUTREACH	2,500
JOSEPH KACK MINISTRIES BROKEN ARROW OK 74013	P.O. BOX 451 NONE	501C3	MISSION AND OUTREACH	2,500
MARTHA O'BRYAN CENTER NASHVILLE TN 37206-3895	711 SOUTH SEVENTH STREET NONE	501C3	MISSION AND OUTREACH	110,000
MERCY MINISTRIES NASHVILLE TN 37222-1060	P.O. BOX 111060 NONE	501C3	MISSION AND OUTREACH	60,000
MONTREAT PRESBYTERIAN CH MONTREAT NC 28757	P.O. BOX 279 NONE	501C3	MISSION AND OUTREACH	25,000
PRESBYTRN HOME FOR CHLDRN BLACK MOUNTAIN NC 28711	80 LAKE EDEN ROAD NONE	501C3	MISSION AND OUTREACH	60,000
ROCKETOWN NASHVILLE TN 37210	601 4TH AVENUE SOUTH NONE	501C3	MISSION AND OUTREACH	2,500

Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
SILOAM FAMILY HEALTH CTR NASHVILLE TN 37204	820 GALE LANE NONE	501C3	MISSION AND OUTREACH	35,000
ST PAUL CHRISTIAN ACADEMY NASHVILLE TN 37215-3700	5035 HILLSBORO PIKE NONE	501C3	FAITH-BASED CAPITAL	50,000
APPALACHIA SERVC PROJECT JOHNSON CITY TN 37601	4523 BRISTOL HIGHWAY NONE	501C3	MISSION AND OUTREACH	2,500
MOBILE MED DISASTR RELIEF BRENTWOOD TN 37027	5409 MARYLAND WAY, STE 11 NONE	501C3	MISSION AND OUTREACH	2,500
TOTAL				540,000

Federal Statements

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
GOLDMAN SACHS #27450	$ 372		14		
GOLDMAN SACHS #27450	5,322		14		
GOLDMAN SACHS #45106 - SNOW	9		14		
GOLDMAN SACHS #45106 - SNOW	5,378		14		
GOLDMAN SACHS #38481	2		14		
K-1 - GS CAP PTRS VI PARALLEL	20,517		14		
K-1 - GS CAP PTRS VI PARALLEL	14,996		14		
K-1 - POLARIS VENTURE PTRS II	14		14		
K-1 -POLARIS VENTURE PTRS III	70		14		
K-1 - DP V ASSOCIATES	203		14		
K-1 - DP VI ASSOCIATES	21		14		
K-1 - DP VI ASSOCIATES	69		14		
K-1 - EP REAL ESTATE FUND II	38		14		
K-1 - GSCP VI PARALLEL AIV	2		14		
TOTAL	$ 47,013				

Other Investment Income

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
K1 GSC PTRS VI-PORTFOLIO LOSS	$ -1,018		14	
K-1 GSC PTRS VI PAR-OTHER INC	6,175		14	
TOTAL	$ 5,157			