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 Nov 1 **, 2010, and ending** Oct 31 , 2011

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 JOHN BROWN COOK FOUNDATION	**A** Employer identification number 06-6022958
Number and street (or P O box number if mail is not delivered to street address) 32 SOUTH MAIN STREET Room/suite	**B** Telephone number (see the instructions) (603) 643-9000
City or town HANOVER State NH ZIP code 03755	**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 ► ☐
H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐
I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 2,651,502. **J** Accounting method [X] Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))*

	Line	(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 (att sch)				
	2 Ck ► ☐ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	51,013.	51,013.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		28,824.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	51,013.	79,837.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	10,000.	5,000.	5,000.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)	9,281.	9,281.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Line 18 Stmt	2,123.	2,123.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) FEE ON DIVIDENDS	16.	16.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,420.	16,420.	5,000.	
	25 Contributions, gifts, grants paid	20,000.			
	26 **Total expenses and disbursements.** Add lines 24 and 25	41,420.	16,420.	5,000.	
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	9,593.			
	b **Net investment income** (if negative, enter -0-)		63,417.		
	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	78,403.	77,343.	77,343.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		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 (attach schedule)		464,926.	477,690.
	b	Investments – corporate stock (attach schedule)		1,958,363.	1,870,737.
	c	Investments – corporate bonds (attach schedule)		219,468.	225,732.
	11	Investments – land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	2,585,334.		
	14	Land, buildings, and equipment basis ►			
		Less. accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	2,663,737.	2,720,100.	2,651,502.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,663,737.	2,720,100.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see the instructions)	2,663,737.	2,720,100.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	2,663,737.	2,720,100.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,663,737.
2	Enter amount from Part I, line 27a	2	9,593.
3	Other increases not included in line 2 (itemize) ► increase in cost on sales	3	46,770.
4	Add lines 1, 2, and 3	4	2,720,100.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,720,100.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE ATTACHED	P	09/22/11	10/05/11
b	SEE ATTACHED	P	09/24/09	09/07/11
c	LT CG DIVIDEND	P	01/01/09	10/01/11
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	791,201.		793,991.	-2,790.
b	282,010.		250,469.	31,541.
c	73.		0.	73.
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-2,790.
b				31,541.
c				73.
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** 28,824.

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 the instructions). If (loss), enter -0- in Part I, line 8 — **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009			
2008			
2007			
2006			
2005			

2 **Total** of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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 the instructions)

1 a 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	1,268.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,268.
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	1,268.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 768.		
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	768.
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	500.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	0.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 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		
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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► ________			
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)? *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 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 ► MACNEIL&NAGLE CPA'S Telephone no ► (860) 659-1908

Located at ► 972 NEW LONDON TURNPIKE GLASTONBURY CT ZIP + 4 ► 06033-3014

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 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

				Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.				
1 a	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 the instructions)?		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?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 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 the instructions.)		2b		X
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		
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 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 instructions)? **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? ☐ 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? **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 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
CAPITAL GUARDIAN 50 WEST LIBERTY RENO NV 8906	CUSTODIAN 6.00	9,281.	0.	0.
LEO MCKENNA 32 S. MAIN STR HANOVER NH 7755	TRUSTEE 5.00	10,000.	0.	0.
MARIAN MINER COOK ESEXX MEADOW UNIT 144 ESEXX CT 06046	TRUSTEE 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 see 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				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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 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 ►		None

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ►	

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	
b Average of monthly cash balances		1b	
c Fair market value of all other assets (see instructions)		1c	
d Total (add lines 1a, b, and c)		1d	
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2 Acquisition indebtedness applicable to line 1 assets		2	
3 Subtract line 2 from line 1d		3	0.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	0.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	0.
6 **Minimum investment return.** Enter 5% of line 5		6	0.

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	0.
2a Tax on investment income for 2010 from Part VI, line 5	2a	1,268.		
b Income tax for 2010 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	1,268.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	0.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	0.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	0.

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	41,420.
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	41,420.
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 instructions)	5	0.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	41,420.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2010.				
a Enter amount for 2009 only			0.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2010.				
a From 2005 . 132,000.				
b From 2006 . 120,000.				
c From 2007 155,000.				
d From 2008 0.				
e From 2009 97,500.				
f **Total** of lines 3a through e	504,500.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 41,420.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	41,420.			
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	545,920.			
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 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
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 instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	132,000.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	413,920.			
10 Analysis of line 9:				
a Excess from 2006 120,000.				
b Excess from 2007 155,000.				
c Excess from 2008 0.				
d Excess from 2009 97,500.				
e Excess from 2010 41,420.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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 organization had $5,000 or more in assets at any time during the year — see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

LEO C. MCKENNA
32 SOUTH MAIN STREET
HANOVER NH 03755 (603) 643-9000

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

MUST OBTAINH AN APPLICATION

c Any submission deadlines·

NO DEADLINES ARE LISTED

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

NONE

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*				
HEART TO HEART PROJECT P.O. BOX 248 CORISH FLAT NH 03746		501 C3	EDUCTION	20,000.
Total			► **3a**	20,000.
b *Approved for future payment*				
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 the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a NONE					
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					
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					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a NONE					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					

13 **Total.** Add line 12, columns (b), (d), and (e) 13 0.

(See worksheet in line 13 instructions 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 the instructions)
NONE	

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

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

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 — Date 2/29/12 — Title Treasurer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self employed	PTIN
James L. MacNeil	James L. MacNeil	02/09/12	X	P01409000

Firm's name ▶ MACNEIL & NAGLE — Firm's EIN ▶

Firm's address ▶ 972 NEW LONDON TPKE GLASTONBURY CT 06033-3024 — Phone no (860) 659-1908

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2010

Name of the organization	Employer identification number
JOHN BROWN COOK FOUNDATION	06-6022958

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $__________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN WITHHOLDING TAXES	2,073.	2,073.		
filing fee	50.	50.		
Total	2,123.	2,123.		

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] GREORY M COOK WATER STREET CHESTER CT 06412	TRUSTEE 1.00	0.	0.	0.
Person [X] Business [ ] KIRBY COOK GRABOWSKI 17 MARKS ROAD RIVERSIDE CT 06878	TRUSTEE 1.00	0.	0.	0.
Person [X] Business [ ] WALLIS COOK GRAHAM 11 BURTON STREET MOSMIN, NSW 2088	TRUSTEE 1.00	0.	0.	0.
Total		0.	0.	0.

JOHN BROWN COOK FOUNDATION INC.

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
25000. FNCI 3.5 TBA 11/10 11/15/25	10/13/2010	11/09/2010	25,913.57	25,843.75	69.82
15000. FNCL 4.0 TBA 12/10 12/01/40	12/03/2010	12/08/2010	14,946.09	15,091.41	-145.32
20000. FNCL 4.5 TBA 04/11 04/01/41	03/18/2011	04/01/2011	20,306.25	20,484.38	-178.13
25000. FNCL 5.0 TBA 06/11 06/01/41	04/28/2011	06/08/2011	26,804.69	26,272.46	532.23
20000. GNSF 4.0 TBA 04/11 04/15/41	03/16/2011	04/18/2011	20,135.94	20,193.75	-57.81
20000. GNSF 4.0 TBA 5/11 05/15/41	04/18/2011	05/16/2011	20,469.53	20,062.50	407.03
20000. GNSF 4.0 TBA 06/11 06/15/41	05/16/2011	06/16/2011	20,568.75	20,387.50	181.25
20000. GNSF 4.0 TBA 11/10 11/15/40	10/14/2010	11/15/2010	20,600.00	20,856.25	-256.25
20000. GNSF 4.0 TBA 12/10 12/15/40	11/15/2010	12/10/2010	20,164.06	20,515.63	-351.57
50. ALLSTATE CORP (THE)	11/05/2010	09/06/2011	1,222.43	1,556.05	-333.62
75. AON CORP	05/24/2010	11/08/2010	3,093.62	3,121.58	-27.96
5000. BHP BILLITON FIN USA LTD 5.50% 04/01/14	12/15/2010	07/27/2011	5,592.10	5,531.35	60.75
5000. BNP PARIBAS FRN SR UNSEC VAR 01/10/14	04/01/2011	08/24/2011	4,812.55	5,011.09	-198.54
100. CAMECO CORP US$	09/03/2010	04/12/2011	2,807.30	2,593.49	213.81
75. CISCO SYSTEMS INC	12/21/2010	04/05/2011	1,297.54	1,466.09	-168.55
15000. CITIGROUP INC FDIC 1.875% 10/22/12	09/03/2010	01/06/2011	15,287.94	15,347.18	-59.24
50. DREAMWORKS ANIMATION SKG INC	02/01/2011	06/27/2011	1,007.73	1,431.75	-424.02
20000. FHLB FEDERAL HOME LOAN BANK YIELD TO MATURITY 3.688 3.625	05/21/2010	05/06/2011	21,329.08	21,334.44	-5.36
20000. FNMA 0.5% 08/09/13	06/15/2011	08/16/2011	20,064.16	19,968.62	95.54
5000. FNMA 0.875% 08/28/14	07/27/2011	10/26/2011	5,023.79	4,988.58	35.21
19933.419 FNCL 4.5 AH8924 MHA 04/01/41	04/01/2011	05/25/2011	29.69	30.18	-0.49
19905.2712 FNCL 4.5 AH8924 MHA 04/01/41	04/01/2011	06/27/2011	28.15	28.61	-0.46
19844.5438 FNCL 4.5 AH8924 MHA 04/01/41	04/01/2011	07/25/2011	60.73	61.72	-0.99
19731.177 FNCL 4.5 AH8924 MHA 04/01/41	04/01/2011	08/25/2011	113.37	115.23	-1.86
19628.556 FNCL 4.5 AH8924 MHA 04/01/41	04/01/2011	09/26/2011	102.62	104.30	-1.68
19524.0902 FNCL 4.5 AH8924 MHA 04/01/41	04/01/2011	10/25/2011	104.47	106.18	-1.71
24968.699 FNCL 5.0 AI5236 MHA 06-01-41	06/08/2011	07/25/2011	31.30	33.76	-2.46
24937.7753 FNCL 5.0 AI5236 MHA 06-01-41	06/08/2011	08/25/2011	30.92	33.35	-2.43
24907.274 FNCL 5.0 AI5236 MHA 06-01-41	06/08/2011	09/26/2011	30.50	32.90	-2.40
24588 7913 FNCL 5.0 AI5236 MHA 06-01-41	06/08/2011	10/25/2011	318.48	343.51	-25.03
10000. FNMA 2.375% 07-28-15	06/10/2010	11/05/2010	10,564.88	9,972.79	592.09
28399.3763 FNCL 6.0 942956 09/01/37	01/05/2011	02/25/2011	796.39	863.71	-67.32
83000. FNCL 6.0 942956 09/01/37	01/05/2011	03/18/2011	29,560.39	30,800.02	-1,239.63
27749.6805 FNCL 6.0 942956 09/01/37	01/05/2011	04/11/2011	649.70		649.70
27104.0841 FNCL 6.0 942956 09/01/37	01/05/2011	04/25/2011	645.60		645.60
Totals					

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JOHN BROWN COOK FOUNDATION INC.

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
14378.144 FNCL 6.0 959477 12-01-37	11/05/2010	12/27/2010	533.20	582.19	-48.99
13731.3316 FNCL 6.0 959477 12-01-37	11/05/2010	12/31/2010	646.81	706.24	-59.43
13260.9304 FNCL 6.0 959477 12-01-37	11/05/2010	02/25/2011	470.40	513.62	-43.22
12917.6872 FNCL 6.0 959477 12-01-37	11/05/2010	03/25/2011	343.24	374.78	-31.54
12475.2092 FNCL 6.0 959477 12-01-37	11/05/2010	04/25/2011	442.48	483.13	-40.65
11996.1816 FNCL 6.0 959477 12-01-37	11/05/2010	05/25/2011	479.03	523.04	-44.01
11846.2336 FNCL 6.0 959477 12-01-37	11/05/2010	06/27/2011	149.95	163.72	-13.77
11585.6488 FNCL 6.0 959477 12-01-37	11/05/2010	07/25/2011	260.58	284.53	-23.95
11115.456 FNCL 6.0 959477 12-01-37	11/05/2010	08/25/2011	470.19	513.39	-43.20
10953.4424 FNCL 6.0 959477 12-01-37	11/05/2010	09/26/2011	162.01	176.90	-14.89
10751.4232 FNCL 6.0 959477 12-01-37	11/05/2010	10/25/2011	202.02	220.58	-18.56
14271.3725 FNCL 5.5 975123 05-01-38	11/05/2010	12/27/2010	764.46	826.81	-62.35
13667.7632 FNCL 5.5 975123 05-01-38	11/05/2010	12/31/2010	603.61		603.61
27000. FNCL 5.5 975123 05-01-38	11/05/2010	01/05/2011	14,556.17	15,435.38	-879.21
24839.5418 FNCI 3.5 AE0676 01/01/26	11/09/2010	12/31/2010	160.46	165.77	-5.31
24689.7765 FNCI 3.5 AE0676 01/01/26	11/09/2010	02/25/2011	149.77	154.73	-4.96
24553.9903 FNCI 3.5 AE0676 01/01/26	11/09/2010	03/25/2011	135.79	140.28	-4.49
24412.1858 FNCI 3 5 AE0676 01/01/26	11/09/2010	04/25/2011	141.80	146.50	-4.70
24253.73 FNCI 3.5 AE0676 01/01/26	11/09/2010	05/25/2011	158.46	163.70	-5.24
24041.0078 FNCI 3.5 AE0676 01/01/26	11/09/2010	06/27/2011	212.72	219.77	-7.05
23834.152 FNCI 3.5 AE0676 01/01/26	11/09/2010	07/25/2011	206.86	213.71	-6.85
23615.024 FNCI 3.5 AE0676 01/01/26	11/09/2010	08/25/2011	219.13	226.39	-7.26
23372.6673 FNCI 3.5 AE0676 01/01/26	11/09/2010	09/26/2011	242.36	250.38	-8.02
22777.9493 FNCI 3.5 AE0676 01/01/26	11/09/2010	10/25/2011	594.72	614.42	-19.70
24937.0581 FNCL 4.0 AE9690 85K MAX 11/01/40	12/08/2010	12/31/2010	62.55	62.50	0.05
24761.5065 FNCL 4.0 AE9690 85K MAX 11/01/40	12/08/2010	02/25/2011	175.55	175.41	0.14
24455.9883 FNCL 4.0 AE9690 85K MAX 11/01/40	12/08/2010	03/25/2011	305.52	305.28	0.24
24406.165 FNCL 4.0 AE9690 85K MAX 11/01/40	12/08/2010	04/25/2011	49.82	49.78	0.04
24358.4609 FNCL 4.0 AE9690 85K MAX 11/01/40	12/08/2010	05/25/2011	47.70	47.67	0.03
24168.7125 FNCL 4.0 AE9690 85K MAX 11/01/40	12/08/2010	06/27/2011	189.75	189.60	0.15
24015.7922 FNCL 4.0 AE9690 85K MAX 11/01/40	12/08/2010	07/25/2011	152.92	152 80	0.12
23969.2182 FNCL 4.0 AE9690 85K MAX 11/01/40	12/08/2010	08/25/2011	46.57	46.54	0.03
23923.5244 FNCL 4.0 AE9690 85K MAX 11/01/40	12/08/2010	09/26/2011	45.69	45.66	0.03
23871.1623 FNCL 4.0 AE9690 85K MAX 11/01/40	12/08/2010	10/25/2011	52.36	52 32	0.04
5000. FL HURRICANE CATASTROPHE FUND FIN CORP 5% 07/01/2016	10/20/2010	12/16/2010	5,360.90	5,505.80	-144.90
Totals					

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JOHN BROWN COOK FOUNDATION INC.

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
23840.0108 G2SF 4.5 4617 01/20/40	01/25/2010	11/22/2010	246.90	249.45	-2.55
23588.257 G2SF 4.5 4617 01/20/40	01/25/2010	12/20/2010	251.75	254.35	-2.60
23338.93 G2SF 4.5 4617 01/20/40	01/25/2010	12/31/2010	249.33	251.90	-2.57
19814.9466 GNJO 3.5 737412 09-15-25	09/17/2010	11/15/2010	91.81	95.32	-3.51
19726.3134 GNJO 3.5 737412 09-15-25	09/17/2010	12/15/2010	88.63	92.03	-3.40
19612.8498 GNJO 3.5 737412 09-15-25	09/17/2010	12/31/2010	113.46	117.81	-4.35
19520.3656 GNJO 3.5 737412 09-15-25	09/17/2010	01/31/2011	92.48		92.48
20000. GNJO 3.5 737412 09-15-25	09/17/2010	02/10/2011	19,593.57	20,363.65	-770.08
19970.066 GNSF 4.0 737915 01/15/41	12/10/2010	02/15/2011	29.93	30.06	-0.13
19910.6626 GNSF 4.0 737915 01/15/41	12/10/2010	03/15/2011	59.40	59.64	-0.24
20000. GNSF 4.0 737915 01/15/41	12/10/2010	03/16/2011	20,167.32	19,991.55	175.77
20361. GNSF 4.0 783267 03/15/41	06/16/2011	08/09/2011	20,804.25	20,290.80	513.45
19901.1067 GNSF 4.0 783267 03/15/41	06/16/2011	10/14/2011	98.77	101.24	-2.47
19795.8967 GNSF 4.0 783267 03/15/41	06/16/2011	10/14/2011	105.21	107.84	-2.63
5000. GENERAL ELEC CAP CORP SR UNSEC 2.95% 05/09/2016	05/04/2011	10/12/2011	4,975.45	4,991.11	-15.66
5000. GOLDMAN SACHS GROUP 6.15% 04-01-18	08/09/2010	12/13/2010	5,429.95	5,440.60	-10.65
40. ILLINOIS TOOL WORKS INC	11/05/2010	08/10/2011	1,722.08	1,927.88	-205.80
100. ISRAEL CHEMICALS LTD ADR UNSPON	10/11/2010	08/11/2011	1,297.65	1,536.11	-238.46
100. ISRAEL CHEMICALS LTD ADR UNSPON	10/07/2010	08/15/2011	1,425.57	1,468.39	-42.82
5000. JP MORGAN CHASE FRN SR UNSEC VAR 01/24/14	01/14/2011	04/27/2011	5,019.20	5,000.00	19.20
5000. JP MORGAN CHASE FRN SR UNSEC 05/02/14	04/27/2011	08/12/2011	4,952.88	5,000.00	-47.12
5000. JP MORGAN CHASE SR UNSEC 3.4% 06/24/15	08/13/2010	11/05/2010	5,261.10	5,144.00	117.10
100. KRAFT FOODS INC CL A	07/21/2011	08/22/2011	3,359.68	3,545.68	-186.00
5000. LOWE'S COMPANIES INC SR UNSEC 5.0% 10/15/15	09/23/2010	11/17/2010	5,715.95	5,760.25	-44.30
5000. LOWES COS INC 5.4% 10/15/2016	11/17/2010	09/14/2011	5,808.95	5,834.50	-25.55
5000. MEDCO HEALTH SOLUTIONS SR UNSEC 2.75% 09/15/2015	09/08/2010	03/24/2011	4,953.70	4,999.30	-45.60
50. MERCK & CO INC	09/10/2010	01/25/2011	1,672.07	1,827.97	-155.90
5000. PEPSICO INC SR UNSEC 0.875% 10/25/13	10/19/2010	05/03/2011	4,982.35	4,998.23	-15.88
5000. RIO TINTO FIN USA LTD 5.875% 07/15/13	08/16/2010	11/03/2010	5,659.85	5,578.80	81.05
5000. ROYAL BK OF SCOTLAND SR UNSEC 3.95% 09/21/15	09/13/2010	01/04/2011	4,914.20	4,990.34	-76.14
100. SCHWAB CHARLES NEW	12/07/2010	10/11/2011	1,222.45	1,626.44	-403.99
10. 3M COMPANY	11/03/2010	10/27/2011	819.48	849.99	-30.51
5000. US TREASURY BOND 8.125% 08/15/19	10/07/2010	12/03/2010	7,119.92	7,385.18	-265.26
30000. US TREASURY BOND 8.125% 08/15/19	10/07/2010	01/13/2011	41,774.88	43,650.90	-1,876.02
20000. US TREASURY BOND 6.875% 08/15/25	04/21/2011	07/21/2011	27,205.39	26,493.03	712.36
Totals					

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JOHN BROWN COOK FOUNDATION INC.

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
5000. US TREASURY I/L FRN 2.125% 02/15/41	10/20/2011	10/26/2011	6,753.30	6,647.66	105.64
5000. US TREASURY BOND 3.75% 08/15/41	09/23/2011	10/20/2011	5,550.76	5,903.34	-352.58
20000. US TREASURY I/L FRN 1.875% 07/15/13	08/18/2011	09/22/2011	25,895.16	25,926.35	-31.19
10000. US TREASURY I/L FRN 1.875% 07/15/15	01/06/2011	07/21/2011	12,877.67	12,604.64	273.03
10000. US TREASURY I/L FRN 1.875% 07/15/15	01/06/2011	08/18/2011	12,903.76	12,608.54	295.22
15000. US TREASURY NOTES 4.5% 05/15/17	09/23/2010	12/03/2010	17,123.44	17,509.04	-385.60
10000. US TREASURY NOTE 3.375% 06/30/2013	01/13/2011	02/24/2011	10,583.56	10,642.61	-59.05
10000. US TREASURY NOTE 3.375% 06/30/2013	01/13/2011	06/15/2011	10,602.70	10,642.61	-39.91
5000. US TREASURY NOTE 2.375% 09/30/14	02/10/2011	06/20/2011	5,255.65	5,122.28	133.37
5000. US TREASURY NOTE 2.375% 09/30/14	02/10/2011	08/23/2011	5,302.91	5,122.28	180.63
10000. US TREASURY NOTE 2.375% 09/30/14	02/10/2011	09/09/2011	10,614.81	10,244.57	370.24
5000. US TREASURY NOTE 3.625% 02/15/20	12/16/2010	01/13/2011	5,185.14	5,112.72	72.42
5000. US TREASURY NOTE 3.625% 02/15/20	04/28/2011	10/14/2011	5,649.78	5,189.86	459.92
20000. US TREASURY NOTE 3.5% 05/15/20	08/16/2011	10/14/2011	22,392.11	22,467.19	-75.08
5000. US TREASURY NOTE 2.625% 11/15/20	01/28/2011	03/23/2011	4,708.20	4,716.61	-8.41
15000. US TREASURY NOTE 0.625% 01/31/2013	06/27/2011	08/16/2011	15,097.22	15,070.36	26.86
10000. US TREASURY NOTE 0.5% 11/15/13	09/06/2011	09/28/2011	10,039.81	10,057.85	-18 04
15000. US TREASURY NOTE 0.625% 12/31/12	03/18/2011	05/06/2011	15,050.34	15,024.02	26.32
15000. US TREASURY NOTE 0.625% 12/31/12	03/23/2011	06/16/2011	15,073.99	15,013.90	60.09
15000. US TREASURY NOTE 0.625% 12/31/12	03/23/2011	06/27/2011	15,072.61	15,008.84	63.77
5000. US TREASURY I/L FRN 0.625% 07/15/21	09/22/2011	10/05/2011	5,304.49	5,281.94	22.55
50. VISA INC CL A	06/17/2010	01/25/2011	3,568.62	3,701.71	-133.09
Totals			791,201.00	793,991.00	-2,789.00

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JOHN BROWN COOK FOUNDATION INC.

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
75. ALBERTO CULVER CO	09/23/2009	05/11/2011	2,812.50	2,039.62	772.88
150. ALLSTATE CORP (THE)	05/22/2009	09/06/2011	3,667.29	3,942.30	-275.01
100. AMERICAN WATER WORKS	08/13/2009	03/08/2011	2,785.65	1,925.00	860.65
100. AMERICAN WATER WORKS	08/13/2009	03/09/2011	2,785.75	1,925.00	860.75
100. AMERICAN WATER WORKS	08/13/2009	03/16/2011	2,726.60	1,925.00	801.60
100. AMERICAN WATER WORKS	08/13/2009	03/22/2011	2,760.69	1,925.00	835.69
100. AMERICAN WATER WORKS	08/13/2009	03/24/2011	2,768.19	1,925.00	843.19
100. AMERICAN WATER WORKS	08/14/2009	03/30/2011	2,787.59	1,918.77	868.82
8519.5436 AMCAR 07-D A4A FSA 5.56% 06/06/2014	09/11/2007	11/08/2010	404.25	404.22	0.03
8137.6496 AMCAR 07-D A4A FSA 5.56% 06/06/2014	09/11/2007	12/06/2010	381.89	381.86	0.03
7781.8784 AMCAR 07-D A4A FSA 5.56% 06/06/2014	09/11/2007	01/06/2011	355.77	355.74	0.03
7420.2938 AMCAR 07-D A4A FSA 5.56% 06/06/2014	09/11/2007	02/07/2011	361.58	361.55	0.03
7050.9315 AMCAR 07-D A4A FSA 5.56% 06/06/2014	09/11/2007	03/07/2011	369.36	369.33	0.03
6640.4939 AMCAR 07-D A4A FSA 5 56% 06/06/2014	09/11/2007	04/06/2011	410.44	410.40	0.04
6315.9925 AMCAR 07-D A4A FSA 5.56% 06/06/2014	09/11/2007	05/06/2011	324.50	324.47	0.03
6020.2677 AMCAR 07-D A4A FSA 5.56% 06/06/2014	09/11/2007	06/06/2011	295.72	295.70	0.02
5716.5002 AMCAR 07-D A4A FSA 5.56% 06/06/2014	09/11/2007	07/06/2011	303.77	303.74	0.03
5431.8963 AMCAR 07-D A4A FSA 5.56% 06/06/2014	09/11/2007	08/08/2011	284.60	284.58	0.02
5139.115 AMCAR 07-D A4A FSA 5.56% 06/06/2014	09/11/2007	09/06/2011	292.78	292.76	0.02
4842.1642 AMCAR 07-D A4A FSA 5.56% 06/06/2014	09/11/2007	10/06/2011	296.95	296.92	0.03
100. BANK OF NEW YORK MELLON CORP	06/17/2009	10/04/2011	1,778.63	2,849.40	-1,070.77
100. BRISTOL-MYERS SQUIBB CO	02/09/2010	02/15/2011	2,550.76	2,418.71	132.05
225. CAMECO CORP US$	05/04/2009	04/12/2011	6,316.43	4,813.08	1,503.35
75. CANADIAN NATURAL RESOURCES LTD US$	03/07/2007	04/29/2011	3,492.36	1,902.30	1,590.06
75. CANADIAN NATURAL RESOURCES LTD US$	03/07/2007	07/11/2011	3,039.86	1,902.30	1,137.56
100. CELGENE CORP	01/08/2009	02/10/2011	5,139.30	5,885.47	-746.17
15. CELGENE CORP	01/08/2009	02/11/2011	777.83	762.54	15.29
25. CERNER CORP	06/03/2008	03/24/2011	2,705.57	1,134.14	1,571.43
100. CERNER CORP	08/03/2006	07/27/2011	6,255.23	2,072.75	4,182.48
25. CERNER CORP	08/03/2006	07/27/2011	1,550.42	518.19	1,032.23
50. CERNER CORP	08/03/2006	08/09/2011	2,806.06	1,036.37	1,769.69
225. CISCO SYSTEMS INC	02/24/2010	04/05/2011	3,892.63	5,384.68	-1,492.05
Totals					

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JOHN BROWN COOK FOUNDATION INC.

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
100. CISCO SYSTEMS INC	10/16/2008	04/08/2011	1,771.88	1,880.38	-108.50
250. CISCO SYSTEMS INC	10/16/2008	07/08/2011	3,905.60	2,211.30	1,694.30
5000. CLEVELAND ELEC 8.875% 11/15/18	11/13/2008	08/24/2011	6,681.90	5,000.00	1,681.90
25. COLGATE-PALMOLIVE CO	08/05/2009	06/29/2011	2,162.15	1,789.12	373.03
5000. DEVON ENERGY CORP SR UNSEC 6.3% 01/15/2019	07/07/2009	04/25/2011	5,887.55	5,347.45	540.10
50. DREAMWORKS ANIMATION SKG INC	02/11/2010	06/27/2011	1,007.74	1,960.19	-952.45
50. DREAMWORKS ANIMATION SKG INC	02/04/2010	06/28/2011	998.23	1,940.60	-942.37
100. DREAMWORKS ANIMATION SKG INC	02/05/2010	08/10/2011	1,908.57	3,869.55	-1,960.98
5000. DUKE ENERGY OHIO INC 2.1% 06/15/13	06/09/2010	10/26/2011	5,106.05	5,053.15	52.90
9983.1639 FNR 07-33 HE PAC 5.5% 04/25/2037	03/27/2007	11/26/2010	129.36	129.64	-0.28
9854.4672 FNR 07-33 HE PAC 5.5% 04/25/2037	03/27/2007	12/27/2010	128.70	128.98	-0.28
9726.4274 FNR 07-33 HE PAC 5.5% 04/25/2037	03/27/2007	01/25/2011	128.04	128.32	-0.28
9599.0408 FNR 07-33 HE PAC 5.5% 04/25/2037	03/27/2007	02/25/2011	127.39	127.67	-0.28
9472.3044 FNR 07-33 HE PAC 5.5% 04/25/2037	03/27/2007	03/25/2011	126.74	127.02	-0.28
9346.2146 FNR 07-33 HE PAC 5.5% 04/25/2037	03/27/2007	04/25/2011	126.09	126.37	-0.28
9220.7682 FNR 07-33 HE PAC 5.5% 04/25/2037	03/27/2007	05/25/2011	125.45	125.73	-0.28
9110.1566 FNR 07-33 HE PAC 5.5% 04/25/2037	03/27/2007	06/27/2011	110.61	110.86	-0.25
8971.7924 FNR 07-33 HE PAC 5.5% 04/25/2037	03/27/2007	07/25/2011	138.36	138.67	-0.31
8848.2563 FNR 07-33 HE PAC 5.5% 04/25/2037	03/27/2007	08/25/2011	123.54	123.81	-0.27
8725.3505 FNR 07-33 HE PAC 5.5% 04/25/2037	03/27/2007	09/26/2011	122.91	123.18	-0.27
8620.5788 FNR 07-33 HE PAC 5.5% 04/25/2037	03/27/2007	10/25/2011	104.77	105.01	-0.24
11867.8109 FNCI 4.0 931069 05/01/24	04/23/2009	11/26/2010	351.26	356.36	-5.10
11411.4153 FNCI 4.0 931069 05/01/24	04/23/2009	12/27/2010	456.40	463.03	-6.63
10962.692 FNCI 4.0 931069 05/01/24	04/23/2009	12/31/2010	448.72	455.24	-6.52
15000. FNCI 4.0 931069 05/01/24	04/23/2009	02/22/2011	10,673.57	11,121.99	-448.42
10618.9191 FNCI 4.0 931069 05/01/24	04/23/2009	03/08/2011	343.77		343.77
10410.068 FNCI 4.0 931069 05/01/24	04/23/2009	03/25/2011	208 85		208.85
28685.7336 FNCN 4.5 MA0125 07/01/19	05/07/2009	11/26/2010	1,711.30	1,766.92	-55.62
27892.9144 FNCN 4.5 MA0125 07/01/19	05/07/2009	12/27/2010	792.82	818.59	-25.77
26843.6888 FNCN 4.5 MA0125 07/01/19	05/07/2009	12/31/2010	1,049.23	1,083.33	-34.10
26198.93 FNCN 4.5 MA0125 07/01/19	05/07/2009	02/25/2011	644.76	665.71	-20.95
25672.8844 FNCN 4.5 MA0125 07/01/19	05/07/2009	03/25/2011	526.05	543.14	-17.09
24773.686 FNCN 4.5 MA0125 07/01/19	05/07/2009	04/25/2011	899.20	928.42	-29.22
24423.9072 FNCN 4.5 MA0125 07/01/19	05/07/2009	05/25/2011	349.78	361.15	-11.37
23998.766 FNCN 4.5 MA0125 07/01/19	05/07/2009	06/27/2011	425.14	438.96	-13.82
Totals					

JOHN BROWN COOK FOUNDATION INC.

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
23541.166 FNCN 4.5 MA0125 07/01/19	05/07/2009	07/25/2011	457.60	472.47	-14.87
22718.3584 FNCN 4.5 MA0125 07/01/19	05/07/2009	08/25/2011	822.81	849.55	-26.74
21997.43 FNCN 4.5 MA0125 07/01/19	05/07/2009	09/26/2011	720.93	744.36	-23.43
21539.2228 FNCN 4.5 MA0125 07/01/19	05/07/2009	10/25/2011	458.21	473.10	-14.89
25. FEDEX CORP	04/01/2004	07/19/2011	2,288.56	1,878.00	410.56
25. FEDEX CORP	04/01/2004	10/07/2011	1,787.76	1,878.00	-90.24
23179.2303 G2SF 4.5 4617 01/20/40	01/25/2010	01/31/2011	159.70	161.35	-1.65
23021.6285 G2SF 4.5 4617 01/20/40	01/25/2010	03/21/2011	157.60	159.23	-1.63
22901.0985 G2SF 4.5 4617 01/20/40	01/25/2010	04/20/2011	120.53	121.77	-1.24
22767.9055 G2SF 4.5 4617 01/20/40	01/25/2010	05/20/2011	133.19	134.57	-1.38
22661.6525 G2SF 4.5 4617 01/20/40	01/25/2010	06/20/2011	106.25	107.35	-1.10
22498.6723 G2SF 4.5 4617 01/20/40	01/25/2010	07/20/2011	162.98	164.66	-1.68
22347.28 G2SF 4.5 4617 01/20/40	01/25/2010	08/22/2011	151.39	152.95	-1.56
22176.2195 G2SF 4.5 4617 01/20/40	01/25/2010	09/20/2011	171.06	172.82	-1.76
21947.4648 G2SF 4.5 4617 01/20/40	01/25/2010	10/20/2011	228.75	231.11	-2.36
5000. GENL ELEC CAP CORP 2.2% 06/08/2012	01/05/2009	01/06/2011	5,112.33	4,998.65	113.68
100. GENERAL MILLS INC	11/20/2009	01/12/2011	3,656.56	3,386.44	270.12
25. GENERAL MILLS INC	11/19/2009	04/12/2011	913.76	837.63	76.13
100. GENERAL MILLS INC	11/19/2009	07/21/2011	3,783.42	3,350.50	432.92
50. HEWLETT-PACKARD CO	02/09/2005	07/15/2011	1,750.43	1,078.56	671.87
4771.7056 HONDA AUTO REC OWNER TR SER 2010-2 CL A31.34% 03/18/20	05/12/2010	09/19/2011	228.29	228.27	0.02
4433.2589 HONDA AUTO REC OWNER TR SER 2010-2 CL A31.34% 03/18/20	05/12/2010	10/18/2011	338.45	338.41	0.04
5000. ILL ST GO TAXABLE BAB 5.947% 04/01/22	04/21/2010	04/28/2011	5,092.50	5,000.00	92.50
100. ILLINOIS TOOL WORKS INC	04/01/2004	08/03/2011	4,878.17	3,946.50	931.67
60. ILLINOIS TOOL WORKS INC	04/01/2004	08/10/2011	2,583.12	2,367.90	215.22
25. ILLINOIS TOOL WORKS INC	04/01/2004	08/11/2011	1,094.70	986.62	108.08
100. IRON MOUNTAIN INC	08/04/2009	01/24/2011	2,473.74	3,026.50	-552.76
5000. KINDER MORGAN ENERGY PARTNERS 5.125% 11/15/2014	10/16/2009	02/24/2011	5,431.60	5,217.55	214.05
125. KRAFT FOODS INC CL A	05/10/2007	08/23/2011	4,209.16	4,002.39	206.77
300. LOWES COMPANIES INC	07/20/2004	09/14/2011	5,843.97	7,457.62	-1,613.65
100. LOWES COMPANIES INC	08/03/2009	09/19/2011	1,999.72	2,378.82	-379.10
300. LOWES COMPANIES INC	08/03/2009	09/20/2011	6,041.92	6,226.60	-184.68
150. MARATHON OIL CORP COM	10/07/2008	04/12/2011	7,516.14	6,785.60	730.54
35. MCDONALDS CORP	06/08/2010	07/18/2011	2,990.42	2,385.60	604.82
50 MEDTRONIC INC	03/31/2006	11/23/2010	1,701.17	2,548 60	-847.43
Totals					

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JOHN BROWN COOK FOUNDATION INC.

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
100. MEDTRONIC INC	04/20/2009	03/17/2011	3,706.33	3,622.34	83.99
150. MERCK & CO INC	06/03/2009	01/25/2011	5,016.22	4,063.87	952.35
150. MERCK & CO INC	05/20/2009	10/07/2011	4,764.19	3,886.15	878.04
.5 NATIONAL INSTRUMENTS CORP	04/01/2005	02/23/2011	15.63	8.05	7.58
25. NINTENDO CO LTD ADR UNSPON	06/11/2009	10/12/2011	472.68	827.05	-354.37
5000. NORTHROP GRUMMAN CORP 7.75% 03/01/2016	06/09/2009	11/09/2010	6,520.95	5,654.80	866.15
100. PAYCHEX INC	06/05/2008	02/10/2011	3,319.76	3,370.27	-50.51
50. PAYCHEX INC	08/04/2009	02/15/2011	1,655.56	1,331.32	324.24
75. PEPSICO INC	01/15/2009	03/30/2011	4,875.31	3,308.26	1,567.05
25. PEPSICO INC	04/15/2003	04/07/2011	1,644.08	1,023.00	621.08
15. POTASH CORP OF SASKATCHEWAN INC US$	10/06/2006	01/25/2011	2,437.31	542.45	1,894.86
50. PROCTER & GAMBLE CO	05/21/2009	08/03/2011	3,033.82	2,648.83	384.99
100. PROGRESSIVE CORP OHIO	02/27/2007	05/31/2011	2,159.55	2,283.26	-123.71
100. PROGRESSIVE CORP OHIO	02/27/2007	06/01/2011	2,144.80	2,283.26	-138.46
75. QUALCOMM INC	11/18/2009	06/10/2011	4,103.37	3,407.63	695.74
15. 3M COMPANY	05/07/2010	10/27/2011	1,229.22	1,247.69	-18.47
100. TITANIUM METALS CORPORATION	10/22/2008	04/13/2011	1,797.79	819.86	977.93
35. UNION PACIFIC CORP	05/11/2004	01/27/2011	3,319.12	998.68	2,320.44
60. UNION PACIFIC CORP	05/11/2004	08/09/2011	5,380.71	1,712.02	3,668.69
5000. US TREASURY BOND 7.25% 05/15/2016	12/18/2009	01/12/2011	6,306.43	6,314.67	-8.24
5000. US TREASURY BOND 7.25% 05/15/2016	01/12/2010	05/06/2011	6,305.65	6,239.47	66.18
10000. US TREASURY BOND 8.750% 05/15/17	12/18/2009	03/23/2011	13,621.88	13,793.79	-171.91
5000. WELLS FARGO CO 3.75% 10/01/14	09/24/2009	09/07/2011	5,329.20	4,995.11	334 09
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			282,010.00	250,469.00	31,541.00
Totals			282,010.00	250,469 00	31,541.00

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JOHN BROWN COOK FOUNDATION INC.
Account Number XXXX59400

Portfolio Holdings Summary by Sector

As of October 31, 2011
Reporting Currency: USD

Description	Total Cost	Total Market Value	% of Asset Class	% of Total Net Assets
Cash and Cash Equivalents				
CASH AND CASH EQUIVALENTS	75,295	75,295	97 4	2 8
PENDING PURCHASES/SALES	2,049	2,049	2.6	0.1
Total Cash and Cash Equivalents	**77,343**	**77,343**	**100.0**	**2.9**
Fixed Income				
ASSET BACKED	9,274	9,419	1 3	0.4
MORTGAGE BACKED	174,327	180,543	25.7	6.8
GOVERNMENT	281,373	287,728	40 9	10.9
CORPORATE BONDS	219,468	225,732	32 1	8.5
Total Fixed Income	**684,443**	**703,422**	**100.0**	**26.5**
Equity				
ENERGY	81,166	106,537	5 7	4 0
MATERIALS	58,421	66,362	3.5	2.5
INDUSTRIALS	97,589	127,200	6.8	4.8
CONSUMER DISCRETIONARY	97,808	112,417	6.0	4.2
CONSUMER STAPLES	28,808	37,967	2 0	1 4
HEALTH CARE	56,076	91,078	4.9	3.4
FINANCIALS	65,328	62,138	3.3	2.3
INFORMATION TECHNOLOGY	121,487	169,375	9.1	6.4
TELECOMMUNICATION SERVICES	8,235	10,554	0.6	0 4
UTILITIES	13,193	13,178	0.7	0.5
MUTUAL FUNDS	1,330,253	1,073,934	57.4	40 5
Total Equity	**1,958,363**	**1,870,737**	**100.0**	**70.6**
Total Net Assets	**2,720,150**	**2,651,503**		**100.0**

JOHN BROWN COOK FOUNDATION INC.
Account Number: XXXX59400

Detailed Holdings List by Sector
As of October 31, 2011
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
Cash and Cash Equivalents									
SSGA US GOV MONEY MARKET FUND	75,295	1.00	75,295	1.00	75,295	2.8	0	0	0.0
PENDING PURCHASES/SALES			2,049		2,049	0.1			
Total Cash and Cash Equivalents			**77,343**		**77,343**	**2.9**	**0**	**0**	**0.0**
Fixed Income									
ASSET BACKED									
AMCAR 07-D A4A FSA 5.56% 06/06/2014	4,842	99.99	4,842	102.50	4,963	0.2	122	269	5.4
HONDA AUTO REC OWNER TR SER 2010-2 CL A3 1 34% 03/18/2014	4,433	99.99	4,433	100 50	4,456	0.2	23	59	1.3
TOTAL ASSET BACKED			**9,274**		**9,419**	**0.4**	**145**	**329**	**3.5**
MORTGAGE BACKED									
CD 05-CD1 A4 5.39701% 07/15/44	10,000	107.35	10,735	109.51	10,951	0.4	216	540	4.9
FHMS K703 A2 2.699% 05/25/18	5,000	101.00	5,050	101.25	5,062	0.2	12	135	2.7
FNCI 3.5 AE0676 01/01/26	22,778	103.31	23,532	104.05	23,700	0.9	167	797	3.4
FNCL 4.0 AE9690 85K MAX 11/01/40	23,871	99.92	23,853	104.92	25,046	0.9	1,193	955	3.8
FNCL 4.5 AH8924 MHA 04/01/41	19,524	101 64	19,844	106 50	20,794	0 8	949	879	4 2
FNCL 5.0 AI5236 MHA 06-01-41	24,589	107.86	26,521	108.70	26,728	1.0	207	1,229	4.6
FNCL 6 0 959477 12-01-37	10,751	109.19	11,739	109.84	11,810	0.4	71	645	5 5
FNCN 4.5 MA0125 07/01/19	21,539	103.25	22,239	106.52	22,944	0.9	705	969	4.2
FNR 07-33 HE PAC 5.5% 04/25/2037	8,621	100.22	8,640	112.24	9,676	0.4	1,036	474	4.9
G2SF 4.5 4617 01/20/40	21,947	101.03	22,174	108.59	23,833	0.9	1,659	988	4.1
TOTAL MORTGAGE BACKED			**174,327**		**180,543**	**6.8**	**6,215**	**7,611**	**4.2**
GOVERNMENT									
EUROPEAN INVT BK 3 125% 06/04/14	15,000	99 60	14,940	106 03	15,904	0 6	963	469	3 0
GMAC FDIC 2 2% 12/19/12	15,000	103.18	15,476	102.16	15,324	0.6	(153)	330	2.2
US TREASURY BOND 4 0% 02/15/2015	40,000	111 15	44,461	111 37	44,547	1 7	86	1,600	3 6

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JOHN BROWN COOK FOUNDATION INC.
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US TREASURY BOND 7.25% 05/15/2016	20,000	124.79	24,958	128.56	25,713	1.0	755	1,450	5.6
US TREASURY I/L FRN 0.125% 04/15/16	10,263	103.70	10,642	104.76	10,751	0.4	109	13	0.1
US TREASURY I/L FRN 0.625% 07/15/21	20,101	102.48	20,600	105.31	21,169	0.8	570	126	0.6
US TREASURY I/L FRN 1 875% 07/15/13	6,167	105 39	6,499	105.38	6,499	0.2	0	116	1.8
US TREASURY NOTE 1.875% 08/31/17	35,000	100.53	35,185	103.34	36,170	1.4	986	656	1.8
US TREASURY NOTE 2.125% 08/15/21	5,000	102.40	5,120	99.56	4,978	0 2	(142)	106	2.1
US TREASURY NOTE 2.375% 05-31-18	10,000	100.97	10,097	105.54	10,554	0.4	457	238	2.3
US TREASURY NOTE 2.625% 02/29/16	30,000	106.05	31,816	107.75	32,325	1 2	509	788	2.4
US TREASURY NOTE 3.5% 05/15/20	20,000	105.49	21,098	112.63	22,525	0.8	1,427	700	3.1
US TREASURY NOTES 4 5% 05/15/17	35,000	115.66	40,481	117.91	41,270	1.6	789	1,575	3.8
TOTAL GOVERNMENT			**281,373**		**287,728**	**10.9**	**6,356**	**8,165**	**2.8**
CORPORATE BONDS									
APACHE CORP SR UNSEC 6 25% 04/15/12	5,000	108 11	5,405	102.37	5,118	0.2	(287)	313	6.1
ARCELORMITTAL SR UNSEC 3.75% 03/01/16	5,000	100.14	5,007	98.50	4,925	0.2	(82)	188	3.8
ASTRAZENECA PLC 5.9% 09/15/2017	5,000	99.93	4,997	121.30	6,065	0 2	1,068	295	4.9
AT&T CORP SR UNSEC 3.875% 08/15/21	2,000	103.61	2,072	104.13	2,083	0.1	11	78	3.7
AT&T INC 5.875% 02/01/12	5,000	106.72	5,336	101.30	5,065	0.2	(271)	294	5.8
BANK OF AMERICA CORP SR UNSEC 3.75% 07/12/16	10,000	99.78	9,978	95.39	9,539	0.4	(439)	375	3.9
BERKSHIRE HATHAWAY FRN 02/11/13	5,000	100.00	5,000	100 33	5,016	0 2	16	35	0.7
BRANDYWINE OPER PARTNERS LP SR UNSEC 4.95% 04/15/2018	2,000	97.23	1,945	96.99	1,940	0.1	(5)	99	5.1
CANADIAN NATIONAL RAILWAY 4.95% 01/15/2014	5,000	112.01	5,601	109.04	5,452	0.2	(149)	248	4.5
CAROLINA POWER & LIGHT SR UNSEC 6.5% 07/15/12	5,000	109.74	5,487	104.00	5,200	0.2	(287)	325	6.3
CHEVRON CORP 3.95% 03/03/2014	2,000	106.39	2,128	107.59	2,152	0 1	24	79	3.7

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CISCO SYSTEMS INC SR UNSEC 2.9% 11/17/14	5,000	106.83	5,342	105.62	5,281	0.2	(61)	145	2.8
COMCAST CORP 5.3% 01-15-14	5,000	111.51	5,576	108.65	5,433	0.2	(143)	265	4.9
CONSUMERS ENERGY CO 5.65% 09/15/2018	5,000	99.62	4,981	117.52	5,876	0.2	895	283	4.8
DUPONT EI NEMOUR FRN SR UNSEC	5,000	100.00	5,000	100.51	5,025	0.2	25	33	0.7
ENBRIDGE INC 5.60% 04/01/17	5,000	110.67	5,533	113.54	5,677	0.2	144	280	4.9
GE CAP CORP SR UNSEC 3.35% 10/17/16	5,000	99.88	4,994	102.76	5,138	0.2	144	168	3.3
GOLDMAN SACHS GROUP SR UNSEC 3.625% 02/07/16	5,000	100.93	5,046	99.08	4,954	0.2	(92)	181	3.7
HEWLETT-PACKARD CO SR UNSEC 1.55% 05-30-14	5,000	99.97	4,999	100.28	5,014	0.2	16	78	1.6
JP MORGAN CHASE SR UNSEC 3.4% 06/24/15	5,000	101.27	5,064	103.01	5,150	0.2	87	170	3.3
KIMCO RLTY CORP 5.584% 11/23/15	5,000	109.62	5,481	107.70	5,385	0.2	(96)	279	5.2
KINDER MORGAN ENERGY SR UNSEC 3.5% 03/01/16	5,000	100.64	5,032	104.54	5,227	0.2	195	175	3.4
KROGER CO 7.5% 01/15/2014	5,000	99.81	4,990	112.82	5,641	0.2	651	375	6.7
NATIONAL GRID GROUP PLC 6.3% 08/01/2016	5,000	99.79	4,989	115.01	5,751	0.2	761	315	5.5
NATIONAL RURAL UTIL SR SEC 1ST LIEN 1.125% 11/01/13	5,000	99.97	4,998	100.22	5,011	0.2	13	56	1.1
NEWS AMERICA SR UNSEC 5.3% 12/15/14	5,000	114.01	5,700	109.80	5,490	0.2	(210)	265	4.8
NOVARTIS 4.125% 02/10/2014	5,000	99.90	4,995	107.92	5,396	0.2	401	206	3.8
PACIFICORP 5.65% 07/15/18	5,000	112.36	5,618	119.49	5,974	0.2	357	283	4.7
PEPSICO INC SR UNSEC 2.5% 05/10/16	5,000	99.91	4,995	103.95	5,198	0.2	202	125	2.4
PFIZER INC 4.45% 3/15/12	5,000	99.86	4,993	101.42	5,071	0.2	78	223	4.4
PROCTER & GAMBLE CO SR UNSEC 1.8% 11/15/15	5,000	99.18	4,959	102.52	5,126	0.2	167	90	1.8
PROLOGIS 7.625% 8/15/2014	5,000	99.49	4,974	110.65	5,533	0.2	558	381	6.9

Capital Group
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Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
RAYTHEON CO SR UNSEC 6.4% 12/15/18	5,000	123.93	6,196	122.54	6,127	0.2	(70)	320	5 2
ROYAL BK OF SCOTLAND SR UNSEC 3.25% 01/11/14	5,000	99.70	4,985	99.34	4,967	0.2	(18)	163	3.3
SIMON PROPERTY GROUP 5.25% 12/01/16	5,000	98.98	4,949	109.85	5,492	0 2	543	263	4.8
STATOIL 2.9% 10/15/14	5,000	104.72	5,236	105.70	5,285	0.2	49	145	2.7
TIME WARNER CABLE 3.5% 02/01/15	5,000	105.65	5,282	104.88	5,244	0 2	(38)	175	3.3
UNITED TECHNOLOGIES CORP SR UNSEC 4.875% 05/01/15	5,000	114.99	5,749	112.14	5,607	0.2	(143)	244	4.4
VIRGINIA ELEC & PWR SR UNSEC 5.4% 04/30/18	5,000	111 88	5,594	117.77	5,889	0.2	294	270	4 6
VODAFONE GROUP PLC 5.625% 02/27/2017	5,000	96.23	4,812	117.48	5,874	0.2	1,062	281	4.8
WAL-MART STORES SR UNSEC 1.5% 10/25/15	5,000	99.46	4,973	101 47	5,074	0.2	101	75	1.5
WELLPOINT INC 7% 02/15/2019	5,000	109.58	5,479	123.96	6,198	0.2	719	350	5.7
WESTPAC BANKING CORP 1 85% 12/09/13	5,000	99.95	4,997	101.42	5,071	0.2	74	93	1.8
TOTAL CORPORATE BONDS			**219,468**		**225,732**	**8.5**	**6,264**	**9,080**	**4.0**
Total Fixed Income			**684,443**		**703,422**	**26.5**	**18,980**	**25,185**	**3.6**

Equity

ENERGY

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
CAMECO CORP US$	50	22.32	1,116	21.43	1,072		(45)	20	1.9
CENOVUS ENERGY INC US$	390	31.93	12,451	34.20	13,338	0.5	887	312	2.3
CHEVRON CORP	95	79 84	7,585	105 05	9,980	0 4	2,395	296	3.0
DRIL-QUIP INC	75	63.26	4,745	65.10	4,883	0.2	138	0	0.0
ENCANA CORP COM US$	350	30 21	10,573	21.70	7,595	0 3	(2,978)	280	3.7
EOG RESOURCES INC	75	62 26	4,669	89.43	6,707	0.3	2,038	48	0.7
EXXON MOBIL CORP	65	10.19	663	78 09	5,076	0 2	4,413	122	2.4

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HALLIBURTON CO	100	26.32	2,632	37.36	3,736	0.1	1,104	36	1.0
NOBLE ENERGY INC	110	71 24	7,836	89.34	9,827	0.4	1,991	97	1 0
ROYAL DUTCH SHELL CL A ADR	275	49.81	13,698	70.91	19,500	0.7	5,802	920	4.7
SCHLUMBERGER LTD	235	41.81	9,826	73.47	17,265	0.7	7,440	235	1 4
SPECTRA ENERGY CORP	100	16.23	1,623	28.63	2,863	0.1	1,240	112	3.9
SUNCOR ENERGY INC NEW US$	50	14 02	701	31.91	1,596	0 1	894	22	1 4
WEATHERFORD INTL LTD US$	200	15.24	3,048	15.50	3,100	0.1	52	0	0.0
TOTAL ENERGY			**81,166**		**106,537**	**4.0**	**25,371**	**2,501**	**2.3**
MATERIALS									
AIR PRODUCTS & CHEMICALS INC	125	50.53	6,317	86 14	10,768	0 4	4,451	290	2.7
ALLEGHENY TECHNOLOGIES INC	300	51.14	15,341	46.40	13,920	0.5	(1,421)	216	1.6
BARRICK GOLD CORP US$	225	29.67	6,675	49 50	11,138	0 4	4,462	135	1.2
ECOLAB INC	125	31.39	3,923	53 84	6,730	0.3	2,807	88	1.3
MONSANTO CO NEW COM	175	67 50	11,813	72.75	12,731	0 5	918	210	1 7
NUCOR CORP	100	34.03	3,403	37.78	3,778	0.1	375	145	3.8
RIO TINTO PLC ADR SPON	80	75.94	6,075	54 06	4,325	0.2	(1,750)	93	2.2
VULCAN MATERIALS CO	95	51.29	4,873	31.29	2,973	0.1	(1,900)	4	0.1
TOTAL MATERIALS			**58,421**		**66,362**	**2.5**	**7,942**	**1,181**	**1.8**
INDUSTRIALS									
3M COMPANY	105	78 90	8,284	79.02	8,297	0 3	13	231	2.8
BOEING CO	50	51.23	2,561	65.79	3,290	0.1	728	84	2.6
CATERPILLAR INC	65	89 60	5,824	94.46	6,140	0 2	316	120	2 0
DANAHER CORP	275	31.72	8,722	48.35	13,296	0.5	4,574	28	0.2
EMERSON ELECTRIC CO	250	30 75	7,688	48 12	12,030	0 5	4,342	345	2 9
FEDEX CORP	50	51.01	2,551	81.83	4,092	0.2	1,541	26	0.6
FLUOR CORP (NEW)	30	19 17	575	56 85	1,706	0 1	1,130	15	0 9
GENERAL ELECTRIC CO (USD)	590	7.48	4,411	16.71	9,859	0.4	5,448	354	3.6
ILLINOIS TOOL WORKS INC	90	39 47	3,552	48 63	4,377	0 2	825	130	3 0
IRON MOUNTAIN INC	325	26 35	8,563	30 93	10,052	0 4	1,490	325	3.2
JACOBS ENGR GROUP	50	43 90	2,195	38 80	1,940	0 1	(255)	0	0 0

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Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
NIELSEN HOLDINGS NV US$	300	26.40	7,920	29.35	8,805	0.3	885	0	0.0
NORFOLK SOUTHERN CORP	100	55.23	5,523	73.99	7,399	0 3	1,876	172	2 3
REPUBLIC SERVICES INC	200	29.85	5,970	28.46	5,692	0.2	(278)	176	3.1
STANLEY BLACK & DECKER INC	125	55.58	6,948	63 85	7,981	0.3	1,034	205	2.6
UNION PACIFIC CORP	55	28.53	1,569	99.57	5,476	0.2	3,907	105	1.9
UNITED PARCEL SERVICE INC CL B	50	70.69	3,534	70 24	3,512	0 1	(22)	104	3 0
UNITED TECHNOLOGIES CORP	170	65.87	11,199	77.98	13,257	0.5	2,058	326	2.5
TOTAL INDUSTRIALS			**97,589**		**127,200**	**4.8**	**29,612**	**2,745**	**2.2**
CONSUMER DISCRETIONARY									
BEST BUY INC	50	49.62	2,481	26.23	1,312		(1,170)	32	2.4
CARNIVAL CORP COMMON PAIRED STOCK	250	30.57	7,644	35.21	8,803	0.3	1,159	250	2.8
COACH INC	100	41.77	4,177	65 07	6,507	0 2	2,330	90	1 4
COMCAST CORP CL A (NEW)	675	19.64	13,256	23.45	15,829	0.6	2,573	304	1.9
DREAMWORKS ANIMATION SKG INC	100	33 01	3,301	18 55	1,855	0 1	(1,446)	0	0.0
HOME DEPOT INC	275	34.30	9,432	35.80	9,845	0.4	413	275	2.8
LOWES COMPANIES INC	50	20.36	1,018	21.02	1,051		33	28	2.7
NEW YORK TIMES CO CL A	100	9.83	983	7.62	762		(221)	0	0.0
NIKE INC CL B	25	74 34	1,859	96 35	2,409	0 1	550	31	1.3
NORDSTROM INC	25	30.26	756	50.69	1,267		511	23	1.8
OMNICOM GROUP INC	50	40 50	2,025	44.48	2,224	0 1	199	50	2.3
PULTE GROUP INC	200	3.52	704	5.18	1,036		332	0	0.0
SCRIPPS NETWORKS INTERACTIVE CL A	125	40 53	5,066	42 48	5,310	0 2	244	50	0.9
SIGNET JEWELERS LTD	125	39.51	4,938	43.11	5,389	0.2	450	50	0.9
STRAYER ED INC	10	166 88	1,669	85 21	852		(817)	40	4 7
TARGET CORP	300	57.63	17,288	54.75	16,425	0.6	(863)	360	2.2
THE WALT DISNEY CO	275	22.54	6,197	34.88	9,592	0.4	3,395	110	1.2
TIFFANY & CO NEW	175	42.46	7,430	79.73	13,953	0.5	6,523	203	1.5

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TIME WARNER CABLE INC	40	54.92	2,197	63.69	2,548	0.1	351	77	3.0
URBAN OUTFITTERS INC	200	26.93	5,386	27.25	5,450	0.2	64	0	0.0
TOTAL CONSUMER DISCRETIONARY			**97,808**		**112,417**	**4.2**	**14,610**	**1,973**	**1.8**
CONSUMER STAPLES									
AVON PRODUCTS INC	225	28.07	6,316	18.28	4,113	0.2	(2,203)	207	5.0
COLGATE-PALMOLIVE CO	50	75.25	3,763	90.37	4,519	0.2	756	116	2.6
COSTCO WHOLESALE CORP	25	37.56	939	83.25	2,081	0 1	1,142	24	1.2
ENERGIZER HOLDINGS INC	25	78.58	1,965	73.79	1,845	0.1	(120)	0	0.0
GENERAL MILLS INC	75	33.51	2,513	38.53	2,890	0 1	377	92	3.2
NESTLE NAM SPON ADR	112	25.77	2,887	58.45	6,547	0.2	3,660	198	3.0
PEPSICO INC	115	40.92	4,706	62.95	7,239	0 3	2,533	237	3.3
PHILIP MORRIS INTERNATIONAL INC	125	45.77	5,721	69.87	8,734	0.3	3,013	385	4.4
TOTAL CONSUMER STAPLES			**28,808**		**37,967**	**1.4**	**9,158**	**1,258**	**3.3**
HEALTH CARE									
AGILENT TECHNOLOGIES INC	50	19 56	978	37.07	1,854	0.1	875	0	0.0
ALLERGAN INC	175	41.05	7,184	84.12	14,721	0.6	7,537	35	0.2
BRISTOL-MYERS SQUIBB CO	300	25.83	7,750	31.59	9,477	0.4	1,727	396	4.2
CERNER CORP	225	20.62	4,639	63.43	14,272	0.5	9,633	0	0.0
DAVITA INC	75	31 54	2,366	70.00	5,250	0.2	2,885	0	0.0
HUMAN GENOME SCIENCES INC	100	28.60	2,860	10.26	1,026		(1,834)	0	0.0
NOVO NORDISK A/S CL B ADR	25	72.30	1,808	106.30	2,658	0 1	850	34	1.3
PFIZER INC	200	20.62	4,124	19.26	3,852	0.1	(272)	160	4.2
PHARMASSET INC	45	75.84	3,413	70.40	3,168	0 1	(245)	0	0.0
SEATTLE GENETICS INC	450	18.91	8,511	22.00	9,900	0.4	1,389	0	0.0
SHIRE PLC ADR	175	42.89	7,506	94.30	16,503	0.6	8,997	70	0 4
UNITEDHEALTH GROUP INC	175	28.22	4,938	47.99	8,398	0 3	3,461	114	1.4
TOTAL HEALTH CARE			**56,076**		**91,078**	**3.4**	**35,003**	**809**	**0.9**

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FINANCIALS									
ACE LTD	50	64.52	3,226	72.15	3,608	0.1	381	70	1.9
AFLAC INC	25	43.38	1,084	45.09	1,127		43	33	2.9
ALLSTATE CORP (THE)	50	26 06	1,303	26.34	1,317		14	42	3.2
AON CORP	60	39.23	2,354	46.62	2,797	0.1	443	36	1.3
BB&T CORP	350	27.15	9,501	23.34	8,169	0.3	(1,332)	224	2.7
GOLDMAN SACHS GROUP INC	100	110 35	11,035	109.55	10,955	0.4	(80)	140	1.3
JPMORGAN CHASE & CO	409	33.96	13,889	34.76	14,217	0.5	328	409	2.9
MARSH & MCLENNAN COS INC	200	27.71	5,541	30.62	6,124	0.2	583	176	2.9
PROGRESSIVE CORP OHIO	275	19.55	5,378	19.01	5,228	0.2	(150)	110	2.1
SCHWAB CHARLES NEW	700	17.17	12,017	12.28	8,596	0.3	(3,421)	168	2.0
TOTAL FINANCIALS			**65,328**		**62,138**	**2.3**	**(3,191)**	**1,408**	**2.3**
INFORMATION TECHNOLOGY									
ACCENTURE PLC US$	35	56.69	1,984	60.26	2,109	0.1	125	47	2.2
APPLE INC	25	135.45	3,386	404.78	10,120	0.4	6,733	0	0.0
BROADCOM CORP	250	25.52	6,381	36 09	9,023	0 3	2,642	90	1 0
BROCADE COMMUNICATIONS SYS INC	200	3.68	736	4.38	876		140	0	0.0
CANON INC ADR	50	33.71	1,685	45.55	2,278	0.1	592	72	3.2
EBAY INC	150	32.78	4,916	31.83	4,775	0.2	(142)	0	0.0
FIRST SOLAR INC	50	99.93	4,997	49.77	2,489	0 1	(2,508)	0	0 0
GENPACT LTD	100	16.12	1,612	16.15	1,615	0.1	3	0	0.0
GOOGLE INC CL A	28	440.43	12,332	592.64	16,594	0.6	4,262	0	0.0
INTERNATIONAL BUSINESS MACHINES CORP	125	79.62	9,953	184.63	23,079	0.9	13,126	375	1.6
JACK HENRY & ASSOC INC	300	33.76	10,128	32 41	9,723	0 4	(405)	126	1 3
JUNIPER NETWORKS INC	50	23 98	1,199	24.47	1,224		25	0	0.0
KLA-TENCOR CORP	200	35.13	7,026	47 09	9,418	0 4	2,392	280	3 0
LOOPNET INC	100	11.49	1,149	17.69	1,769	0.1	620	0	0 0
MAXIM INTEGRATED PRODS INC	400	15 98	6,392	26 16	10,464	0 4	4,072	352	3 4

JOHN BROWN COOK FOUNDATION INC.
Account Number: XXXX59400

Detailed Holdings List by Sector
As of October 31, 2011
Reporting Currency. USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
MICROCHIP TECHNOLOGY INC	175	30.68	5,370	36.18	6,332	0.2	962	243	3.8
MICROSOFT CORP	545	16.49	8,988	26.63	14,513	0 5	5,525	436	3 0
NATIONAL INSTRUMENTS CORP	112	16.09	1,802	26.71	2,992	0.1	1,189	45	1.5
NINTENDO CO LTD ADR UNSPON	75	33.08	2,481	19.17	1,438	0 1	(1,043)	43	3.0
ORACLE CORP	325	26.77	8,700	32.77	10,650	0.4	1,950	78	0.7
POLYCOM INC	150	12.65	1,897	16.53	2,480	0.1	582	0	0 0
QUALCOMM INC	175	44.10	7,718	51.60	9,030	0.3	1,312	151	1.7
SAP AG SPON ADR	75	40.51	3,038	60.36	4,527	0 2	1,489	77	1.7
TE CONNECTIVITY LTD US$	150	19.94	2,990	35.55	5,333	0.2	2,342	108	2.0
VISA INC CL A	70	66.09	4,626	93 26	6,528	0 2	1,902	62	0 9
TOTAL INFORMATION TECHNOLOGY			**121,487**		**169,375**	**6.4**	**47,887**	**2,584**	**1.5**
TELECOMMUNICATION SERVICES									
AMERICAN TOWER CORP CL A	150	42.86	6,429	55 10	8,265	0.3	1,836	0	0 0
AT&T, INC.	15	21.21	318	29.31	440		122	26	5.9
VERIZON COMMUNICATIONS	50	29.76	1,488	36.98	1,849	0 1	361	100	5.4
TOTAL TELECOMMUNICATION SERVICES			**8,235**		**10,554**	**0.4**	**2,319**	**126**	**1.2**
UTILITIES									
EDISON INTERNATIONAL	100	32.59	3,259	40.60	4,060	0.2	801	128	3 2
NATIONAL GRID PLC - SP ADR	75	55.05	4,129	50.07	3,755	0.1	(373)	219	5.8
PG&E CORP	125	46 44	5,805	42 90	5,363	0.2	(443)	228	4 2
TOTAL UTILITIES			**13,193**		**13,178**	**0.5**	**(15)**	**575**	**4.4**
MUTUAL FUNDS									
CAPITAL WORLD GROWTH & INCOME FD CL F2	7,961	44 01	350,336	33 09	263,414	9.9	(86,922)	7,057	2 7
EUROPACIFIC GROWTH FUND CL F2	10,473	47.56	498,105	37.61	393,896	14 9	(104,210)	7,089	1.8

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JOHN BROWN COOK FOUNDATION INC.
Account Number: XXXX59400

Detailed Holdings List by Sector

As of October 31, 2011
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
NEW WORLD FUND CL F2	5,702	54.63	311,497	49 71	283,463	10 7	(28,033)	5,250	1.9
SMALLCAP WORLD FUND CL F2	3,836	44.39	170,315	34.71	133,161	5.0	(37,154)	2,413	1.8
TOTAL MUTUAL FUNDS			**1,330,253**		**1,073,934**	**40.5**	**(256,319)**	**21,809**	**2.0**
Total Equity			**1,958,363**		**1,870,737**	**70.6**	**(87,623)**	**36,967**	**2.0**
Total Net Assets			**2,720,150**		**2,651,503**	**100.0**	**(68,643)**	**62,152**	**2.3**