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

2011

For calendar year 2011 or tax year beginning MAR 1, 2011 , and ending DEC 31, 2011

Name of foundation: VIRGINIA LEE COOK FOUNDATION

A Employer identification number: 27-4334359

Number and street (or P O box number if mail is not delivered to street address): 180 NORTH STETSON AVENUE — Room/suite: 1940

B Telephone number: (312) 819-4060

City or town, state, and ZIP code: CHICAGO, IL 60601

C If exemption application is pending, check here ▶ ☐

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

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, col. (c), line 16)* ▶$ 1,915,247.

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))

	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	1,694,763.		N/A	
	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	26,417.	26,417.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-39,915.			
	b	Gross sales price for all assets on line 6a 504,259.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	1,681,265.	26,417.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	3,500.	3,500.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 2	8,484.	6,984.		1,500.
	b	Accounting fees				
	c	Other professional fees STMT 3	11,132.	11,132.		0.
	17	Interest				
	18	Taxes STMT 4	37.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	850.	0.		850.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	24,003.	21,616.		2,350.
	25	Contributions, gifts, grants paid	70,000.			70,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	94,003.	21,616.		72,350.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,587,262.			
	b	**Net investment income** (if negative, enter -0-)		4,801.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		97,198.	97,198.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	0.	1,490,064.	1,818,049.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	0.	1,587,262.	1,915,247.
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			
	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 ▶ ☐ 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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	1,587,262.	
	30 **Total net assets or fund balances**	0.	1,587,262.	
	31 **Total liabilities and net assets/fund balances**	0.	1,587,262.	

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	0.
2 Enter amount from Part I, line 27a	2	1,587,262.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,587,262.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,587,262.

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				
b	SEE ATTACHED STATEMENT			
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	504,259.		544,174.	-39,915.

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				-39,915.

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	-39,915.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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 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))
2010			
2009			
2008			
2007			
2006			

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 2011 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 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	96.
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	96.
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	96.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
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	0.
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	96.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	**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 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *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? N/A	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, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
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 2011 or the taxable year beginning in 2011 (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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ JEFFREY BAKIARES Telephone no. ▶ (312) 819-4060			
	Located at ▶ 2535 W. AINSLIE, CHICAGO, IL ZIP+4 ▶ 60625			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2011, 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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	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 instructions)?	1b		X
	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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. ▶ ____ , ____ , ____ , ____			
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 2011 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 2011.)* N/A	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 2011?	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)? ☐ 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)? 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** No: 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.

(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
JEFFREY BAKIARES 2535 WEST AINSLIE STREET CHICAGO, IL 60625	PRESIDENT/DIRECTOR 5.00	0.	0.	0.
CHARLES F. MOLES 55 WEST DELAWARE PLACE, #721 CHICAGO, IL 60610	SECRETARY/DIRECTOR 5.00	0.	0.	0.
LYNN BAKIARES 2535 WEST AINSLIE STREET CHICAGO, IL 60625	TREASURER/DIRECTOR 5.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	1,894,791.
b	Average of monthly cash balances		1b	59,095.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,953,886.
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	1,953,886.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	29,308.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,924,578.
6	**Minimum investment return.** Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD		6	80,674.

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	80,674.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 96.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	96.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	80,578.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	80,578.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	80,578.

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	72,350.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	72,350.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	72,350.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				80,578.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 72,350.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				72,350.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				8,228.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a 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 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:

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

c Any submission deadlines:

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

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				
JEWISH COMMUNITY CENTER OF BAYONNE, 1050 KENNEDY BLVD, BAYONNE, NJ 07002	NONE	OTHER PUBLIC CHARITY	CHILDREN'S THEATER SUMMER CAMP	20,000.
SLIPSTREAM INTERNATIONAL, 4064 N. LINCOLN AVE, #45, CHICAGO, IL 60618	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
TREE HOUSE HUMANE SOCIETY, 1212 W. CARMEN AVE, CHICAGO, IL 60640	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	10,000.
RAHAB'S ROPE 115 BRADFORD STREET, S.E. GAINSVILLE, GA 30501	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	5,000.
CHICAGO HUMANITIES FESTIVAL 500 N. DEARBORN ST, #825, CHICAGO, IL 60654	NONE	OTHER PUBLIC CHARITY	GENERAL PURPOSES	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	70,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHICAGO SHAKESPEARE THEATER 800 E. GRAND AVE. CHICAGO, IL 60611	NONE	OTHER PUBL CHARITY	GENERAL PURPOSES	10,000.
OLD TOWN SCHOOL OF FOLK MUSIC 4544 N. LINCOLN AVE. CHICAGO, IL 60625	NONE	OTHER PUBL CHARITY	EXPANSION CAPITAL CAMPAIGN	10,000.
Total from continuation sheets				20,000.

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
	(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	26,417.	
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			18	-39,915.	
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)		0.		-13,498.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	-13,498.

(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).
	N/A

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: 2/13/2012 Date — SECRETARY Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHARLES F. MOLES	CHARLES F. MOLES	2-13-12		P01432140

Firm's name ▶ ASHCRAFT & ASHCRAFT, LTD. — Firm's EIN ▶

Firm's address ▶ 180 NORTH STETSON AVENUE, SUITE 1940 CHICAGO, IL 60601 — Phone no. (312) 819-4060

123622
12-02-11

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
VIRGINIA LEE COOK FOUNDATION	27-4334359

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	[X] 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

[X] 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, total 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 total 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 its Form 990; or check the box on line H of its Form 990-EZ or on Part I, 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).

Name of organization	Employer identification number
VIRGINIA LEE COOK FOUNDATION	27-4334359

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	VIRGINIA LEE COOK TRUST 2535 W.AINSLIE STREET CHICAGO, IL 60625	$ 1,694,763.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: VIRGINIA LEE COOK FOUNDATION

Employer identification number: 27-4334359

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	RESIDUARY TRUST ESTATE COMPRISED OF CASH AND SECURITIES. FAIR MARKET VALUE OF SECURITIES INDICATED	$ 1,623,821.	03/01/11

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
VIRGINIA LEE COOK FOUNDATION	27-4334359

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	850.	0.		850.
TO FORM 990-PF, PG 1, LN 23	850.	0.		850.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,490,064.	1,818,049.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,490,064.	1,818,049.

JCC

Jewish Community Center of Bayonne

SERVING HUDSON COUNTY SINCE 1952

1050 Kennedy Boulevard, Bayonne, New Jersey 07002 (201) 436-6900 Fax: (201)436-9068

www.JCCbayonne.org

October 25, 2011

Charles F. Moles, Secretary
Virginia Lee Cook Foundation
180 North Stetson Avenue, Suite 1940
Chicago, Illinois 60601

Dear Sir:

Thank you for your generous donation of $20,000 made on October 19, 2011 to our organization, ***The Bayonne Jewish Community Center***, located at 1050 Kennedy Boulevard, Bayonne, New Jersey 07002, which is a non-profit 501(c) organization; Taxpayer Identification Number: 22-1500547 and this is to affirm that you received no goods or services in exchange for your donation.

We very much appreciate this donation toward our Children's Theater Summer Camp.

Sincerely,

Ellen F. Goldberg

Dr. Ellen F. Goldberg
Executive Director

SLIPSTREAM
INTERNATIONAL

October 24, 2011

getinthestream@gmail.com
TEL 773 470 9721
FAX 773 728 9806

Mr. Charles F. Moles
Virginia Lee Cook Foundation
180 North Stetson Avenue, Suite 1940
Chicago, IL 60601

Dear Mr. Moles,

On behalf of Slipstream International, I would like to express our sincere gratitude for strengthening our impact in Africa. Your gift of $5,000.00 is greatly appreciated and goes a long way in providing education for people who desire a better life.

Since our initial encounter with refugees 11 years ago, we have made steady strides to respond to people in need, while at the same time gaining knowledge of best practices in work with vulnerable populations. One of the most valuable insights gained from our years of work in Africa is that the best return on investments of time and resources is attained through education. It is a proven fact that knowledge is empowering, and most effective for transforming people and their communities. It is with this tried and tested practice that we have become fully committed to education as our primary tool for responding to the vast challenges we witness in the lives of people.

Your contribution makes it possible for us to provide funding for primary and secondary education for children made vulnerable by HIV/AIDS and poverty, offer workshops on relevant topics such as home-based curative and preventive health, skill training, leadership development, and pastoral training.

Earlier this year, a team of volunteers had the opportunity to return to the Osire Refugee Camp in Namibia, where our ministry began in 2000. Miriam, a recent graduate from Moody Bible Institute, worked with the Osire youth leaders, and their various student groups. She also spent time with Sophie, the camp social worker, visiting the most vulnerable and learning about their great need. Phyllis and I time was spent at the Osire clinic and Osire women's center, learning about the many heath challenges in the camp and leading workshops on home-based health.

The work of Slipstream is only possible because of thoughtful contributions from people like you. Thank you for being a catalyst for positive change in the lives of people with great spiritual and physical need. Your participation is valuable!

Living for the joy of changed lives,

Karen Milco
Executive Director

NOTE: *Slipstream International is a registered 501(c)(3) organization.* ***Please save this letter for tax purposes.*** *It will serve as a receipt and an acknowledgement that no goods or services were provided by Slipstream International in exchange for your gift of $5,000.00 (Check #1022 dated 10.19.2011).*

ADVANCING EDUCATION THAT LEADS TO LIFE.

www slipstreaminternational org
4064 N. Lincoln Avenue No. 405
Chicago, Illinois 60618

40th Anniversary Tree House Humane Society

A not-for-profit humane charity founded in 1971
Contributions are tax-deductible.

Headquarters
1212 West Carmen Avenue
Chicago, Illinois 60640-2902
773-784-5488
773-784-2332 (fax)

Bucktown Branch
1629 North Ashland Avenue
Chicago, Illinois 60622-1420
773-227-5535

Website
www.TreeHouseAnimals.org

Direct Animal Services
Cageless Adoption Center
Veterinary Treatment Center
Animal Rescue

Public Service Programs
Animal Behavior Counseling
Pet Food Pantry
Low-cost Spay/Neuter Program
Education Outreach Program
Feral Friends TNR Program
Pet Loss Grief Counseling
Animal Care Publications
Animal-Assisted Therapy
Youth Volunteer Program

October 20, 2011

Mr. Charles F. Moles
Secretary
Virginia Lee Cook Foundation
180 N. Stetson Avenue, Suite 1940
Chicago, IL 60601

Dear Mr. Moles:

On behalf of the staff, volunteers, Board, and "residents" of Tree House, thank you so much for your recent gift of $10,000.00. We are all extremely appreciative of this generous gift and the commitment from the Virginia Lee Cook Foundation. We are truly fortunate to have your support at this time.

While we are always in need of general operating support, we would like to direct this funding toward our Trap-Neuter-Return (TNR) Program and Spay/Neuter Program. Thus far in 2011, Tree House has performed over 2,000 sterilization surgeries, and we are on a pace to do nearly 5,000 surgeries in this year alone. We are especially proud that almost two-thirds of our clients are cats and kittens that were trapped in feral colonies. With stray and feral cats and kittens still the largest single group of animals being euthanized at shelters and animal controls across the country, our clinic services are badly needed and our work is as relevant and important as ever. However, we provide so many free and heavily discounted surgeries for the public working with feral colonies is so significant, as a way to encourage further involvement, that this is an area of real need for us when it comes to funding.

We are also developing our strategic plan for our capital campaign to design and construct a new adoption center, and a low-cost veterinary clinic for low-income pet guardians in the community. We will be sending more information about this in the near future. Thank you again for your continued generous support of Tree House.

Sincerely,

David de Funiak

David de Funiak
Executive Director

For IRS tax purposes
Tree House Humane Society, Inc did not provide any goods or services to you in exchange for this donation

Recycled and Recyclable Paper

RAHAB's ROPE, INC.
PO Box 907308
Gainesville, GA 30501
770 503 5156 ▪ dmoore@rahabsrope.com

12/31/2011

Dear Virginia Lee Cook Foundation,

On behalf of the Staff and Board of Directors of Rahab's Rope, Inc., thank you for your continued, generous support of this organization. Please use this document as a tax receipt for your **2011** donation, which is described below.

If you have questions about this receipt, please contact us at 770-503-5156.

Sincerely,

David Moore

David Moore
Chief Operating Officer

Donation Amount $ 5000.00

RAHAB's ROPE is a 501(c)3 nonprofit organization.
No goods or services were received in consideration of this gift.

ECFA

A higher standard
A higher purpose

Chicago
Humanities
Festival

chf

November 22, 2011

Mr. Charles F. Moles
Virginia Lee Cook Foundation
180 North Stetson Avenue
Suite 1940
Chicago, Illinois 60601

Dear Mr. ~~Moles~~: Charlie

I would like to thank you and Virginia Lee Cook Foundation for the generous gift of $10,000 received on October 20, 2011. The gift helps ensure that the CHF continues to present exciting, innovative, and excellent cultural and educational programming.

Your support is integral to the ongoing success and evolution of the CHF, and to the realization of our goals: to make the humanities a vital and vibrant part of daily existence for everyone, and to foster a common civic culture driven by intellectual curiosity and critical thought. By supporting the Festival with your ideas, suggestions and contributions, you acknowledge the importance of this endeavor, and ensure that it continues.

We look forward to celebrating the humanities with you.

Sincerely,

Rem

Rem Cabrera
Development Director – Institutional Giving

No goods or services were provided for this donation. Your contribution is deductible to the extent allowed by law.

Chicago Shakespeare Theater

Barbara Gaines
Artistic Director

Criss Henderson
Executive Director

800 East Grand Avenue
on Navy Pier
Chicago, Illinois 60611

312 595 5656 administration
312 595 5607 fax
312 595 5600 box office
312 595 5678 group sales

October 26, 2011

Mr. Charles F. Moles
Director
Virginia Lee Cook Foundation
Suite 1940
180 N. Stetson
Chicago, IL 60601

Dear Charlie,

I wish to thank you and the Virginia Lee Cook Foundation for your generous gift of $10,000 (Check #1026, dated 10/21/2011) in support of Chicago Shakespeare's annual operations. Your partnership is central to the realization of our efforts to serve our community through expansive artistic and educational programming that reaches diverse audiences here in Chicago and abroad. The Theater is honored by your commitment to our work and we are truly privileged to welcome the Virginia Lee Cook Foundation as a member of the CST family.

Now celebrating our 25th Anniversary Season, CST has grown to become a global theatrical force, serving as a cultural beacon, a strong civic partner and a worldwide ambassador for our great city. We are pleased that you recently had the opportunity to experience first-hand Gary Griffin's masterful production of *Follies,* which opened our milestone subscription series. Meanwhile, our *CPS Shakespeare!* ensemble of 35 Chicago Public School students and their teachers is currently rehearsing to create an original adaptation of *The Taming of the Shrew* to be performed in the Courtyard Theater in November. Additionally, it was with great pride we recently announced that CST will be representing the United States as the only North American company performing in the 2012 London Cultural Olympiad's Globe to Globe Festival, with the world premiere of the Q Brothers' hip-hop adaptation *Othello: The Remix.* We are only able to undertake these ambitious projects with the visionary support of partners like you.

It was wonderful to share *Follies* Behind-the-Scenes with you and Kathy on Monday evening. I look forward to meeting with you and the Foundation's Trustees next month and continuing our season-long celebration of the first quarter-century of Shakespeare in Chicago. Thank you again for your support of Chicago Shakespeare Theater!

Sincerely,

Brooke

Thank you for this most generous gift!

E. Brooke Walters
Director of Institutional Advancement

Your name will appear in our program as Virginia Lee Cook Foundation. Please contact Hilary Kline in the Advancement Office at 312-595-5658 if you would like to change your recognition name.

This is a receipt for your contribution.
CST acknowledges no goods or services were provided in exchange for this gift.

Old Town School of Folk Music

4544 North Lincoln Avenue
Chicago, Illinois 60625
773 728 6000 | www oldtownschool org

October 20, 2011

Charles Moles
Virginia Lee Cook Foundation
180 N. Stetson Avenue, Suite 1940
Chicago, IL 60601

Dear Charlie,

On behalf of the board of directors, staff, students and patrons of the Old Town School of Folk Music thank you for your recent donation to the School!

The Virginia Lee Cook Foundation's donation of $10,000.00 for the Myron R. Szold Music and Dance Hall in our new building was received on 10/20/2011. Your partnership continues to make a significant difference in our ability to offer music and dance education and presentation programs to over 100,000 Chicago constituents each year, and we are grateful. Please, also express our deepest appreciation to Trustees Jeff Bakiares and Lynn Bakiares who helped make this gift possible.

The Old Town School of Folk Music is a 501(c)3 charitable organization. No goods or services were exchanged for this gift.

Again, thanks so much for your continued partnership with the Old Town School. We are grateful for your support!

With warm regards,

Eric Delli Bovi
Director of External Affairs

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	CISCO SYSTEMS INC. 900 SHARES	D	12/07/09	05/05/11
b	IBM 200 SHARES	D	12/07/09	09/19/11
c	MICROSOFT 400 SHARES	D	12/07/09	09/19/11
d	GENERAL ELECTRIC 300 SHARES	D	12/07/09	09/29/11
e	ORACLE CORP 200 SHARES	D	12/07/09	09/29/11
f	GENERAL ELECTRIC 300 SHARES	D	12/07/09	10/26/11
g	WALGREEN COMPANY 500 SHARES	D	12/07/09	10/26/11
h	WALGREEN COMPANY 1,000 SHARES	D	12/07/09	11/02/11
i	WALGREEN COMPANY 2,000 SHARES	D	12/07/09	11/04/11
j	EXXON MOBIL CORP 1,500 SHARES	D	12/07/09	11/28/11
k	WALGREEN COMPANY 2,000 SHARES	D	12/07/09	12/20/11
l	WALGREEN COMPANY 2,000 SHARES	D	12/07/09	12/23/11
m	WALGREEN COMPANY 2,000 SHARES	D	12/07/09	11/10/11
n				
o				

	(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	15,728.		21,825.	-6,097.
b	34,551.		25,412.	9,139.
c	10,781.		11,952.	-1,171.
d	4,642.		4,838.	-196.
e	5,900.		4,524.	1,376.
f	4,818.		4,838.	-20.
g	16,463.		18,924.	-2,461.
h	32,806.		37,848.	-5,042.
i	65,819.		75,695.	-9,876.
j	112,904.		111,233.	1,671.
k	65,082.		75,695.	-10,613.
l	68,956.		75,695.	-6,739.
m	65,809.		75,695.	-9,886.
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-6,097.
b				9,139.
c				-1,171.
d				-196.
e				1,376.
f				-20.
g				-2,461.
h				-5,042.
i				-9,876.
j				1,671.
k				-10,613.
l				-6,739.
m				-9,886.
n				
o				

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	-39,915.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

The Virginia Lee Cook Foundation
EIN: 27-4334359
January 1, 2011 - December 31, 2011
Schedule Of Information For Form 990-PF

Part I - Line 16(a)

Legal fees: Ashcraft & Ashcraft, Ltd. For Preparation of State and Federal Compliance Returns and Corporate Matters	8,484.48

Part I - Line 16(c)

Other Professional Fees: Jeffrey Bakiares. Investment Counsel	11,132.18

Part I - Line 18

Foreign Tax on Dividend Income	37.00

Part I - Line 23

Filing Fee - Form 1023 Filing Fee	850.00

Part VII B - Line 1(a)(4)

During 2011, the Foundation paid $8,494.48 to Ashcraft & Ashcraft, Ltd. for legal services. Charles F. Moles is a principal of Ashcraft & Ashcraft, Ltd. is a Director and Secretaryof the Foundation. The payment is specifically excepted from the prohibition of self-dealing by Regulation §53.4941(d)(3)(c) - Example No. 1

During 2011, the Foundation paid $11,132.18 to Jeffrey Bakiares for investment services. Jeffrey Bakiares is a Director and is the Treasurer of the Foundation. The payment is specifically excepted from the prohibition of self-dealing by Regulation §53.4941(d)(3)(c) - Example No. 2

THE VIRGINIA LEE COOK FOUNDATION
EIN: 27-4334359
JANUARY 1, 2011 - DECEMBER 31, 2011
SCHEDULE OF INFORMATION FOR FORM 990-PF
ASSET LIST

PART II - BALANCE SHEETS

CURRENT ASSETS	SECURITY	TOTAL COST
CASH	Cash Balance	21,220.37
MONEY MARKET FUNDS	Northern Trust Money Market Fund	75,977.22
		97,197.59
COMMON STOCKS	American Express	47,878.51
	Apple	152,969.49
	Baker Hughes	54,764.01
	Barrick Gold	46,278.64
	Berekshire Hathaway Class B	49,826.33
	Celgene	116,127.86
	Conoco Philips	52,009.58
	DTE Energy	84,937.51
	Dupont	46,304.10
	Enegizer Holdings	24,438.32
	Exxon Mobil	397,322.49
	Johnson & Johnson	65,573.79
	Kraft Foods	36,686.34
	McDonalds	26,810.35
	Medtronics	35,361.57
	Oracle	22,620.00
	Proctor & Gamble	64,151.15
	The Southern Company	32,256.80
	Walgreens	94,618.75
	3M	39,127.50
		$1,490,063.43

Total Portfolio: $1,587,261 02

THE VIRGINIA LEE COOK FOUNDATION
EIN: 27-4334359
JANUARY 1, 2011 - DECEMBER 31, 2011
SCHEDULE OF INFORMATION FOR FORM 990-PF

PART X - LINES 1(a), (b) & (d)

DATE	CASH	SECURITIES	TOTAL
MARCH	$40,935 96	$1,943,072.10	$1,984,008.06
APRIL	$42,194.08	$2,016,050.17	$2,058,244.25
MAY	$53,940.27	$2,002,200.80	$2,055,141.07
JUNE	$57,534.27	$1,978,254 42	$2,015,726 28
JULY	$46,348.64	$1,941,809.10	$1,988,157.74
AUGUST	$51,967.36	$1,842,947 80	$1,894,915 56
SEPTEMBER	$105,153 00	$1,742,319.64	$1,847,472.64
OCTOBER	$64,876.09	$1,819.043.04	$1,883,919.13
NOVEMBER	$30.806 01	$1,844,163.71	$1,874,969.72
DECEMBER	$97,197.59	$1,818,049.39	$1,915,246.98
AVERAGE	$59,095 33	$1,894,791.02	$1,951,779.14

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST SECURITIES #NT2-115908	26,417.	0.	26,417.
TOTAL TO FM 990-PF, PART I, LN 4	26,417.	0.	26,417.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEYS FEES	8,484.	6,984.		1,500.
TO FM 990-PF, PG 1, LN 16A	8,484.	6,984.		1,500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	11,132.	11,132.		0.
TO FORM 990-PF, PG 1, LN 16C	11,132.	11,132.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	37.	0.		0.
TO FORM 990-PF, PG 1, LN 18	37.	0.		0.