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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

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

A Employer identification number: 35-2006656

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

B Telephone number (see instructions): 615-843-9100

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

C If exemption application is pending, check here ☐

G Check all that apply: ☐ 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: ☒ 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) ▶ $ 8,985,067

J Accounting method: ☒ 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 instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	285,500			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	13,938	13,938		
	4	Dividends and interest from securities	53,602	53,602		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-48,612			
	b	Gross sales price for all assets on line 6a 219,347				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 1	37,935	856		
	12	**Total.** Add lines 1 through 11	342,363	68,396	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE STMT 2	44,391	44,391		
	b	Accounting fees (attach schedule) STMT 3	15,095	7,547		7,548
	c	Other professional fees (attach schedule)				
	17	Interest	1,734			
	18	Taxes (attach schedule) (see instructions) STMT 4	5,803	614		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) STMT 5	33,825	33,625		200
	24	**Total operating and administrative expenses.** Add lines 13 through 23	100,848	86,177	0	7,748
	25	Contributions, gifts, grants paid	470,000			470,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	570,848	86,177	0	477,748
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-228,485			
	b	**Net investment income** (if negative, enter -0-)		0		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	706,947	567,342	567,342
	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 instructions)			
	7	Other notes and loans receivable (att. schedule) ▶ SEE WRK 35,000			
		Less: allowance for doubtful accounts ▶ 0	35,000	35,000	35,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) SEE STMT 6	7,787,020	7,952,214	7,952,214
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) SEE STATEMENT 7	790,502	430,511	430,511
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	9,319,469	8,985,067	8,985,067
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	9,319,469	8,985,067	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	9,319,469	8,985,067	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,319,469	8,985,067	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,319,469
2	Enter amount from Part I, line 27a	2	-228,485
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,090,984
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	105,917
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,985,067

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE WORKSHEET			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-48,612
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 instructions). If (loss), enter -0- in Part I, line 8	3	-7,760

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	536,441	9,433,077	0.056868
2009	634,105	8,451,082	0.075032
2008	98,144	8,895,116	0.011033
2007	356,124	6,897,079	0.051634
2006	145,315	4,217,647	0.034454

2	**Total** of line 1, column (d)	2	0.229021
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.045804
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,685,657
5	Multiply line 4 by line 3	5	443,642
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	443,642
8	Enter qualifying distributions from Part XII, line 4	8	477,748

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	
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	
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	0
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	6,856		
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	6,856
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	6,856
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 6,856 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN, TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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)

			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 ▶ MR. STEVEN SINGLETON Telephone no ▶ 615-843-9100
1600 DIVISION STREET, STE 580
Located at ▶ NASHVILLE TN ZIP+4 ▶ 37203

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

			Yes	No
16	At any time during calendar year 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.

				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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 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 ▶ 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 instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 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)		3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (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)?	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9				

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				

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See 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	6,220,623
b	Average of monthly cash balances	1b	709,315
c	Fair market value of all other assets (see instructions)	1c	2,903,216
d	**Total** (add lines 1a, b, and c)	1d	9,833,154
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	9,833,154
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	147,497
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,685,657
6	**Minimum investment return.** Enter 5% of line 5	6	484,283

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	484,283
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	484,283
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	484,283
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	484,283

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	477,748
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	477,748
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	477,748

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					484,283
2 Undistributed income, if any, as of the end of 2011:					
a Enter amount for 2010 only					
b Total for prior years: 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2011:					
a From 2006					
b From 2007					
c From 2008					
d From 2009					
e From 2010	35,087				
f **Total** of lines 3a through e		35,087			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 477,748					
a Applied to 2010, 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 2011 distributable amount					477,748
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		6,535			6,535
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		28,552			
b Prior years' undistributed income. Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount—see instructions					
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions					
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					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 2006 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		28,552			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009					
d Excess from 2010	28,552				
e Excess from 2011					

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

JOSEPH C. & JUDITH E. COOK, JR

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 10				470,000
Total			▶ 3a	470,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	13,938	
4 Dividends and interest from securities			14	53,602	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523920	37,079	14	856	
8 Gain or (loss) from sales of assets other than inventory			18	-48,612	
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)		37,079		19,784	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 56,863

(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 instructions.)
N/A	

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

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?

			Yes	No
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

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

Signature of officer or trustee: [signature] Date: 10/2/12 Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
MIKE DUNN, CPA	Mike Dunn, CPA	9.19.2012	
Firm's name ▶ BLANKENSHIP CPA GROUP, PLLC		PTIN	P00038531
Firm's address ▶ 109 WESTPARK DRIVE, SUITE 430 BRENTWOOD, TN 37027-5032		Firm's EIN ▶	45-0491842
		Phone no	615-373-3771

COOKFOUN

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
THE JUDITH E. & JOSEPH C. COOK, JR. FOUNDATION, INC.	35-2006656

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, 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: THE JUDITH E. & JOSEPH C. COOK, JR.

Employer identification number: 35-2006656

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	JOSEPH C. & JUDITH COOK, JR. 1600 DIVISION STREET, SUITE 630 NASHVILLE TN 37203	$ 285,500	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.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization
THE JUDITH E. & JOSEPH C. COOK, JR.

Employer identification number
35-2006656

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	25000 SHS AMYLIN PHARM COMM STK	$ 285,500	12/29/11

(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
		$	

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Capital Gains and Losses for Tax on Investment Income

Form 990-PF | For calendar year 2011, or tax year beginning , and ending | 2011

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

Employer Identification Number: 35-2006656

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	GOLDMAN SACHS #45106 (SEE STATEMENT)	P	VARIOUS	VARIOUS
(2)	GOLDMAN SACHS #45106 (SEE STATEMENT)	P	VARIOUS	VARIOUS
(3)	GOLDMAN SACHS #45106 (SEE STATEMENT)	P	VARIOUS	VARIOUS
(4)	K-1 GS CAPITAL PTRS VI PARALLEL LP	P	VARIOUS	VARIOUS
(5)	K-1 GS CAPITAL PTRS VI PARALLEL LP	P	VARIOUS	VARIOUS
(6)	K-1 GS CAP PTRS VI PARALLEL-SEC 1256	P	VARIOUS	VARIOUS
(7)	K-1 POLARIS VENTURE PTRS II LP	P	VARIOUS	VARIOUS
(8)	K-1 POLARIS VENTURE PTRS III LP	P	VARIOUS	VARIOUS
(9)	K-1 DP IV ASSOCIATES, LP	P	VARIOUS	VARIOUS
(10)	K-1 DP V ASSOCIATES, LP	P	VARIOUS	VARIOUS
(11)	K-1 DP V ASSOCIATES, LP	P	VARIOUS	VARIOUS
(12)	K-1 DP VI ASSOCIATES, LP	P	VARIOUS	VARIOUS
(13)				
(14)				
(15)				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	32,867		44,757	-11,890
(2)	24,895		20,594	4,301
(3)	160,551		163,780	-3,229
(4)	507			507
(5)			17,608	-17,608
(6)	16			16
(7)			2,881	-2,881
(8)			332	-332
(9)			9,870	-9,870
(10)			678	-678
(11)			7,459	-7,459
(12)	511			511
(13)				
(14)				
(15)				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				-11,890
(2)				4,301
(3)				-3,229
(4)				507
(5)				-17,608
(6)				16
(7)				-2,881
(8)				-332
(9)				-9,870
(10)				-678
(11)				-7,459
(12)				511
(13)				
(14)				
(15)				

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	(11,889 48)	Net Covered Long-Term Gains (Losses)	0 00	Net Ordinary Gains (Losses)	0 00
Net NonCovered Short-Term Gains (Losses)	4,300 66	Net NonCovered Long-Term Gains (Losses)	(3,229 35)		
Net 1099B Non Reportable Short-Term Gains (Losses)	0.00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**(7,588.82)**	**Total Long-Term Gains (Losses)**	**(3,229.35)**	**Total Ordinary Gains (Losses)**	**0.00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
REHABCARE GROUP, INC CMN (759148109)	01/05/2011	02/11/2011	30.00	1,100 39	0.00	728.35	372 04
REHABCARE GROUP, INC. CMN (759148109)	01/04/2011	02/11/2011	45.00	1,650 58	0.00	1,099 18	551.40
TALBOTS, INC. CMN (874161102)	03/24/2011	06/08/2011	145.00	355.39	0.00	869 30	(513 91)
TALBOTS, INC CMN (874161102)	02/08/2011	06/08/2011	440.00	1,078.42	0.00	2,535 02	(1,456 60)
TRUE RELIGION APPAREL INC CMN (89784N104)	01/12/2011	07/11/2011	15.00	439.94	0.00	317.22	122.72
TRUE RELIGION APPAREL INC CMN (89784N104)	01/13/2011	07/11/2011	20.00	586.59	0.00	428.06	158 53
TRUE RELIGION APPAREL INC CMN (89784N104)	01/14/2011	07/11/2011	45.00	1,319 82	0.00	962 96	356 86
TRUE RELIGION APPAREL INC CMN (89784N104)	02/02/2011	07/11/2011	50.00	1,466.47	0.00	1,001.84	464.63
TRUE RELIGION APPAREL INC CMN (89784N104)	02/02/2011	07/12/2011	55 00	1,599 52	0.00	1,102 02	497 50
TCF FINANCIAL CORP MINN (872275102)	01/06/2011	08/08/2011	245.00	2,651.21	0.00	3,783 58	(1,132 37)
TCF FINANCIAL CORP MINN (872275102)	01/06/2011	08/09/2011	30.00	320 59	0.00	463.30	(142 71)
TCF FINANCIAL CORP MINN (872275102)	01/24/2011	08/09/2011	135.00	1,442.65	0.00	2,102 46	(659 81)
TCF FINANCIAL CORP MINN (872275102)	01/25/2011	08/09/2011	145.00	1,549 51	0.00	2,282.24	(732.73)
COMPUTER SCIENCES CORP CMN (205363104)	04/19/2011	08/19/2011	30.00	826 70	0.00	1,490 72	(664 02)
COMPUTER SCIENCES CORP CMN (205363104)	04/20/2011	08/19/2011	60.00	1,653.39	0.00	2,984.24	(1,330.85)
COMPUTER SCIENCES CORP CMN (205363104)	05/04/2011	08/19/2011	60.00	1,653.39	0.00	2,629.55	(976 16)

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

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

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
COMPUTER SCIENCES CORP CMN (205363104)	06/16/2011	08/19/2011	60.00	1,653 39	0 00	2,311 46	(658 07)
BANK OF AMERICA CORP CMN (060505104)	06/14/2011	08/31/2011	200.00	1,641 03	0.00	2,185 16	(544.13)
BANK OF AMERICA CORP CMN (060505104)	05/04/2011	08/31/2011	375.00	3,076.92	0.00	4,690 69	(1,613.77)
ALCOA INC. CMN (013817101)	09/19/2011	10/17/2011	190.00	1,859.49	0.00	2,169 80	(310 31)
BANCORPSOUTH INC CMN (059692103)	01/28/2011	11/15/2011	130.00	1,229.39	0.00	2,019.62	(790.23)
HARTFORD FINANCIAL SRVCS GROUP CMN (416515104)	03/14/2011	12/12/2011	5.00	82.51	0.00	133 51	(51 00)
HARTFORD FINANCIAL SRVCS GROUP CMN (416515104)	02/14/2011	12/12/2011	220 00	3,630 56	0.00	6,467 05	(2,836 49)
Net Covered Short-Term Gains (Losses)				**32,867.85**	**0.00**	**44,757.33**	**(11,889.48)**
NonCovered Short-Term Gains (Losses)							
EATON CORPORATION CMN (278058102)	06/16/2010	01/10/2011	10.00	1,026 03	0 00	735 68	290 35
EATON CORPORATION CMN (278058102)	08/31/2010	01/10/2011	35.00	3,591 11	0.00	2,428 84	1,162 27
TEREX CORP (NEW) CMN (880779103)	02/08/2010	02/01/2011	25 00	865 49	0.00	454.42	411.07
TEREX CORP (NEW) CMN (880779103)	02/09/2010	02/01/2011	55.00	1,904.07	0.00	1,015.82	888 26
CISCO SYSTEMS, INC CMN (17275R102)	06/02/2010	02/10/2011	135.00	2,544 55	0.00	3,127.57	(583.02)
CISCO SYSTEMS, INC. CMN (17275R102)	08/12/2010	02/10/2011	165.00	3,110.01	0.00	3,547.24	(437 23)
REHABCARE GROUP, INC CMN (759148109)	11/01/2010	02/10/2011	20.00	735.54	0 00	450 27	285 27
REHABCARE GROUP, INC CMN (759148109)	11/03/2010	02/11/2011	5 00	183.40	0.00	104 34	79 06
REHABCARE GROUP, INC CMN (759148109)	11/01/2010	02/11/2011	45.00	1,648 11	0.00	1,013 12	634.99
REHABCARE GROUP, INC. CMN (759148109)	11/03/2010	02/11/2011	50.00	1,831 23	0.00	1,043.42	787 81
REHABCARE GROUP, INC CMN (759148109)	11/02/2010	02/11/2011	60.00	2,197 48	0.00	1,378.16	819 32
TRUE RELIGION APPAREL INC CMN (89784N104)	12/28/2010	07/08/2011	5.00	147.53	0.00	114 94	32 59
TRUE RELIGION APPAREL INC CMN (89784N104)	12/27/2010	07/08/2011	15.00	442.60	0.00	345 71	96 89
TRUE RELIGION APPAREL INC CMN (89784N104)	12/23/2010	07/08/2011	20.00	590.14	0.00	460 57	129.57
TRUE RELIGION APPAREL INC CMN (89784N104)	12/22/2010	07/08/2011	80.00	2,360 54	0 00	1,841 60	518.94

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

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

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Short-Term Gains (Losses)							
TRUE RELIGION APPAREL INC CMN (89784N104)	12/28/2010	07/11/2011	15.00	439 94	0.00	344.83	95 11
BANCORPSOUTH INC CMN (059692103)	12/30/2010	11/15/2011	30.00	283.70	0.00	485.24	(201 54)
BANCORPSOUTH INC CMN (059692103)	12/29/2010	11/15/2011	45.00	425 56	0.00	729.17	(303 61)
BANCORPSOUTH INC CMN (059692103)	12/28/2010	11/15/2011	60.00	567.41	0.00	972.85	(405.44)
Net NonCovered Short-Term Gains (Losses)				**24,894.44**	**0.00**	**20,593.79**	**4,300.66**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
E I. DU PONT DE NEMOURS AND CO CMN (263534109)	07/31/2007	01/03/2011	70.00	3,508.82	0.00	3,333 40	175 42
WESCO INTERNATIONAL INC CMN (95082P105)	03/28/2008	01/06/2011	21.00	1,118.84	0.00	757 09	361 76
WESCO INTERNATIONAL INC. CMN (95082P105)	03/31/2008	01/06/2011	21.00	1,118.84	0.00	751.35	367.49
WESCO INTERNATIONAL INC. CMN (95082P105)	04/08/2008	01/06/2011	43 00	2,290.96	0.00	1,629 15	661 81
E.I. DU PONT DE NEMOURS AND CO CMN (263534109)	07/31/2007	01/26/2011	75.00	3,769.66	0.00	3,571.50	198.16
E.I. DU PONT DE NEMOURS AND CO CMN (263534109)	07/31/2007	01/31/2011	90.00	4,555.11	0.00	4,285 80	269.31
AGILENT TECHNOLOGIES, INC CMN (00846U101)	07/31/2007	02/02/2011	85.00	3,507.03	0.00	3,253.80	253 23
COMMUNITY HEALTH SYS INC CMN (203668108)	08/01/2007	02/08/2011	90.00	3,355 49	0.00	3,324.67	30 82
CISCO SYSTEMS, INC CMN (17275R102)	02/04/2010	02/10/2011	45 00	848 18	0.00	1,048 90	(200.72)
CISCO SYSTEMS, INC CMN (17275R102)	02/08/2010	02/10/2011	105.00	1,979 10	0.00	2,489 17	(510 07)
TEREX CORP (NEW) CMN (880779103)	02/09/2010	02/17/2011	30.00	1,141 39	0.00	554.08	587.31
AGILENT TECHNOLOGIES, INC CMN (00846U101)	07/31/2007	02/18/2011	110.00	4,832.18	0.00	4,210.80	621.38
COMMUNITY HEALTH SYS INC CMN (203668108)	08/01/2007	03/30/2011	15.00	604.16	0.00	554.11	50 05
COMMUNITY HEALTH SYS INC CMN (203668108)	10/30/2008	03/30/2011	65.00	2,618 01	0.00	1,278 23	1,339 79
COMMUNITY HEALTH SYS INC CMN (203668108)	10/31/2008	03/31/2011	15 00	600.56	0.00	287.81	312 75

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

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
COMMUNITY HEALTH SYS INC CMN (203668108)	10/30/2008	03/31/2011	30.00	1,201.13	0 00	589 95	611 17
PATTERSON-UTI ENERGY, INC. ORD CMN (703481101)	07/31/2007	04/20/2011	140.00	4,275.26	0.00	3,254 87	1,020.39
UNITEDHEALTH GROUP INCORPORATE CMN (91324P102)	07/24/2008	04/20/2011	50 00	2,219.65	0.00	1,359 02	860 63
LOWES COMPANIES INC CMN (548661107)	08/20/2009	05/04/2011	155.00	3,987 28	0.00	3,148 14	839 14
LOWES COMPANIES INC CMN (548661107)	11/06/2009	05/04/2011	190.00	4,887 63	0.00	3,927.83	959.80
NOKIA CORP SPON ADR SPONSORED ADR CMN (654902204)	02/11/2010	05/04/2011	250.00	2,149.59	0.00	3,248.90	(1,099.32)
NOKIA CORP SPON ADR SPONSORED ADR CMN (654902204)	01/04/2010	05/04/2011	280.00	2,407 54	0.00	3,750 80	(1,343 27)
UNITEDHEALTH GROUP INCORPORATE CMN (91324P102)	07/24/2008	06/14/2011	170.00	8,414 17	0 00	4,620.67	3,793 50
UNITEDHEALTH GROUP INCORPORATE CMN (91324P102)	07/24/2008	06/16/2011	30.00	1,484 35	0 00	815 41	668 94
UNITEDHEALTH GROUP INCORPORATE CMN (91324P102)	09/22/2008	06/16/2011	130.00	6,432.18	0.00	3,423 93	3,008 25
MARATHON PETROLEUM CORPORATION CMN (56585A102)	02/08/2008	07/01/2011	0.50	19.92	0.00	0 00	19.92
PATTERSON-UTI ENERGY, INC. ORD CMN (703481101)	07/31/2007	07/06/2011	60.00	1,890 28	0.00	1,394 95	495.33
PATTERSON-UTI ENERGY, INC. ORD CMN (703481101)	07/31/2007	07/13/2011	155.00	5,027.48	0.00	3,603.61	1,423.87
PATTERSON-UTI ENERGY, INC ORD CMN (703481101)	07/31/2007	07/18/2011	115 00	3,784.06	0.00	2,673.65	1,110.41
PATTERSON-UTI ENERGY, INC ORD CMN (703481101)	07/31/2007	07/19/2011	15.00	506.96	0.00	348.74	158.22
AVERY DENNISON CORPORATION CMN (053611109)	04/12/2010	07/28/2011	20.00	636.59	0.00	746.81	(110.22)
AVERY DENNISON CORPORATION CMN (053611109)	04/13/2010	07/28/2011	90.00	2,864.64	0.00	3,360 45	(495 81)
AVERY DENNISON CORPORATION CMN (053611109)	05/12/2010	07/29/2011	5.00	157 93	0.00	187 87	(29 94)
AVERY DENNISON CORPORATION CMN (053611109)	05/04/2010	07/29/2011	35 00	1,105 53	0 00	1,332 38	(226 85)
AVERY DENNISON CORPORATION CMN (053611109)	05/05/2010	07/29/2011	35.00	1,105 53	0.00	1,335.17	(229 64)
AVERY DENNISON CORPORATION CMN (053611109)	05/11/2010	07/29/2011	35.00	1,105 53	0.00	1,329 17	(223 64)
AVERY DENNISON CORPORATION CMN (053611109)	05/12/2010	08/01/2011	70 00	2,175 91	0 00	2,630.24	(454 33)
CONOCOPHILLIPS CMN (20825C104)	10/10/2008	08/08/2011	15 00	959 98	0 00	758.73	201.25
CONOCOPHILLIPS CMN (20825C104)	07/31/2007	08/08/2011	125.00	7,999 85	0.00	10,252.50	(2,252 65)
MEDTRONIC INC CMN (585055106)	01/04/2010	08/08/2011	65 00	2,079.58	0.00	2,856.52	(776 94)

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

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
MEDTRONIC INC CMN (585055106)	05/20/2009	08/08/2011	90.00	2,879.42	0.00	2,903.13	(23.71)
MEDTRONIC INC CMN (585055106)	10/06/2009	08/08/2011	90.00	2,879.42	0.00	3,231 79	(352.37)
THE BANK OF NY MELLON CORP CMN (064058100)	05/04/2010	08/08/2011	16.00	343 10	0.00	491 02	(147 92)
THE BANK OF NY MELLON CORP CMN (064058100)	05/05/2010	08/08/2011	44.00	943 53	0.00	1,372 34	(428.81)
THE BANK OF NY MELLON CORP CMN (064058100)	05/04/2010	08/08/2011	60.00	1,286 63	0.00	1,841.33	(554.70)
THE BANK OF NY MELLON CORP CMN (064058100)	02/24/2010	08/08/2011	120.00	2,573 26	0.00	3,431 39	(858 13)
THE BANK OF NY MELLON CORP CMN (064058100)	01/27/2010	08/08/2011	125.00	2,680 48	0 00	3,704 40	(1,023 92)
GAP INC CMN (364760108)	07/31/2007	08/18/2011	265.00	4,116 24	0 00	4,690 50	(574 26)
GAP INC CMN (364760108)	07/31/2007	08/19/2011	335.00	5,311.78	0.00	5,929 50	(617 72)
MARATHON OIL CORPORATION CMN (565849106)	10/10/2008	09/12/2011	60.00	1,452 43	0.00	943 82	508 61
MARATHON OIL CORPORATION CMN (565849106)	07/23/2008	09/12/2011	65.00	1,573 46	0.00	1,702 04	(128 58)
MARATHON OIL CORPORATION CMN (565849106)	02/08/2008	09/12/2011	220.00	5,325 56	0.00	6,527.38	(1,201 81)
ALCOA INC CMN (013817101)	10/15/2008	10/17/2011	85.00	831.88	0.00	1,003.83	(171.95)
ALCOA INC. CMN (013817101)	10/16/2008	10/17/2011	135.00	1,321.22	0.00	1,507.53	(186 31)
ALCOA INC CMN (013817101)	10/08/2008	10/17/2011	155.00	1,516.96	0.00	2,155 79	(638.84)
ALCOA INC CMN (013817101)	08/03/2007	10/17/2011	315.00	3,082.84	0.00	11,513.00	(8,430 16)
PFIZER INC. CMN (717081103)	07/31/2007	11/11/2011	255 00	5,093.22	0.00	6,005 25	(912 03)
BANCORPSOUTH INC CMN (059692103)	11/05/2010	11/14/2011	90.00	859 83	0.00	1,263.77	(403.94)
BANCORPSOUTH INC CMN (059692103)	11/05/2010	11/15/2011	40 00	378.27	0.00	561 68	(183.41)
BANCORPSOUTH INC CMN (059692103)	11/05/2010	11/15/2011	65 00	614.69	0.00	912 65	(297 96)
MARATHON PETROLEUM CORPORATION CMN (56585A102)	10/10/2008	12/12/2011	30.00	1,024.54	0.00	613 28	411 26
MARATHON PETROLEUM CORPORATION CMN (56585A102)	07/23/2008	12/12/2011	32.00	1,092 84	0.00	1,105 96	(13 12)
MARATHON PETROLEUM CORPORATION CMN (56585A102)	02/08/2008	12/12/2011	110 00	3,756 64	0 00	4,241 38	(484 74)
LIFEPOINT HOSPITALS INC CMN (53219L109)	09/24/2009	12/14/2011	35.00	1,216 22	0.00	959.97	256 25
LIFEPOINT HOSPITALS INC CMN (53219L109)	09/24/2009	12/14/2011	70.00	2,439.09	0.00	1,919.93	519.16

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

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
LIFEPOINT HOSPITALS INC CMN (53219L109)	10/29/2009	12/15/2011	5.00	175 79	0.00	144 68	31 12
LIFEPOINT HOSPITALS INC CMN (53219L109)	09/24/2009	12/15/2011	30.00	1,054 77	0.00	822 83	231.94
Net NonCovered Long-Term Gains (Losses)				**160,550.99**	**0.00**	**163,780.34**	**(3,229.35)**

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

Goldman Sachs

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Forms 990 / 990-PF

Other Notes and Loans Receivable

For calendar year 2011, or tax year beginning , and ending

2011

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

Employer Identification Number
35-2006656

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

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

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

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

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

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
K1 GSC PTRS VI-PORTFOLIO INC	$ 77	$ 77	$
K-1 GSC PTRS VI-SEC 988 GAIN	1,245	1,245	
K-1 HATTERAS VENTURE PTRS IV	-466	-466	
GS CAP PTRS VI PARALLEL K-1	675		
EP REAL ESTATE FUND II K-1	775		
THRIFT MANAGEMENT LLC K-1	-233		
MIDSOUTH CAPITAL FUND I	35,861		
GSCP VI PARALLEL AIV K-1	1		
TOTAL	$ 37,935	$ 856	$ 0

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	$ 44,391	$ 44,391	$	$
TOTAL	$ 44,391	$ 44,391	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 15,095	$ 7,547	$	$ 7,548
TOTAL	$ 15,095	$ 7,547	$ 0	$ 7,548

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAXES	$ 5,000	$	$	$
FOREIGN TAXES PAID	614	614		
STATE TAXES PAID	189			
TOTAL	$ 5,803	$ 614	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
INVESTMENT EXP-GOLDMAN SACHS	8,624	8,624		
PORTFOLIO DEDUCTIONS-PSHIP K1	25,001	25,001		
ADMIN EXPENSES	200			200
TOTAL	$ 33,825	$ 33,625	$ 0	$ 200

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GOLDMAN SACHS	$ 7,387,792	$ 7,587,748	MARKET	$ 7,587,748
GS SNOW SECURITIES	399,228	364,466	MARKET	364,466
TOTAL	$ 7,787,020	$ 7,952,214		$ 7,952,214

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
DOMAIN IV VENTURE FUND	$ 36,485	$ 32,788	MARKET	$ 32,788
POLARIS II VENTURE FUND	23,732	21,617	MARKET	21,617
POLARIS III VENTURE FUND	32,847	35,503	MARKET	35,503
DP V ASSOCIATES LP	70,862	55,900	MARKET	55,900
DP VI ASSOCIATES LP	56,840	40,592	MARKET	40,592
JETSTREAM GLOBAL	528,134		MARKET	
THRIFT MANAGEMENT, LLC	36,043	35,805	MARKET	35,805
EP REAL ESTATE FUND II, LLC	5,559	5,523	MARKET	5,523
HATTERAS VENTURE PTRS IV		1,922	MARKET	1,922
MIDSOUTH CAPITAL FUND I		200,861	MARKET	200,861
TOTAL	$ 790,502	$ 430,511		$ 430,511

Federal Statements

Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
UNREALIZED GAIN/LOSS ON INVESTMENTS	$ 105,917
TOTAL	$ 105,917

Federal Statements

Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

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

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Relationship	Address / Status	Purpose	Amount
ANGEL MINISTRIES RALEIGH NC 27612	NONE	5115 HOLLYRIDGE DRIVE 501C3	MISSION AND OUTREACH	70,000
MARTHA O'BRYAN CENTER NASHVILLE TN 37206	NONE	711 SOUTH SEVENTH STREET 501C3	MISSION AND OUTREACH	50,000
MERCY MINISTRIES NASHVILLE TN 37222	NONE	P.O. BOX 111060 501C3	MISSION AND OUTREACH	70,000
BLACK MOUNTAIN HOME FOR CHILDREN BLACK MOUNTAIN NC 28711	NONE	80 LAKE EDEN ROAD 501C3	MISSION AND OUTREACH	70,000
MONTREAT PRESBYTERIAN CH MONTREAT NC 28757	NONE	P.O. BOX 279 501C3	MISSION AND OUTREACH	25,000
SILOAM FAMILY HEALTH CTR NASHVILLE TN 37204	NONE	820 GALE LANE 501C3	MISSION AND OUTREACH	10,000
SILOAM FAITH INSTITUTE NASHVILLE TN 37204	NONE	820 GALE LANE 501C3	MISSION AND OUTREACH	20,000
CHRIST CHURCH NASHVILLE TN 37211	NONE	15354 OLD HICKORY BLVD 501C3	MISSION AND OUTREACH	50,000
APPALACHIA SERVC PROJECT JOHNSON CITY TN 37601	NONE	4523 BRISTOL HIGHWAY 501C3	MISSION AND OUTREACH	2,500
BILLY GRAHAM EVANGELISTIC CHARLOTTE NC 28201	NONE	1 BILLY GRAHAM PARKWAY 501C3	MISSION AND OUTREACH	10,000
ROCKETOWN NASHVILLE TN 37210	NONE	601 4TH AVENUE SOUTH 501C3	MISSION AND OUTREACH	2,500
THE HANDS OF CHRIST, INC. FRANKLIN TN 37065	NONE	P.O. BOX 1252 501C3	MISSION AND OUTREACH	2,500
ACTON INSTITUTE GRAND RAPIDS MI 49503	NONE	161 OTTAWA AVE NW, #301 501C3	MISSION AND OUTREACH	12,500
BLUE RIDGE BROADCASTING BLACK MOUNTAIN NC 28711	NONE	P.O. BOX 159 501C3	MISSION AND OUTREACH	2,500
CAMPUS CRUSADE FOR CHRIST ORLANDO FL 32862	NONE	P.O. BOX 628222 501C3	MISSION AND OUTREACH	2,500
BEN HADEN EVANGELICAL CHATTANOOGA TN 37401	NONE	P.O. BOX 100 501C3	MISSION AND OUTREACH	2,500
F.C.A. OF MIDDLE TN KANSAS CITY MO 64129	NONE	8701 LEEDS ROAD 501C3	MISSION AND OUTREACH	2,500

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
JOSEPH KACK MINISTRIES BROKEN ARROW OK 74013	NONE	P.O. BOX 451 501C3	MISSION AND OUTREACH	2,500
MOBILE MEDICAL DISASTER RELIEF BRENTWOOD TN 37027	NONE	5409 MARYLAND WAY, STE 11 501C3	MISSION AND OUTREACH	2,500
ABWE DONOR SERVICES HARRISBURG PA 17105	NONE	P.O. BOX 8585 501C3	MISSION AND OUTREACH	2,500
BELMONT UNIVERSITY NASHVILLE TN 37212	NONE	1900 BELMONT BLVD 501C3	EDUCATION AND SCHOLARSHIP	5,000
ST PAUL CHRISTIAN ACADEMY NASHVILLE TN 37215	NONE	5035 HILLSBORO PIKE 501C3	FAITH-BASED CAPITAL	50,000
HAVEN FOUNDATION MADISON TN 37116	NONE	P.O. BOX 1044 501C3	FAITH-BASED CAPITAL	2,500
TOTAL				470,000

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
GOLDMAN SACHS #27450	$ 859		14		
GOLDMAN SACHS #45106 - SNOW	19		14		
K-1 - GS CAP PTRS VI PARALLEL	12,794		14		
K-1 - POLARIS VENTURE PTRS II	16		14		
K-1 -POLARIS VENTURE PTRS III	31		14		
K-1 - DP V ASSOCIATES	202		14		
K-1 - DP VI ASSOCIATES	11		14		
K-1 HATTERAS VENTURE PTRS IV	6		14		
TOTAL	$ 13,938				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
GOLDMAN SACHS #45106 - SNOW	$ 6,883		14		
GOLDMAN SACHS #38481	1		14		
K-1 - GS CAP PTRS VI PARALLEL	46,718		14		
TOTAL	$ 53,602				

Other Investment Income

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
K1 GSC PTRS VI-PORTFOLIO INC	$ 77		14	
K-1 GSC PTRS VI-SEC 988 GAIN	1,245		14	
K-1 HATTERAS VENTURE PTRS IV	-466		14	
TOTAL	$ 856			