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 12/01/11 , and ending 11/30/12

Name of foundation: THE HARRY COOK FOUNDATION

A Employer identification number: 23-6439332

Number and street (or P O box number if mail is not delivered to street address): SUITE 1 NOBLE PLAZA

Room/suite:

B Telephone number (see instructions): 215-885-5811

City or town, state, and ZIP code: JENKINTOWN PA 19046

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) ▶ $ 358,992

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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	17,595	17,595		
4	Dividends and interest from securities	9,152	9,152		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	12,884			
b	Gross sales price for all assets on line 6a 124,896				
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)				
12	**Total.** Add lines 1 through 11	39,631	26,747	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 2	28			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch) STMT 3	414			
24	**Total operating and administrative expenses.** Add lines 13 through 23	442	0	0	0
25	Contributions, gifts, grants paid SEE STATEMENT 4	79,900			79,900
26	**Total expenses and disbursements.** Add lines 24 and 25	80,342	0	0	79,900
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-40,711			
b	**Net investment income** (if negative, enter -0-)		26,747		
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	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	2,340	3,240	3,240
2	Savings and temporary cash investments			
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) ▶			
	Less: allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) SEE STMT 5	310,252	287,931	300,042
c	Investments—corporate bonds (attach schedule) SEE STMT 6	75,000	55,710	55,710
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
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)	387,592	346,881	358,992
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 ▶ ☐ 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 ▶ ☒ 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	387,592	346,881	
30	**Total net assets or fund balances** (see instructions)	387,592	346,881	
31	**Total liabilities and net assets/fund balances** (see instructions)	387,592	346,881	

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	387,592
2	Enter amount from Part I, line 27a	2	-40,711
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	346,881
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	346,881

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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	N/A			
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	
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	

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	23,100	381,703	0.060518
2009	63,150	394,934	0.159900
2008	44,044	409,040	0.107677
2007	45,439	476,781	0.095304
2006	51,581	567,924	0.090824

2 **Total** of line 1, column (d)	2	0.514223
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	0.102845
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	372,843
5 Multiply line 4 by line 3	5	38,345
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	267
7 Add lines 5 and 6	7	38,612
8 Enter qualifying distributions from Part XII, line 4	8	79,900

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 ▶ [X] and enter 1% of Part I, line 27b	1	267
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	267
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	267
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	
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	267
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 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? 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) ▶ NONE			
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 ▶ SKLAR CARMOSIN & CO Telephone no. ▶ 215-885-5811
801 OLD YORK ROAD
Located at ▶ JENKINTOWN PA ZIP+4 ▶ 19046

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.)	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

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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
C/O SUITE ONE NOBLE PLAZA JENKINTOWN PA 19046	TRUSTEE 0.00	0	0	0

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

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

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 ▶	

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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	305,392
b	Average of monthly cash balances	1b	3,892
c	Fair market value of all other assets (see instructions)	1c	69,237
d	**Total** (add lines 1a, b, and c)	1d	378,521
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	378,521
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	5,678
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	372,843
6	**Minimum investment return.** Enter 5% of line 5	6	18,642

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	18,642
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 267		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	267
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,375
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	18,375
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	18,375

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	79,900
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	79,900
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	267
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	79,633

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					18,375
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	23,734				
b From 2007	22,164				
c From 2008	23,994				
d From 2009					
e From 2010	4,270				
f **Total** of lines 3a through e		74,162			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 79,900					
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					18,375
e Remaining amount distributed out of corpus		61,525			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)					
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		135,687			
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)		23,734			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		111,953			
10 Analysis of line 9:					
a Excess from 2007	22,164				
b Excess from 2008	23,994				
c Excess from 2009					
d Excess from 2010	4,270				
e Excess from 2011	61,525				

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 (a) 2011	Prior 3 years (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).)

N/A

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 ▶ ☐ 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				
REFORM CONGREGATION KENES 8339 OLD YORK ROAD ELKINS PARK PA 19027		TO ASSIST	TAX EXEMPT GOALS OF ORGANIZATION	10,000
JEWISH FEDERATION OF PALM 4601 COMMUNITY DR WEST PALM BEACH FL 33417		TO ASSIST	TAX EXEMPT GOALS OF ORGANIZATION	11,000
KATE SVITEK MEMORIAL FOUN P.O. BOX 104 AMBLER PA 19002		TO ASSIST	TAX EXEMPT GOALS OF ORGANIZATION	1,000
JEWISH FEDERATION OF GREATER PHILA. 2100 ARCH STREET PHILADELPHIA PA 19103		TO ASSIST	TAX EXEMPT GOALS OF ORGANIZATION	18,000
JEWISH FEDERATION OF GREATER PHILA. 2100 ARCH STREET PHILADELPHIA PA 19103		TO ASSIST	TAX EXEMPT GOALS OF ORGANIZATION	18,000
JEWISH FEDERATION OF GREATER PHILA. 2100 ARCH STREET PHILADELPHIA PA 19103		TO ASSIST	TAX EXEMPT GOALS OF ORGANIZATION	100
WOLF PERFORMING ARTS CENTER 1020 REMINGTON ROAD WYNNEWOOD PA 19096		TO ASSIST	TAX EXEMPT GOALS OF ORGANIZATION	1,000
ABRAMSON CENTER FOR JEWISH LIFE 1425 HORSHAM ROAD NORTH WALES PA 19454		TO ASSIST	TAX EXEMPT GOALS OF ORGANIZATION	20,000
RACE FOR HOPE PHILADELPHIA 55 CHAPEL STREET NEWTON MA 02458		TO ASSIST	TAX EXEMPT GOALS OF ORGANIZATION	300
PENN MEDICINE DEVELOPMENT 3535 MARKET STREET PHILADELPHIA PA 19104		TO ASSIST	TAX EXEMPT GOALS OF ORGANIZATION	500
Total			▶ 3a	79,900
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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					17,595
4 Dividends and interest from securities					9,152
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					12,884
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		0	39,631

13 Total. Add line 12, columns (b), (d), and (e) 13 39,631

(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	

DAA

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

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

Signature of officer or trustee: [signature] Date: 10/12/13 Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name: ALAN LEIBOVITZ	Preparer's signature: [signature]	Date: 10/12/13	Check ☐ if self-employed
Firm's name ▶ SKLAR CARMOSIN & COMPANY		PTIN	P01226103
Firm's address ▶ 801 OLD YORK RD STE 1 JENKINTOWN, PA 19046		Firm's EIN ▶	23-1285212
		Phone no	215-885-5811

DAA

BERNSTEIN
Global Wealth Management

Capital Gains

Account: THE HARRY COOK FOUNDATION (037-02698)
December 1, 2011 - November 30, 2012

Nontaxable Summary[1 2]

Description		Gain/(Loss)
Short-Term		$603.95
Long-Term		$8,073.93
	Total	$8,677.88

Description		Gain/(Loss)
LT Cap Gains Distribution from Bernstein Funds		$4,205.56
	Overall Total	$12,883.44

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
037-02698	09/12/2012	11/13/2012	5	DISCOVER FINANCIAL SERVICES	$41.62	$38.24	$207.96	$191.20	$16.76
037-02698	09/05/2012	11/13/2012	5	TJX COMPANIES INC	$42.19	$45.65	$210.81	$228.23	($17.42)
037-02698	08/29/2012	11/13/2012	10	INTEL CORP	$20.57	$24.87	$205.44	$248.71	($43.27)
037-02698	08/15/2012	11/13/2012	10	PULTE GROUP INC	$16.36	$12.75	$163.34	$127.47	$35 87
037-02698	08/09/2012	11/13/2012	4	EXXON MOBIL CORP	$87.39	$88.28	$349.45	$353.12	($3.67)
037-02698	06/27/2012	11/13/2012	2	CUMMINS INC	$98.34	$90.04	$196.62	$180.07	$16.55
037-02698	06/12/2012	11/13/2012	6	INTEL CORP	$20.57	$26.41	$123.27	$158.47	($35.20)
037-02698	02/10/2012	11/13/2012	5	WELLS FARGO & COMPANY	$32.40	$30.30	$161.86	$151.48	$10.38
037-02698	06/12/2012	11/08/2012	14	INTEL CORP	$20.99	$26.41	$293.44	$369.76	($76.32)
037-02698	11/23/2011	10/25/2012	2	GENERAL MOTORS CO	$23.63	$20.50	$47.18	$41.00	$6.18
037-02698	11/23/2011	10/25/2012	6	GENERAL MOTORS CO	$23.63	$20.50	$141.53	$123.01	$18.52
037-02698	11/14/2011	10/25/2012	15	GENERAL MOTORS CO	$23.63	$22.99	$353.84	$344.78	$9.06
037-02698	08/29/2012	10/17/2012	7	APOLLO GROUP INC-CL A	$21.95	$26.73	$153.37	$187.11	($33.74)
037-02698	05/03/2012	10/17/2012	5	APOLLO GROUP INC-CL A	$21.95	$34.22	$109.55	$171.12	($61.57)
037-02698	12/15/2011	10/17/2012	13	APOLLO GROUP INC-CL A	$21.95	$50.29	$284.82	$653.77	($368.95)
037-02698	06/12/2012	10/03/2012	14	INTEL CORP	$22.54	$26.41	$315.02	$369.76	($54.74)
037-02698	06/07/2012	10/03/2012	11	INTEL CORP	$22.54	$26.37	$247.51	$290.08	($42.57)
037-02698	03/07/2012	10/03/2012	5	GILEAD SCIENCES INC	$70.09	$45.82	$350.24	$229.11	$121.13

AB BERNSTEIN
Global Wealth Management

Capital Gains

Account: THE HARRY COOK FOUNDATION (037-02698)
December 1, 2011 - November 30, 2012

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
037-02698	08/29/2012	10/01/2012	6	LAM RESEARCH CORP	$31.81	$34.32	$190.82	$205.92	($15.10)
037-02698	06/07/2012	10/01/2012	7	LAM RESEARCH CORP	$31.81	$38.16	$222.63	$267.15	($44.52)
037-02698	11/03/2011	10/01/2012	4	LAM RESEARCH CORP	$31.81	$42.12	$127.22	$168.48	($41.26)
037-02698	04/19/2012	09/27/2012	13	LEUCADIA NATIONAL CO	$23.16	$24.36	$300.50	$316.73	($16.23)
037-02698	11/14/2011	09/27/2012	10	GENERAL MOTORS CO	$23.19	$22.99	$231.64	$229.86	$1.78
037-02698	10/28/2011	09/27/2012	10	GENERAL MOTORS CO	$23.19	$26.21	$231.64	$262.12	($30.48)
037-02698	10/10/2011	09/21/2012	15	CENTURYLINK INC	$42.21	$33.50	$632.56	$502.56	$130.00
037-02698	09/26/2011	09/21/2012	5	CENTURYLINK INC	$42.21	$33.57	$210.86	$167.85	$43.01
037-02698	07/20/2012	09/12/2012	8	MOODY'S CORP	$43.51	$36.48	$347.83	$291.84	$55.99
037-02698	05/04/2012	09/12/2012	12	NEWELL RUBBERMAID INC	$19.00	$18.55	$227.55	$222.61	$4.94
037-02698	10/31/2011	09/12/2012	23	NEWELL RUBBERMAID INC	$19.00	$15.00	$436.15	$345.00	$91.15
037-02698	10/28/2011	08/23/2012	1	JPMORGAN CHASE & CO	$37.36	$36.74	$37.33	$36.74	$0.59
037-02698	04/02/2012	08/13/2012	8	CENTERPOINT ENERGY INC	$20.87	$19.88	$166.73	$159.01	$7.72
037-02698	10/28/2011	08/13/2012	6	CENTERPOINT ENERGY INC	$20.87	$21.30	$125.05	$127.80	($2.75)
037-02698	09/06/2011	08/09/2012	6	DTE ENERGY COMPANY	$60.32	$48.09	$361.90	$288.56	$73.34
037-02698	08/08/2011	08/03/2012	6	GILEAD SCIENCES INC	$58.11	$37.12	$348 44	$222.70	$125.74
037-02698	08/08/2011	07/18/2012	3	GILEAD SCIENCES INC	$53.07	$37.12	$159.20	$111.35	$47.85
037-02698	05/09/2012	07/09/2012	4	MARATHON PETROLEUM CORP	$44.32	$38.09	$177.24	$152.34	$24.90
037-02698	08/05/2011	07/09/2012	5	MARATHON PETROLEUM CORP	$44.32	$36.09	$221.54	$180.46	$41.08
037-02698	08/03/2011	07/09/2012	10	MARATHON PETROLEUM CORP	$44.32	$41.94	$443.09	$419.37	$23.72
037-02698	10/28/2011	06/29/2012	11	CENTERPOINT ENERGY INC	$20.62	$21.30	$226.35	$234.30	($7.95)
037-02698	07/25/2011	06/22/2012	5	JPMORGAN CHASE & CO	$36.15	$41.71	$180.61	$208 54	($27 93)
037-02698	07/22/2011	06/22/2012	10	JPMORGAN CHASE & CO	$36.15	$42.16	$361.21	$421.61	($60 40)
037-02698	05/03/2012	06/11/2012	3	DEVON ENERGY CORPORATION	$58.01	$66.89	$173.95	$200.68	($26.73)
037-02698	05/03/2012	06/04/2012	15	GENERAL ELECTRIC CO	$18.06	$19.67	$270.53	$295.08	($24 55)
037-02698	10/03/2011	06/04/2012	1	LYONDELLBASELL INDU-CL A	$36.84	$24.40	$36.84	$24.40	$12.44
037-02698	08/29/2011	06/04/2012	25	CORNING INC	$12.31	$14.99	$306.82	$374.79	($67.97)
037-02698	08/23/2011	06/04/2012	15	CORNING INC	$12.31	$14.24	$184.10	$213.67	($29.57)
037-02698	08/23/2011	06/04/2012	3	LYONDELLBASELL INDU-CL A	$36.84	$6.61	$110.51	$19.84	$90.67
037-02698	08/08/2011	05/24/2012	5	GILEAD SCIENCES INC	$50.22	$37.12	$250.96	$185.59	$65.37

AB BERNSTEIN
Global Wealth Management

Capital Gains

Account: THE HARRY COOK FOUNDATION (037-02698)
December 1, 2011 - November 30, 2012

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
037-02698	10/28/2011	05/14/2012	2	TRW AUTOMOTIVE HOLDINGS CORP	$41.89	$44.04	$83.73	$88.07	($4.34)
037-02698	05/26/2011	05/14/2012	7	TRW AUTOMOTIVE HOLDINGS CORP	$41.89	$55.29	$293.04	$387.01	($93.97)
037-02698	01/11/2012	05/07/2012	5	VERTEX PHARMACEUTICALS INC	$54.69	$36.92	$273.22	$184.59	$88.63
037-02698	04/17/2012	05/03/2012	15	MORGAN STANLEY	$16.44	$17.85	$246.17	$267.75	($21.58)
037-02698	12/06/2011	05/03/2012	40	MORGAN STANLEY	$16.44	$16.43	$656.47	$657.00	($0.53)
037-02698	06/17/2011	04/20/2012	7	MOODY'S CORP	$41.71	$35.61	$291.66	$249.29	$42.37
037-02698	09/06/2011	03/23/2012	1	DTE ENERGY COMPANY	$54.58	$48.09	$54.54	$48.09	$6.45
037-02698	03/28/2011	03/21/2012	7	MOODY'S CORP	$41.83	$33.55	$292.70	$234.85	$57.85
037-02698	12/07/2011	03/20/2012	3	GOLDMAN SACHS GROUP INC	$126.92	$103.95	$380.64	$311.84	$68.80
037-02698	06/17/2011	03/20/2012	13	UNITEDHEALTH GROUP INC	$54.90	$50.17	$713.44	$652.19	$61.25
037-02698	01/12/2012	03/15/2012	20	NEXEN INC	$19.93	$17.81	$398.14	$356.20	$41.94
037-02698	06/21/2011	02/28/2012	10	GENERAL MOTORS CO	$26.19	$29.81	$261.65	$298.08	($36.43)
037-02698	06/21/2011	02/17/2012	1	GENERAL MOTORS CO	$27.15	$29.81	$27.15	$29.81	($2.66)
037-02698	06/08/2011	02/17/2012	9	GENERAL MOTORS CO	$27.15	$28.90	$244.38	$260.14	($15.76)
037-02698	11/28/2011	02/13/2012	10	CIT GROUP INC	$41.76	$31.85	$417.34	$318.46	$98.88
037-02698	08/17/2011	02/13/2012	10	NV ENERGY INC	$16.23	$14.64	$162.04	$146.37	$15.67
037-02698	08/12/2011	02/13/2012	5	BP PLC-SPONS ADR	$47.32	$40.23	$236.59	$201.13	$35.46
037-02698	08/10/2011	02/13/2012	2	LORILLARD INC	$121.87	$100.70	$243.73	$201.40	$42.33
037-02698	08/08/2011	02/13/2012	5	GILEAD SCIENCES INC	$54.82	$37.12	$273.89	$185.59	$88.30
037-02698	04/29/2011	02/13/2012	10	TYSON FOODS INC-CL A	$18.99	$19.94	$189.84	$199.36	($9.52)
037-02698	03/22/2011	02/13/2012	3	DTE ENERGY COMPANY	$53 66	$47 66	$160.89	$142.98	$17.91
037-02698	06/08/2011	02/08/2012	4	GENERAL MOTORS CO	$25.75	$28.91	$102.84	$115.62	($12.78)
037-02698	12/07/2011	02/07/2012	4	GOLDMAN SACHS GROUP INC	$115.96	$103.95	$463.73	$415.78	$47.95
037-02698	08/23/2011	02/07/2012	4	LYONDELLBASELL INDU-CL A	$44.74	$6.62	$178.85	$26.46	$152.39
037-02698	10/28/2011	02/03/2012	12	CMS ENERGY CORP	$22.04	$21.02	$264.04	$252 18	$11.86
037-02698	08/23/2011	02/03/2012	18	CMS ENERGY CORP	$22.04	$19.06	$396.05	$343.07	$52.98
037-02698	05/16/2011	01/31/2012	10	LOWE'S COS INC	$26.85	$24.82	$268.09	$248.23	$19.86
037-02698	03/02/2011	01/31/2012	8	INGERSOLL-RAND PLC	$35.41	$44.35	$282.95	$354.80	($71.85)
037-02698	08/22/2011	01/19/2012	6	LYONDELLBASELL INDU-CL A	$39.91	$28.81	$239.45	$172 86	$66 59
037-02698	10/03/2011	01/11/2012	5	CONOCOPHILLIPS	$72.15	$62.01	$360.52	$310.07	$50 45

BERNSTEIN
Global Wealth Management

Capital Gains

Account: THE HARRY COOK FOUNDATION (037-02698)
December 1, 2011 - November 30, 2012

Nontaxable Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
037-02698	07/20/2011	01/11/2012	4	CONOCOPHILLIPS	$72.15	$75.74	$288.41	$302.94	($14 53)
037-02698	08/22/2011	01/06/2012	1	LYONDELLBASELL INDU-CL A	$34.53	$28.81	$34.49	$28.81	$5.68
037-02698	05/24/2011	01/06/2012	9	LYONDELLBASELL INDU-CL A	$34.53	$39.58	$310.40	$356.21	($45.81)
037-02698	06/17/2011	12/21/2011	5	UNITEDHEALTH GROUP INC	$49.80	$50.17	$248.80	$250.85	($2.05)
037-02698	07/20/2011	12/12/2011	1	CONOCOPHILLIPS	$70.55	$75.74	$70.50	$75.74	($5.24)
037-02698	07/15/2011	12/12/2011	5	CONOCOPHILLIPS	$70.55	$76.52	$352.53	$382.62	($30.09)
037-02698	06/07/2011	12/12/2011	4	CONOCOPHILLIPS	$70.55	$71.60	$282.02	$286.38	($4.36)
037-02698	04/18/2011	12/12/2011	10	COMCAST CORP-CL A	$22.43	$23.98	$224.08	$239.75	($15.67)
037-02698	06/07/2011	12/05/2011	6	CONOCOPHILLIPS	$73.30	$71.60	$439.64	$429.58	$10 06
037-02698	05/06/2011	12/05/2011	3	CONOCOPHILLIPS	$73.30	$73.10	$219.82	$219.31	$0 51
037-02698	04/12/2011	12/05/2011	8	CONOCOPHILLIPS	$73.30	$77.64	$586.19	$621.09	($34.90)
						Total	$22,731.70	$22,127.75	$603.95

Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
037-02698	09/15/2011	11/26/2012	1	BP PLC-SPONS ADR	$41.71	$39.37	$41.68	$39.37	$2.31
037-02698	09/07/2011	11/26/2012	4	BP PLC-SPONS ADR	$41.71	$37.08	$166.73	$148.32	$18 41
037-02698	07/01/2010	11/26/2012	10	MARATHON OIL CORP	$31.47	$18.77	$314.26	$187 71	$126.55
037-02698	06/22/2010	11/26/2012	9	MARATHON OIL CORP	$31.47	$20.58	$282.84	$185.22	$97.62
037-02698	06/22/2010	11/21/2012	5	MARATHON OIL CORP	$31.61	$20.58	$157.91	$102.90	$55.01
037-02698	10/06/2011	11/20/2012	1	LORILLARD INC	$118.73	$112.40	$118.70	$112.40	$6 30
037-02698	08/10/2011	11/20/2012	1	LORILLARD INC	$118.73	$100.70	$118.70	$100.70	$18.00
037-02698	06/28/2010	11/16/2012	7	JOHNSON & JOHNSON	$69.06	$59.33	$483.25	$415.28	$67.97
037-02698	09/07/2011	11/13/2012	1	BP PLC-SPONS ADR	$40.52	$37.08	$40.49	$37.08	$3.41
037-02698	08/12/2011	11/13/2012	4	BP PLC-SPONS ADR	$40.52	$40.23	$161.97	$160.91	$1 06
037-02698	03/30/2011	11/13/2012	3	CITIGROUP INC	$36.53	$44.88	$109.51	$134.63	($25.12)
037-02698	03/18/2011	11/13/2012	5	ALTRIA GROUP INC	$31.49	$24.77	$157.31	$123.83	$33.48
037-02698	03/02/2011	11/13/2012	7	CITIGROUP INC	$36.53	$45.98	$255.53	$321.83	($66.30)
037-02698	01/07/2011	11/13/2012	4	DIRECTV	$48.90	$41.85	$195.49	$167.39	$28 10

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Capital Gains

Account: THE HARRY COOK FOUNDATION (037-02698)
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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
037-02698	11/22/2010	11/13/2012	20	KROGER CO	$24.89	$23.06	$497.58	$461.19	$36.39
037-02698	11/04/2010	11/13/2012	10	GANNETT CO	$17.02	$12.73	$169.94	$127.26	$42.68
037-02698	06/23/2010	11/13/2012	4	LEAR CORP	$41.34	$35.31	$165.25	$141.24	$24.01
037-02698	03/23/2007	11/13/2012	10	PFIZER INC	$24.20	$25.71	$241.74	$257.12	($15.38)
037-02698	03/09/2007	11/13/2012	15	PFIZER INC	$24.20	$25.44	$362.62	$381.60	($18.98)
037-02698	11/30/2006	11/13/2012	30	PFIZER INC	$24.20	$27.59	$725.23	$827.71	($102.48)
037-02698	10/09/2002	11/13/2012	3.32	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.13	$11.15	$43.59	$37.02	$6.57
037-02698	12/06/2001	11/13/2012	103.163	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.13	$14.61	$1,354.53	$1,507.21	($152.68)
037-02698	03/20/2001	11/13/2012	100.676	BERNSTEIN INTERNATIONAL PORTFOLIO	$13.13	$16.17	$1,321.88	$1,627.93	($306.05)
037-02698	01/06/2000	11/13/2012	1461.162	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.29	$12.44	$20,880.00	$18,176.86	$2,703.14
037-02698	10/28/2011	10/31/2012	7	JPMORGAN CHASE & CO	$41.38	$36.74	$289.47	$257.16	$32.31
037-02698	03/02/2011	10/16/2012	5	CITIGROUP INC	$37.06	$45.98	$185.29	$229.88	($44.59)
037-02698	08/04/2011	10/15/2012	1	TRANSOCEAN LTD	$45.94	$55.83	$45.94	$55.83	($9.89)
037-02698	08/02/2011	10/15/2012	3	TRANSOCEAN LTD	$45.94	$60.32	$137.83	$180.95	($43.12)
037-02698	07/14/2011	10/15/2012	3	TRANSOCEAN LTD	$45.94	$60.65	$137.82	$181.96	($44.14)
037-02698	03/04/2011	10/15/2012	10	WELLPOINT INC	$61.90	$67.87	$618.97	$678.65	($59.68)
037-02698	08/09/2011	10/05/2012	5	UNITEDHEALTH GROUP INC	$57.23	$42.81	$285.94	$214.04	$71.90
037-02698	08/08/2011	10/05/2012	5	UNITEDHEALTH GROUP INC	$57.23	$43.32	$285.94	$216.60	$69.34
037-02698	03/02/2011	10/05/2012	3	CITIGROUP INC	$35.02	$45.98	$105.04	$137.93	($32.89)
037-02698	02/18/2011	10/05/2012	7	CITIGROUP INC	$35.02	$52.90	$245.11	$370.31	($125.20)
037-02698	08/16/2011	10/03/2012	3	GILEAD SCIENCES INC	$70.09	$37.96	$210.15	$113.89	$96.26
037-02698	08/10/2011	10/01/2012	4	LORILLARD INC	$116.62	$100.70	$466.36	$402.80	$63 56
037-02698	05/09/2011	10/01/2012	8	LAM RESEARCH CORP	$31.81	$48.25	$254.43	$385.96	($131.53)
037-02698	08/16/2011	09/27/2012	2	GILEAD SCIENCES INC	$66.66	$37.96	$133.31	$75.92	$57.39
037-02698	08/08/2011	09/27/2012	6	GILEAD SCIENCES INC	$66.66	$37.12	$399.93	$222.70	$177.23
037-02698	08/10/2011	09/21/2012	10	CENTURYLINK INC	$42.21	$33.65	$421.71	$336.45	$85 26
037-02698	08/06/2009	09/17/2012	1	NVR INC	$868.35	$600.74	$868.33	$600.74	$267 59

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Capital Gains

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Nontaxable Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
037-02698	07/14/2011	09/12/2012	2	TRANSOCEAN LTD	$46.51	$60.65	$92.97	$121.30	($28.33)
037-02698	05/13/2011	09/12/2012	6	TRANSOCEAN LTD	$46.51	$68.67	$278.90	$412.03	($133 13)
037-02698	04/06/2011	09/12/2012	3	TIME WARNER CABLE	$91.71	$72.40	$275.01	$217.20	$57.81
037-02698	06/25/2010	09/05/2012	13	JOHNSON & JOHNSON	$67.28	$58.97	$874.30	$766.62	$107.68
037-02698	06/23/2010	09/05/2012	7	JOHNSON & JOHNSON	$67.28	$59.11	$470.77	$413.79	$56.98
037-02698	06/22/2010	09/05/2012	5	JOHNSON & JOHNSON	$67.28	$59.76	$336.27	$298.81	$37.46
037-02698	07/25/2011	08/23/2012	10	JPMORGAN CHASE & CO	$37.36	$41.71	$373.29	$417.09	($43.80)
037-02698	08/10/2011	08/20/2012	5	CENTURYLINK INC	$41.79	$33.65	$208.74	$168.23	$40 51
037-02698	07/15/2011	08/09/2012	15	APPLIED MATERIALS INC	$11.89	$12.44	$178.31	$186.64	($8.33)
037-02698	06/17/2011	07/27/2012	12	UNITEDHEALTH GROUP INC	$53.10	$50.17	$636.90	$602.03	$34.87
037-02698	09/25/2009	07/19/2012	9	TIME WARNER CABLE	$85.77	$41.47	$771.57	$373.27	$398.30
037-02698	07/01/2010	07/05/2012	5	MARATHON PETROLEUM CORP	$44.55	$24.30	$222.56	$121.50	$101.06
037-02698	04/18/2011	07/02/2012	2	CENTURYLINK INC	$39.51	$39.55	$78.94	$79.09	($0.15)
037-02698	04/18/2011	07/02/2012	5	CENTURYLINK INC	$39.51	$39.54	$197.35	$197.72	($0.37)
037-02698	09/17/2010	07/02/2012	3	CENTURYLINK INC	$39.51	$38.83	$118.41	$116.48	$1.93
037-02698	11/30/2006	06/29/2012	5	PFIZER INC	$22.94	$27.59	$114.59	$137.95	($23.36)
037-02698	09/20/2006	06/29/2012	15	PFIZER INC	$22.94	$28.45	$343.76	$426.71	($82.95)
037-02698	08/30/2010	06/14/2012	5	JPMORGAN CHASE & CO	$34.32	$36.41	$171.57	$182.04	($10.47)
037-02698	05/13/2011	06/11/2012	5	DEVON ENERGY CORPORATION	$58.01	$82.49	$289.91	$412.43	($122.52)
037-02698	02/24/2011	06/11/2012	2	DEVON ENERGY CORPORATION	$58.01	$88.30	$115.96	$176.59	($60.63)
037-02698	08/30/2010	06/08/2012	5	JPMORGAN CHASE & CO	$33 58	$36.41	$167.76	$182.05	($14.29)
037-02698	08/30/2010	06/07/2012	10	JPMORGAN CHASE & CO	$33.79	$36.41	$337.63	$364.09	($26.46)
037-02698	06/15/2010	06/07/2012	5	JPMORGAN CHASE & CO	$33.79	$37.72	$168.82	$188.58	($19.76)
037-02698	01/06/2000	06/06/2012	110.24	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$13 99	$12.44	$1,542.25	$1,371.39	$170.86
037-02698	06/25/1999	06/06/2012	175.679	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$13.99	$12.70	$2,457.75	$2,231.12	$226.63
037-02698	02/24/2011	06/04/2012	3	DEVON ENERGY CORPORATION	$57.36	$88.30	$171.99	$264.89	($92.90)
037-02698	06/22/2010	06/04/2012	6	MARATHON OIL CORP	$23.64	$20.58	$141.70	$123.48	$18.22
037-02698	02/08/2010	06/04/2012	15	GENERAL ELECTRIC CO	$18.06	$15.71	$270.54	$235.64	$34 90

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
037-02698	02/02/2010	06/04/2012	25	GENERAL ELECTRIC CO	$18.06	$16.89	$450.90	$422.30	$28 60
037-02698	01/26/2010	06/04/2012	10	GENERAL ELECTRIC CO	$18.06	$16.62	$180.36	$166.21	$14.15
037-02698	09/30/2009	06/04/2012	20	CORNING INC	$12.31	$15.23	$245.46	$304.57	($59.11)
037-02698	09/17/2010	05/17/2012	5	CENTURYLINK INC	$38.43	$38.83	$192.03	$194.14	($2.11)
037-02698	06/25/1999	05/15/2012	714.286	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$14.00	$12.70	$10,000.00	$9,071.44	$928.56
037-02698	12/21/2010	04/27/2012	12	NORTHROP GRUMMAN CORP	$64.05	$58.48	$768.14	$701.78	$66.36
037-02698	12/17/2009	04/27/2012	15	CONSTELLATION BRANDS INC-A	$21.91	$15.06	$328.04	$225.92	$102.12
037-02698	12/04/2009	04/27/2012	15	CONSTELLATION BRANDS INC-A	$21.91	$16.73	$328.04	$250.93	$77.11
037-02698	03/28/2011	04/20/2012	4	MOODY'S CORP	$41.71	$33.55	$166.67	$134.20	$32.47
037-02698	03/22/2011	03/23/2012	4	DTE ENERGY COMPANY	$54.58	$47.66	$218.16	$190.63	$27.53
037-02698	03/02/2011	03/20/2012	8	TRAVELERS COS INC/THE	$59.36	$58.92	$474.51	$471.36	$3.15
037-02698	11/15/2010	03/20/2012	6	TRAVELERS COS INC/THE	$59.36	$56.40	$355.89	$338.40	$17.49
037-02698	07/23/2010	03/20/2012	4	TRAVELERS COS INC/THE	$59.36	$49.48	$237 26	$197.92	$39.34
037-02698	09/17/2010	03/07/2012	2	CENTURYLINK INC	$38.65	$38.83	$77.25	$77.65	($0.40)
037-02698	09/13/2010	03/07/2012	3	CENTURYLINK INC	$38.65	$36.80	$115.87	$110.40	$5.47
037-02698	10/08/2010	02/17/2012	22	DELL INC	$18.05	$13.29	$396.21	$292.35	$103.86
037-02698	12/01/2010	02/13/2012	5	VIACOM INC-CLASS B	$49.58	$38.80	$247.89	$194.00	$53.89
037-02698	10/04/2010	02/13/2012	10	ALTRIA GROUP INC	$29.27	$23.83	$292.64	$238.32	$54.32
037-02698	09/13/2010	02/13/2012	5	CENTURYLINK INC	$38.12	$36.80	$190.59	$183.99	$6.60
037-02698	06/28/2010	02/13/2012	5	HEWLETT-PACKARD CO	$28.77	$46.25	$143.72	$231.23	($87.51)
037-02698	05/26/2010	02/13/2012	5	HEWLETT-PACKARD CO	$28.77	$46.22	$143.72	$231.09	($87.37)
037-02698	05/25/2010	02/13/2012	5	HEWLETT-PACKARD CO	$28.77	$44.60	$143.72	$223.01	($79 29)
037-02698	05/18/2010	02/13/2012	10	MARATHON OIL CORP	$33.11	$19.74	$330.69	$197 38	$133.31
037-02698	06/25/1999	02/13/2012	763.578	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$13.90	$12.70	$10,613.73	$9,697.44	$916 29
037-02698	06/04/1999	02/13/2012	373.113	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$13.90	$12.83	$5,186.27	$4,787.04	$399 23
037-02698	06/22/2010	02/10/2012	10	MARATHON PETROLEUM CORP	$44.02	$26.64	$440.00	$266.42	$173.58
037-02698	11/18/2010	02/08/2012	11	GENERAL MOTORS CO	$25.75	$33.99	$282.81	$373 86	($91.05)

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
037-02698	05/18/2010	02/07/2012	5	MARATHON PETROLEUM CORP	$43.97	$25.55	$219.71	$127.76	$91.95
037-02698	06/04/1999	02/06/2012	406.31	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$13.92	$12.83	$5,655.84	$5,212.96	$442.88
037-02698	04/01/1999	02/06/2012	622.12	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$13.92	$13.02	$8,659.91	$8,100.00	$559.91
037-02698	01/25/1999	02/06/2012	264.673	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$13.92	$13.23	$3,684.25	$3,501.62	$182.63
037-02698	01/25/2011	01/31/2012	6	LOWE'S COS INC	$26.85	$25.25	$160.86	$151.50	$9.36
037-02698	04/06/2010	01/31/2012	7	INGERSOLL-RAND PLC	$35.41	$35.56	$247.59	$248.93	($1.34)
037-02698	05/18/2010	01/25/2012	5	MARATHON PETROLEUM CORP	$38.50	$25.55	$192.31	$127.76	$64.55
037-02698	05/18/2010	01/10/2012	10	MARATHON OIL CORP	$31.20	$19 74	$311.56	$197.39	$114.17
037-02698	03/25/2010	12/12/2011	25	COMCAST CORP-CL A	$22.43	$18.43	$560.19	$460.67	$99.52
037-02698	03/12/2010	12/12/2011	8	COMCAST CORP-CL A	$22.41	$17.44	$179.06	$139.48	$39.58
037-02698	03/12/2010	12/12/2011	2	COMCAST CORP-CL A	$22.43	$17.44	$44.82	$34.87	$9.95
037-02698	06/15/2010	12/06/2011	10	JPMORGAN CHASE & CO	$33.20	$37.72	$331.74	$377.17	($45.43)
037-02698	02/02/2010	12/05/2011	4	CONOCOPHILLIPS	$73.30	$49.27	$293.09	$197.06	$96.03
						Total	$97,958.32	$89,884.39	$8,073.93

LT Cap Gains Distribution from Bernstein Funds

Account No.	Income Date	Description	Amount
037-02698	12/19/2011	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO LONG CAPITAL GAIN	$4,205.56
		Total	$4,205.56

[2] The selected account is Nontaxable.

Please note that prior to 2008, long-term capital gains distributions from mutual funds can be found on the Income report.

Please see your Year-End Tax Report for your official tax record. You should verify the accuracy of all calculations with your tax advisor

[1]Capital Gain totals do not include accounts that hold Alternatives, Hedge Funds, Private Equity, DBTs or any other Investment that receives a K-1.