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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: TW HAMPTON W COOK. A Employer identification number: 21-6010687. B Telephone number: (336) 747-8176. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 4947(a)(1) nonexempt charitable trust. I Fair market value of all assets at end of year: \$ 1,889,705.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	42,244	63,451	63,451
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach 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)	1,115,588 <input checked="" type="checkbox"/>	1,037,239	1,130,137
	c Investments—corporate bonds (attach schedule)	640,031		
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)		664,690 <input checked="" type="checkbox"/>	696,117
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,797,863	1,765,380	1,889,705	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,797,863	1,765,380	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	1,797,863	1,765,380		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,797,863	1,765,380		

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	1,797,863
2	Enter amount from Part I, line 27a	2	-29,302
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	1,340
4	Add lines 1, 2, and 3	4	1,769,901
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	4,521
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,765,380

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	46,103
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	87,621	1,905,068	0.045994
2010	83,627	1,810,324	0.046194
2009	65,296	1,560,951	0.041831
2008	131,232	1,887,423	0.06953
2007	113,269	2,338,435	0.048438
2	Total of line 1, column (d).		2 0.251987
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 0.050397
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 1,870,178
5	Multiply line 4 by line 3.		5 94,251
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 700
7	Add lines 5 and 6.		7 94,951
8	Enter qualifying distributions from Part XII, line 4.		8 100,092

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	700
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	700
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	700
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	840
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	840
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
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	140
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 140 Refunded ▶	11	0

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?		No
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)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
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? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ _____		
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? <i>If "No," attach explanation .</i>		No
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

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		No		
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		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes			
14	The books are in care of ▶ <u>WELLS FARGO BANK</u> Telephone no ▶ <u>(336) 747-8176</u> Located at ▶ <u>1 WEST 4TH STREET 6TH FLOOR WINSTONSALEM NC</u> ZIP +4 ▶ <u>27101</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table border="1"><tr><td>15</td><td></td></tr></table>	15				
15						
16	At any time during calendar year 2012, 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		No		

See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b	No
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 2012?	1c	No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	2b	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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 2012?	4b	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	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
WELLS FARGO BANK 1525 WEST WT HARRIS BLVD CHARLOTTE, NC 28288	TRUSTEE 4	25,268		

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. **0**

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____	
2 _____	
3 All other program-related investments See page 24 of the instructions _____	

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	1,837,944
b	Average of monthly cash balances.	1b	60,714
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,898,658
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,898,658
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	28,480
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,870,178
6	Minimum investment return. Enter 5% of line 5.	6	93,509

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	93,509
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	700
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	700
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	92,809
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	92,809
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	92,809

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	100,092
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	100,092
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	700
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	99,392

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				92,809
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			30,946	
b Total for prior years 2010, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				0
b From 2008.				0
c From 2009.				0
d From 2010.				0
e From 2011.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>100,092</u>				
a Applied to 2011, but not more than line 2a			30,946	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				69,146
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				23,663
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008.	0			
b Excess from 2009.	0			
c Excess from 2010.	0			
d Excess from 2011.	0			
e Excess from 2012.	0			

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 2012, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 91,675
b <i>Approved for future payment</i>				
Total				3b

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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Paid Preparer Use Only Print/Type preparer's name JOSEPH J CASTRIANO Preparer's Signature JOSEPH J CASTRIANO Date 2013-04-19 Title Firm's name PRICEWATERHOUSECOOPERS LLP Firm's address Pittsburgh, PA 152192777 Firm's EIN 13-4008324 Phone no (412) 355-6000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
674 ARTISAN FDS INC INTL FD INVESTOR CLASS		2011-08-26	2012-08-08
216 ARTISAN FDS INC INTL FD INVESTOR CLASS		2011-08-26	2012-11-27
48 ARTISAN MID CAP FUND-INS #1333		2012-04-10	2012-11-27
402 CREDIT SUISSE COMM RET ST-I #2156		2011-08-26	2012-08-08
227 CREDIT SUISSE COMM RET ST-I #2156		2011-08-26	2012-11-27
104 DIAMOND HILL LONG-SHORT FD CL I #11		2012-08-10	2012-11-27
423 DODGE & COX INT'L STOCK FD # 1048		2008-08-13	2012-08-08
91 DODGE & COX INT'L STOCK FD # 1048		2008-08-13	2012-11-19
102 DODGE & COX INT'L STOCK FD # 1048		2008-08-13	2012-11-27
3323 002 DODGE & COX INCOME FD COM		2011-08-26	2012-02-10
1519 998 DODGE & COX INCOME FD COM		2011-02-04	2012-02-10
2010 793 DODGE & COX INCOME FD COM		2008-08-13	2012-11-19
4274 207 DODGE & COX INCOME FD COM		2012-08-10	2012-11-19
124 DREYFUS EMG MKT DEBT LOC C-I #6083		2011-08-26	2012-11-27
125 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2010-12-28	2012-02-10
183 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2010-12-28	2012-05-08
96 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2010-12-28	2012-08-08
98 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2010-12-28	2012-11-27
100 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTIONAL SHARES		2008-12-01	2012-02-10
1927 406 GOLDMAN SACHS GROWTH OPPORTUNITIES INSTITUTIONAL SHARES		2008-12-01	2012-04-10
115 HARBOR FD CAP APPRECIATION		2011-05-25	2012-02-10
5 964 HARBOR FD CAP APPRECIATION		2012-08-10	2012-11-27
66 036 HARBOR FD CAP APPRECIATION		2011-05-25	2012-11-27
2978 HUSSMAN STRATEGIC GROWTH FD		2011-10-20	2012-08-08
30 ISHARES S&P 500 INDEX FUND		2011-10-20	2012-02-10
194 ISHARES S&P 500 INDEX FUND		2011-10-20	2012-05-08
14 ISHARES S&P 500 INDEX FUND		2012-08-08	2012-11-27
21 ISHARES RUSSELL 2000 GROWTH INDEX FUND		2012-11-19	2012-11-27
323 KEELEY SMALL CAP VAL FD CL I #2251		2010-12-28	2012-02-10
83 KEELEY SMALL CAP VAL FD CL I #2251		2010-12-28	2012-08-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
149 KEELEY SMALL CAP VAL FD CL I #2251		2010-12-28	2012-11-27
1510 LAUDUS MONDRIAN INTL FI-INST #2940		2011-10-20	2012-08-08
143 MFS VALUE FUND-CLASS I #893		2011-05-25	2012-08-08
106 MFS VALUE FUND-CLASS I #893		2011-05-25	2012-11-27
2187 MAINSTAY EP US EQ YLD-IS #1204		2011-10-20	2012-02-10
170 MAINSTAY EP US EQ YLD-IS #1204		2011-10-20	2012-05-08
1965 637 MAINSTAY EP US EQ YLD-IS #1204		2011-10-20	2012-08-08
506 362 MERGER FD SH BEN INT		2011-10-20	2012-08-08
99 OPPENHEIMER DEVELOPING MKT-Y #788		2011-05-25	2012-11-27
2311 386 PIMCO FDS PAC INVNT MGMT SER TOTAL RETURN FD INSTL CL		2011-08-26	2012-02-10
3696 614 PIMCO FDS PAC INVNT MGMT SER TOTAL RETURN FD INSTL CL		2011-02-04	2012-02-10
162 PIMCO FDS PAC INVNT MGMT SER TOTAL RETURN FD INSTL CL		2012-11-21	2012-11-27
1311 688 PIMCO FOREIGN BOND FUND-INST		2012-02-14	2012-08-08
544 312 PIMCO FOREIGN BOND FUND-INST		2011-05-25	2012-08-08
165 PIMCO FOREIGN BOND FUND-INST		2011-08-26	2012-11-27
382 611 RIDGEWORTH SEIX HY BD-I #5855		2011-08-26	2012-08-08
908 RIDGEWORTH SEIX HY BD-I #5855		2011-08-26	2012-11-19
9446 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-05-08
14051 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-08-08
5494 ROWE T PRICE SHORT TERM BD FD INC		2012-02-14	2012-11-19
135 SPDR DJ WILSHIRE INTERNATIONAL REAL		2011-05-23	2012-08-08
50 SPDR DJ WILSHIRE INTERNATIONAL REAL		2011-05-23	2012-11-19
48 SPDR DJ WILSHIRE INTERNATIONAL REAL		2011-05-23	2012-11-27
117 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2010-12-28	2012-02-10
144 919 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2012-05-10	2012-11-19
709 081 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2010-12-28	2012-11-19
49 778 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2012-08-10	2012-12-19
886 161 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2011-08-26	2012-12-19
61 VANGARD MSCI EMERGING MARKETS EFT		2011-02-02	2012-02-10
46 VANGARD MSCI EMERGING MARKETS EFT		2010-12-28	2012-11-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
136 VANGUARD REIT VIPER		2010-12-28	2012-02-10
35 VANGUARD REIT VIPER		2010-12-28	2012-05-08
24 VANGUARD REIT VIPER		2010-12-28	2012-08-08
40 VANGUARD REIT VIPER		2012-11-19	2012-11-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
15,441		13,790	1,651
5,180		4,419	761
1,896		1,906	-10
3,337		3,771	-434
1,886		2,129	-243
1,880		1,860	20
13,312		16,628	-3,316
2,979		3,577	-598
3,373		4,010	-637
45,226		44,790	436
20,687		19,037	1,650
28,010		24,431	3,579
59,540		58,782	758
1,877		1,885	-8
3,153		2,940	213
4,802		4,304	498
2,595		2,258	337
2,758		2,305	453
2,454		1,245	1,209
47,723		23,996	23,727
4,720		4,478	242
249		248	1
2,761		2,571	190
33,145		37,612	-4,467
4,036		3,655	381
26,393		23,638	2,755
1,977		1,969	8
1,937		1,887	50
8,324		8,130	194
2,145		2,089	56

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,090		3,750	340
17,924		18,588	-664
3,578		3,459	119
2,670		2,564	106
28,475		27,075	1,400
2,222		2,105	117
26,300		24,335	1,965
8,046		8,016	30
3,324		3,458	-134
25,680		25,411	269
41,069		38,948	2,121
1,879		1,874	5
14,494		13,956	538
6,015		5,662	353
1,876		1,754	122
3,765		3,585	180
9,007		8,508	499
45,813		45,768	45
68,147		68,007	140
26,646		26,591	55
5,233		5,352	-119
2,011		1,982	29
1,951		1,903	48
3,444		3,446	-2
3,704		3,959	-255
18,124		20,882	-2,758
1,336		1,350	-14
23,776		24,946	-1,170
2,633		2,887	-254
1,914		2,161	-247

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,435		7,501	934
2,286		1,930	356
1,581		1,298	283
2,551		2,526	25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			1,651
			761
			-10
			-434
			-243
			20
			-3,316
			-598
			-637
			436
			1,650
			3,579
			758
			-8
			213
			498
			337
			453
			1,209
			23,727
			242
			1
			190
			-4,467
			381
			2,755
			8
			50
			194
			56

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			340
			-664
			119
			106
			1,400
			117
			1,965
			30
			-134
			269
			2,121
			5
			538
			353
			122
			180
			499
			45
			140
			55
			-119
			29
			48
			-2
			-255
			-2,758
			-14
			-1,170
			-254
			-247

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			934
			356
			283
			25

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
THE CHILDREN'S HOME SOCIETY OF NJ ATTN ROBERT NOTTA CFO 635 S CLINTON AVENUE TRENTON,NJ 08611	NONE	PUBLIC CHARITY	GENERAL SUPPORT	18,335
YMCACORPORATE OFFICE 431 PENNINGTON AVENUE TRENTON,NJ 08618	NONE	PUBLIC CHARITY	GENERAL SUPPORT	18,335
YWCA OF TRENTON 140 E HANOVER STREET TRENTON,NJ 08608	NONE	PUBLIC CHARITY	GENERAL SUPPORT	18,335
WESTMINSTER PRESBYTERIAN CHURCH PO BOX 3719 TRENTON,NJ 08629	NONE	PUBLIC CHARITY	GENERAL SUPPORT	18,335
CAPITAL HEALTH SYSTEM FDN PO BOX 128 TRENTON,NJ 08601	NONE	PUBLIC CHARITY	GENERAL SUPPORT	18,335
Total				91,675

3a

TY 2012 Accounting Fees Schedule

Name: TW HAMPTON W COOK

EIN: 21-6010687

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	2,100			2,100

**TY 2012 Explanation of Non-Filing
with Attorney General Statement**

Name: TW HAMPTON W COOK

EIN: 21-6010687

Statement: The state of NJ does not require a copy of the 990-PF to be furnished

**TY 2012 Investments Corporate
Bonds Schedule**

Name: TW HAMPTON W COOK

EIN: 21-6010687

Name of Bond	End of Year Book Value	End of Year Fair Market Value
256210105 DODGE & COX INCOME F		
261980494 DREYFUS EMG MKT DEBT		
51855Q655 LAUDUS MONDRIAN INTL		
693390700 PIMCO TOTAL RET FD-I		
693390882 PIMCO FOREIGN BD FD		
76628T645 RIDGEWORTH SEIX HY B		
77957P105 T ROWE PRICE SHORT T		

**TY 2012 Investments Corporate
Stock Schedule**

Name: TW HAMPTON W COOK

EIN: 21-6010687

Name of Stock	End of Year Book Value	End of Year Fair Market Value
04315J209 ARTIO TOT RTN #1524		
256210105 DODGE&COX INCOME FD		
261980494 DREYFUS EMERG #6083		
693390841 PIMCO HIGH YLD FUND		
693390700 PIMCO TOT RTN FD #35		
72369B406 PIONEER HI YLD #724		
94985D582 WELLS FARGO FD #4705		
693391559 PIMCO EMERG MKT #137		
693390882 PIMCO FORGN FD #103		
34984T881 GOLDEN LARGE CAP FD		
38142Y401 GOLDMAN SACHS #1132		
38142Y773 GOLDMAN SACHS #1216		
339128100 JP MORGAN MID CAP VA	35,162	41,845
487300808 KEELEY SMALL CAP VAL	42,165	49,128
784924425 SSGA EMERG MKT #1510		
87234N849 TCW SMALL CAP #4724		
949915565 WELLS FARGO FD #3124		
04315J837 ARTIO INTL FD #1529		
256206103 DODGE & COX INT'L ST	64,955	87,958
922042858 VANGUARD MSCI EMERGI	60,780	59,715
61744J317 MORGAN STANLEY #8001		
722005667 PIMCO COMMOD FD #45		
922908553 VANGUARD REIT VIPER	55,602	67,313
04314H204 ARTISAN INTERNATIONA	72,100	86,654
22544R305 CREDIT SUISSE COMM R	98,204	90,815
25264S833 DIAMOND HILL LONG-SH	42,649	47,192
411511504 HARBOR CAPITAL APRCT	99,532	113,032
448108100 HUSSMAN STRATEGIC GR	42,502	36,432
464287200 ISHARES CORE S & P 5	57,098	65,701
552983694 MFS VALUE FUND-CLASS	76,042	85,823

Name of Stock	End of Year Book Value	End of Year Fair Market Value
56063J302 MAINSTAY EP US EQUIT		
589509108 MERGER FD SH BEN INT	28,389	28,389
683974505 OPPENHEIMER DEVELOPI	57,310	58,336
78463X863 SPDR DJ WILSHIRE INT	59,541	66,574
04314H600 ARTISAN MID CAP FUND	51,480	50,676
367829884 GATEWAY FUND - Y #19	47,418	46,899
464287648 ISHARES RUSSELL 2000	46,310	47,655

TY 2012 Investments - Other Schedule

Name: TW HAMPTON W COOK

EIN: 21-6010687

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
256210105 DODGE & COX INCOME F	AT COST	82,209	93,779
261980494 DREYFUS EMG MKT DEBT	AT COST	89,802	95,048
262028855 DRIEHAUS ACTIVE INCO	AT COST	28,445	29,155
51855Q655 LAUDUS MONDRIAN INTL	AT COST	43,802	41,390
693390700 PIMCO TOTAL RET FD-I	AT COST	279,073	285,249
693390882 PIMCO FOREIGN BD FD	AT COST	37,236	39,781
76628T645 RIDGEWORTH SEIX HY B	AT COST	89,073	96,634
77957P105 T ROWE PRICE SHORT T	AT COST	15,050	15,081

TY 2012 Other Decreases Schedule**Name:** TW HAMPTON W COOK**EIN:** 21-6010687

Description	Amount
MUTUAL FUND TIMING DIFFERENCE	3,427
COST BASIS ADJUSTMENT	1,094

TY 2012 Other Increases Schedule

Name: TW HAMPTON W COOK

EIN: 21-6010687

Description	Amount
FEDERAL TAX REFUND	1,340

TY 2012 Taxes Schedule**Name:** TW HAMPTON W COOK**EIN:** 21-6010687

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON QUALIFIED FOR	341	341		0
FOREIGN TAXES ON NONQUALIFIED	146	146		0