



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

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

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation THE JUDITH E. & JOSEPH C. COOK, JR. FOUNDATION, INC.		A Employer identification number 35-2006656
Number and street (or P.O. box number if mail is not delivered to street address) 1600 DIVISION STREET	Room/suite 580	B Telephone number (see instructions) 615-843-9100
City or town, state, and ZIP code NASHVILLE TN 37203		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,523,510	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1	Contributions, gifts, grants, etc., received (attach schedule)	651,021			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	15,657	15,657		
4	Dividends and interest from securities	25,448	25,448		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,354,074			
b	Gross sales price for all assets on line 6a	2,627,110			
7	Capital gain net income (from Part IV, line 2)		2,354,074		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	6,005	-3,867		
12	Total. Add lines 1 through 11	3,052,205	2,391,312	0	
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	7,233	7,233		
b	Accounting fees (attach schedule)	14,900	7,450		7,450
c	Other professional fees (attach schedule)	1,976			
17	Interest	277	132		
18	Taxes (attach schedule) (see instructions)	18,515	510		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch)	34,101	34,031		70
24	Total operating and administrative expenses. Add lines 13 through 23	77,002	49,356	0	7,520
25	Contributions, gifts, grants paid	522,533			522,533
26	Total expenses and disbursements. Add lines 24 and 25	599,535	49,356	0	530,053
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	2,452,670			
b	Net investment income (if negative, enter -0-)		2,341,956		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

GA 11

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	567,342	1,590,136	1,590,136
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att. schedule) ▶ SEE WRK 35,000 Less: allowance for doubtful accounts ▶ 0	35,000	35,000	35,000
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 7	7,952,214	6,259,363	6,259,363
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) SEE STATEMENT 8	430,511	1,639,011	1,639,011
	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)	8,985,067	9,523,510	9,523,510
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. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	8,985,067	9,523,510	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	8,985,067	9,523,510	
	31 Total liabilities and net assets/fund balances (see instructions)	8,985,067	9,523,510	

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	8,985,067
2 Enter amount from Part I, line 27a	2	2,452,670
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	299
4 Add lines 1, 2, and 3	4	11,438,036
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	1,914,526
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	9,523,510

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

(i) FMV 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)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	2,354,074
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	35,274

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))
2011	477,748	9,685,657	0.049325
2010	536,441	9,433,077	0.056868
2009	634,105	8,451,082	0.075032
2008	98,144	8,895,116	0.011033
2007	356,124	6,897,079	0.051634

2 Total of line 1, column (d)	2	0.243892
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	0.048778
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,037,732
5 Multiply line 4 by line 3	5	489,620
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,420
7 Add lines 5 and 6	7	513,040
8 Enter qualifying distributions from Part XII, line 4 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.	8	530,053

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 <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	23,420
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	23,420
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	23,420
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	24,856
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d O.R. OVERPAYMENT (1,307)	7	23,549
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	129
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	
11	Enter the amount of line 10 to be: Credited to 2013 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?		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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) IN, TN		
8b 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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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		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? Website address ► N/A	13	X	
14	The books are in care of ► MR. STEVEN SINGLETON 1600 DIVISION STREET, STE 580 Located at ► NASHVILLE 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 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	Telephone no. ► 615-843-9100 ZIP+4 ► 37203 15 Yes No 16 X		

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 type="checkbox"/> Yes <input checked="" 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	X
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? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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? <input checked="" type="checkbox"/> Yes <input 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11				

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

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

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,306,803
b	Average of monthly cash balances	1b	923,563
c	Fair market value of all other assets (see instructions)	1c	2,960,225
d	Total (add lines 1a, b, and c)	1d	10,190,591
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	10,190,591
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	152,859
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,037,732
6	Minimum investment return. Enter 5% of line 5	6	501,887

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	501,887
2a	Tax on investment income for 2012 from Part VI, line 5	2a	23,420
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	23,420
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	478,467
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	478,467
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	478,467

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	530,053
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	530,053
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	23,420
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	506,633

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				478,467
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				28,552
e From 2011				
f Total of lines 3a through e	28,552			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 530,053				
a Applied to 2011, 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 2012 distributable amount				478,467
e Remaining amount distributed out of corpus	51,586			
5 Excess distributions carryover applied to 2012 (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	80,138			
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 2011. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	80,138			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				28,552
d Excess from 2011				
e Excess from 2012				51,586

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

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

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

Check here ☒ 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 or e-mail 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	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 Paid during the year SEE STATEMENT 12				522,500
Total			3a	522,500
b Approved for future payment N/A				
Total			3b	

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

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

OMB No 1545-0047

2012

Name of the organization

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

Employer identification number

35-2006656

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

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

Name of organization

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

Employer identification number

35-2006656

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOSEPH C. & JUDITH COOK, JR. 1600 DIVISION STREET, SUITE 630 NASHVILLE TN 37203	\$ 651,021	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

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

Employer identification number

35-2006656

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	10,000 SHS OF AMYLIN PHARM (AMLN) STOCK	\$ 308,100	07/25/12
1	31,974 SHS OF IRONWOOD PHARM (IRWD) STOCK	\$ 342,921	12/27/12
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2012
For calendar year 2012, or tax year beginning _____, and ending _____		
Name THE JUDITH E. & JOSEPH C. COOK, JR. FOUNDATION, INC.		Employer Identification Number 35-2006656

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) GOLDMAN SACHS #27450 (SEE STATEMENT)	P	VARIOUS	VARIOUS
(2) GOLDMAN SACHS #27450 (SEE STATEMENT)	P	VARIOUS	VARIOUS
(3) GOLDMAN SACHS #27450 (SEE STATEMENT)	P	VARIOUS	VARIOUS
(4) GOLDMAN SACHS #45106 (SEE STATEMENT)	P	VARIOUS	VARIOUS
(5) GOLDMAN SACHS #45106 (SEE STATEMENT)	P	VARIOUS	VARIOUS
(6) K-1 GS CAPITAL PTRS VI PARALLEL LP	P	VARIOUS	VARIOUS
(7) K-1 GS CAPITAL PTRS VI PARALLEL LP	P	VARIOUS	VARIOUS
(8) K-1 GS CAP PTRS VI PARALLEL-SEC 1256	P	VARIOUS	VARIOUS
(9) K-1 POLARIS VENTURE PTRS II LP	P	VARIOUS	VARIOUS
(10) K-1 POLARIS VENTURE PTRS III LP	P	VARIOUS	VARIOUS
(11) K-1 DP V ASSOCIATES LP	P	VARIOUS	VARIOUS
(12) K-1 DP V ASSOCIATES LP	P	VARIOUS	VARIOUS
(13) K-1 DP VI ASSOCIATES LP	P	VARIOUS	VARIOUS
(14) K-1 HATTERAS VENTURE PTRS IV LP	P	VARIOUS	VARIOUS
(15) K-1 HATTERAS VENTURE PTRS IV LP	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 25,799			25,799
(2) 7,860		17,000	-9,140
(3) 2,233,216		37,147	2,196,069
(4) 81,591		63,101	18,490
(5) 151,229		151,950	-721
(6) 59			59
(7) 106,869			106,869
(8) 242			242
(9) 1,004			1,004
(10)		279	-279
(11) 57			57
(12) 19,175			19,175
(13)		3,552	-3,552
(14) 9			9
(15)		7	-7

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			25,799
(2)			-9,140
(3)			2,196,069
(4)			18,490
(5)			-721
(6)			59
(7)			106,869
(8)			242
(9)			1,004
(10)			-279
(11)			57
(12)			19,175
(13)			-3,552
(14)			9
(15)			-7

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
K1 GSC PTRS VI-PORTFOLIO INC	\$ 1,189	\$ 1,189	\$
K-1 GSC PTRS VI-SEC 988 LOSS	-4,432	-4,432	
K-1 GSC PTRS VI-SEC 987 LOSS	-346	-346	
K-1 GSC PTRS VI-OTHER LOSS	-1	-1	
K-1 HATTERAS VENTURE PTRS IV	-277	-277	
GS CAP PTRS VI PARALLEL K-1	775		
EP REAL ESTATE FUND II K-1	1,131		
THRIFT MANAGEMENT LLC K-1	-652		
MIDSOUTH CAPITAL FUND I	8,618		
TOTAL	\$ 6,005	\$ -3,867	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 7,233	\$ 7,233	\$	\$
TOTAL	\$ 7,233	\$ 7,233	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 14,900	\$ 7,450	\$	\$ 7,450
TOTAL	\$ 14,900	\$ 7,450	\$ 0	\$ 7,450

COOKFOUN The Judith E. & Joseph C. Cook, Jr.

35-2006656

FYE: 12/31/2012

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
GSCP VI PARALLEL AIV K-1	\$ 1,976	\$	\$	\$
TOTAL	\$ 1,976	\$ 0	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAXES	\$ 18,000	\$	\$	\$
FOREIGN TAXES PAID	510	510		
GS CAP PTRS VI PARALLEL K-1	5			
TOTAL	\$ 18,515	\$ 510	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
INVESTMENT EXP-GOLDMAN SACHS	7,313	7,313		
PORTFOLIO DEDUCTIONS-PSHIP K1	26,718	26,718		70
ADMIN EXPENSES	70			
TOTAL	\$ 34,101	\$ 34,031	\$ 0	\$ 70

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GOLDMAN SACHS	\$ 7,587,748	\$ 5,838,793	MARKET	\$ 5,838,793
GS SNOW SECURITIES	364,466	420,570	MARKET	420,570
TOTAL	\$ 7,952,214	\$ 6,259,363		\$ 6,259,363

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
DOMAIN IV VENTURE FUND	\$ 32,788	\$ 31,764	MARKET	\$ 31,764
DP V ASSOCIATES LP	55,900	52,210	MARKET	52,210
DP VI ASSOCIATES LP	40,592	36,061	MARKET	36,061
THRIFT MANAGEMENT, LLC	35,805	35,139	MARKET	35,139
POLARIS II VENTURE FUND	21,617	12,749	MARKET	12,749
POLARIS III VENTURE FUND	35,503	27,137	MARKET	27,137
EP REAL ESTATE FUND II, LLC	5,523	5,572	MARKET	5,572
BEDFORD HOTEL PARTNERS		120,000	MARKET	120,000
HATTERAS VENTURE PTRS IV	1,922	32,428	MARKET	32,428
CARRILIAM GLOBAL LTD		983,711	MARKET	983,711
MIDSOUTH CAPITAL FUND I	200,861	302,240	MARKET	302,240
TOTAL	\$ 430,511	\$ 1,639,011		\$ 1,639,011

Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
TAX-EXEMPT PARTNERSHIP INCOME	\$ 298
ROUNDING ADJUSTMENT	1
TOTAL	<u>\$ 299</u>

Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
UNREALIZED GAIN/LOSS ON INVESTMENTS	\$ 1,914,512
NON-DEDUCTIBLE PARTNERSHIP EXPENSES	14
TOTAL	<u>\$ 1,914,526</u>

COOKFOUN The Judith E. & Joseph C. Cook, Jr.

35-2006656

FYE: 12/31/2012

Federal Statements

Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

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

Federal Statements

35-2006656

FYE: 12/31/2012

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year

Name		Address		Relationship	Status	Purpose	Amount
ANGEL MINISTRIES	RALEIGH NC 27612	5115 HOLLYRIDGE DRIVE	501C3	NONE		MISSION AND OUTREACH	87,500
MARTHA O'BRYAN CENTER	NASHVILLE TN 37206	711 SOUTH SEVENTH STREET	501C3	NONE		MISSION AND OUTREACH	107,500
MERCY MINISTRIES	NASHVILLE TN 37222	P.O. BOX 111060	501C3	NONE		MISSION AND OUTREACH	87,500
BLACK MOUNTAIN HOME FOR CHILDREN	BLACK MOUNTAIN NC 28711	80 LAKE EDEN ROAD	501C3	NONE		MISSION AND OUTREACH	87,500
MONTREAT PRESBYTERIAN CHURCH	MONTREAT NC 28757	P.O. BOX 279	501C3	NONE		MISSION AND OUTREACH	35,000
SILOAM FAMILY HEALTH CTR	NASHVILLE TN 37204	820 GALE LANE	501C3	NONE		MISSION AND OUTREACH	10,000
SILOAM FAITH INSTITUTE	NASHVILLE TN 37204	820 GALE LANE	501C3	NONE		MISSION AND OUTREACH	20,000
CHRIST CHURCH	NASHVILLE TN 37211	15354 OLD HICKORY BLVD	501C3	NONE		MISSION AND OUTREACH	25,000
APPALACHIA SERVC PROJECT	JOHNSON CITY TN 37601	4523 BRISTOL HIGHWAY	501C3	NONE		MISSION AND OUTREACH	2,500
ROCKETOWN	NASHVILLE TN 37210	601 4TH AVENUE SOUTH	501C3	NONE		MISSION AND OUTREACH	2,500
THE HANDS OF CHRIST, INC.	FRANKLIN TN 37065	P.O. BOX 1252	501C3	NONE		MISSION AND OUTREACH	2,500
ACTION INSTITUTE	GRAND RAPIDS MI 49503	161 OTTAWA AVE NW, #301	501C3	NONE		MISSION AND OUTREACH	2,500
BLUE RIDGE BROADCASTING	BLACK MOUNTAIN NC 28711	P.O. BOX 159	501C3	NONE		MISSION AND OUTREACH	2,500
CAMPUS CRUSADE FOR CHRIST	ORLANDO FL 32862	P.O. BOX 628222	501C3	NONE		MISSION AND OUTREACH	2,500
BEN HADEN EVANGELICAL	CHATTANOOGA TN 37401	P.O. BOX 100	501C3	NONE		MISSION AND OUTREACH	2,500
F.C.A. OF MIDDLE TN	KANSAS CITY MO 64129	8701 LEEDS ROAD	501C3	NONE		MISSION AND OUTREACH	2,500
HAVEN FOUNDATION	MADISON TN 37116	P.O. BOX 1044	501C3	NONE		MISSION AND OUTREACH	2,500

COOKFOUN The Judith E. & Joseph C. Cook, Jr.

35-2006656

FYE: 12/31/2012

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name		Address		Relationship	Status	Purpose	Amount
Address							
JOSEPH KACK MINISTRIES		P.O. BOX 451	501C3			MISSION AND OUTREACH	2,500
BROKEN ARROW OK 74013	NONE	5409 MARYLAND WAY #119	501C3			MISSION AND OUTREACH	2,500
MOBILE MEDICAL DISASTER RELIEF	NONE	P.O. BOX 8585	501C3			MISSION AND OUTREACH	2,500
BRENTWOOD TN 37027	NONE	161 OTTAWA AVE NW, #301	501C3			EDUCATION AND SCHOLARSHIP	10,000
ABWE DONOR SERVICES	NONE	1900 BELMONT BLVD	501C3			EDUCATION AND SCHOLARSHIP	2,500
HARRISBURG PA 17105	NONE	1 BILLY GRAHAM PARKWAY	501C3			EDUCATION AND SCHOLARSHIP	10,000
ACTON INSTITUTE	NONE	P.O. BOX 1267	501C3			EDUCATION AND SCHOLARSHIP	10,000
GRAND RAPIDS MI 49503	NONE					EDUCATION AND SCHOLARSHIP	522,500
BELMONT UNIVERSITY							
NASHVILLE TN 37212							
BILLY GRAHAM EVANGELISTIC							
CHARLOTTE NC 28201							
MONTREAT COLLEGE							
MONTREAT NC 28757							
TOTAL							

Forms

990 / 990-PF**Other Notes and Loans Receivable****2012**

For calendar year 2012, or tax year beginning

, and ending

Name

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

Employer Identification Number

35-2006656**FORM 990-PF, PART II, LINE 7 - ADDITIONAL INFORMATION**

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

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

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

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

Charitable Contribution Carryover Worksheet - CorporationsForm **990-T****2012**

For calendar year 2012, or tax year beginning , ending

Name

**THE JUDITH E. & JOSEPH C. COOK, JR.
FOUNDATION, INC.**Employer Identification Number
35-2006656**Regular Tax Calculations**

		Prior Year		Current Year		Next Year
Preceding Tax Year	Excess Contributions	Utilized Or Reclassified to NOL	Carryover	Reclassified to NOL (Reg Sec 1 170A-11(c)(2))	Carryovers Utilized	Carryover
5th 12/31/07						
4th 12/31/08						
3rd 12/31/09						
2nd 12/31/10						
1st 12/31/11						
Charitable Contribution Carryover To Current Year - Regular			0			
Current Year 33						33
Charitable Contribution Carryover Available To Next Year						33

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
GOLDMAN SACHS #27450	\$ 1,272		14		
GOLDMAN SACHS #45106 - SNOW	27		14		
K-1 - GS CAP PTRS VI PARALLEL	13,689		14		
K-1 - POLARIS VENTURE PTRS II	14		14		
K-1 -POLARIS VENTURE PTRS III	35		14		
K-1 - DP V ASSOCIATES	607		14		
K-1 - DP VI ASSOCIATES	10		14		
K-1 HATTERAS VENTURE PTRS IV	3		14		
TOTAL	\$ 15,657				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
GOLDMAN SACHS #45106 - SNOW	\$ 7,843		14		
K-1 - GS CAP PTRS VI PARALLEL	17,286		14		
K-1 -POLARIS VENTURE PTRS III	319		14		
TOTAL	\$ 25,448				

Other Investment Income

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
K1 GSC PTRS VI-PORTFOLIO INC	\$ 1,189		14	
K-1 GSC PTRS VI-SEC 988 LOSS	-4,432		14	
K-1 GSC PTRS VI-SEC 987 LOSS	-346		14	
K-1 GSC PTRS VI-OTHER LOSS	-1		14	
K-1 HATTERAS VENTURE PTRS IV	-277		14	
TOTAL	\$ -3,867			