Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

ENVELOPE POSTMARK DATE MAY 23 2013

SCANNED JUN 03 2013

For calendar year 2012 or tax year beginning , and ending

Name of foundation: W BRUCE & MARY LOUISE COOK FOUNDATION

A Employer identification number: 65-6285872

Number and street (or P O box number if mail is not delivered to street address): C/O Morgan Stanley Private Bank, N A - 201 Plaza Two, 7th Floor

Room/suite:

B Telephone number (see instructions): 201-830-4456

City or town, state, and ZIP code: Jersey City NJ 07311-3977

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,013,689

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

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			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	70,201	70,201		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	-52,837			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	17,364	70,201	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	15,368	5,122		10,246
	24	**Total operating and administrative expenses.** Add lines 13 through 23	15,368	5,122	0	10,246
	25	Contributions, gifts, grants paid	117,000			117,000
	26	**Total expenses and disbursements** Add lines 24 and 25	132,368	5,122	0	127,246
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-115,004			
	b	**Net investment income** (if negative, enter -0-)		65,079		
	c	**Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

10

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	356,983	4,565	4,565
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,523,465	1,757,836	2,009,124
	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)	1,880,448	1,762,401	2,013,689
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,880,448	1,762,401	
	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)	1,880,448	1,762,401	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,880,448	1,762,401	

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	1,880,448
2	Enter amount from Part I, line 27a	2	-115,004
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,765,444
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	3,043
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,762,401

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	SHORT TERM SEE ATTACHED		1/1/2012	12/31/2012
b	LONG TERM SEE ATTACHED		1/1/2001	12/31/2012
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			3,370	-3,370
b			49,467	-49,467
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-3,370
b				-49,467
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	-52,837
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	0

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	118,454	1,940,658	0 061038
2010	141,283	1,831,465	0 077142
2009	109,423	1,749,417	0 062548
2008	126,428	2,102,274	0 060139
2007	108,177	2,508,076	0.043131

2	**Total** of line 1, column (d)	2	0 303998
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 060800
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,958,758
5	Multiply line 4 by line 3	5	119,092
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	651
7	Add lines 5 and 6	7	119,743
8	Enter qualifying distributions from Part XII, line 4	8	127,246

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	651
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	651
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	651
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 600		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 51		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	651
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for 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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ N/A			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ Morgan Stanley Private Bank, N A Telephone no ▶ 201-830-4456

Located at ▶ 201 Plaza Two, 7th Floor Jersey City NJ ZIP+4 ▶ 07311-3977

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		
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)? **5b** N/A

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? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
NONE				

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 ▶

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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0

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	1,900,113
	b	Average of monthly cash balances			1b	88,474
	c	Fair market value of all other assets (see instructions)			1c	
	d	**Total** (add lines 1a, b, and c)			1d	1,988,587
	e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2		Acquisition indebtedness applicable to line 1 assets			2	
3		Subtract line 2 from line 1d			3	1,988,587
4		Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	29,829
5		**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,958,758
6		**Minimum investment return.** Enter 5% of line 5			6	97,938

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	97,938
2a		Tax on investment income for 2012 from Part VI, line 5	2a	651		
	b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
	c	Add lines 2a and 2b			2c	651
3		Distributable amount before adjustments Subtract line 2c from line 1			3	97,287
4		Recoveries of amounts treated as qualifying distributions			4	
5		Add lines 3 and 4			5	97,287
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	97,287

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	127,246
	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	127,246
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	651
6		**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	126,595

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					97,287
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				0	
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	17,285				
d	From 2010	50,538				
e	From 2011	22,587				
f	**Total** of lines 3a through e		90,410			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 127,246					
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					97,287
e	Remaining amount distributed out of corpus		29,959			
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		120,369			
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					
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				0	
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		120,369			
10	Analysis of line 9					
a	Excess from 2008					
b	Excess from 2009	17,285				
c	Excess from 2010	50,538				
d	Excess from 2011	22,587				
e	Excess from 2012	29,959				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

MARY LOUISE COOK

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	117,000
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	70,201	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-52,837	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		17,364	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 17,364

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Mary Louise Cook 05/15/2013

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
PricewaterhouseCoopers,LLP		4/29/2013		P00364310

Firm's name ▶ | Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 Grant Street, Pittsburgh, PA 15219 | Phone no 412-355-6000

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file).* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions W BRUCE & MARY LOUISE COOK FOUNDATION	Employer identification number (EIN) or 65-6285872
	Number, street, and room or suite no If a P O box, see instructions C/O Morgan Stanley Private Bank, N A - 201 Plaza Two, 7th Floor	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Jersey City NJ 07311-3977	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Morgan Stanley Private Bank, N A

Telephone No ▶ 201-830-4456 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2013, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☒ calendar year 2012 or
▶ ☐ tax year beginning ______, and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 651
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 600
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 51

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Activity
04-T0004 : W. BRUCE COOK AND MARY LOUISE COOK FOUNDATION
01/01/2012 to 01/31/2012
Period Reporting

Date Written *Date Paid*	*Activity Type*	*Check Number*	*Payee*	*Total Amount*
US DOLLAR				
CHECK ACTIVITY				
12/19/2011 01/03/2012	CHECK	202	ST JOSEPHS OF BIG SKY	(2.000 00)
12/19/2011 01/05/2012	CHECK	204	DOCTORS WITHOUT BORDERS USA	(1.000 00)
	TOTAL CHECK ACTIVITY			**(3,000.00)**

Activity
04-T0004 : W. BRUCE COOK AND MARY LOUISE COOK FOUNDATION
05/01/2012 to 05/31/2012
Period Reporting

Date Written *Date Paid*	*Activity Type*	*Check Number*	*Payee*	*Total Amount*
US DOLLAR				
CHECK ACTIVITY				
05/01/2012 05/04/2012	CHECK	212	EAGLE MOUNT	(10,000 00)
05/01/2012 05/07/2012	CHECK	215	WIA	(2 000 00)
05/01/2012 05/09/2012	CHECK	216	GALLATIN VALLEY FOOD BANK	(2,000 00)
05/01/2012 05/09/2012	CHECK	213	ST JOSEPHS OF BIG SKY	(2,000 00)
05/01/2012 05/11/2012	CHECK	214	ARTS COUNCIL OF BIG SKY	(1,000 00)
05/01/2012 05/11/2012	CHECK	211	CANCER FAM NETWORK OF MONTANA	(10,000 00)
05/03/2012 05/14/2012	CHECK	217	BIG SKY SKI & SUMMER RESORT	(1,042 15)
	TOTAL CHECK ACTIVITY			**(28,042.15)**

Official Statement

Activity
04-T0004 : W. BRUCE COOK AND MARY LOUISE COOK FOUNDATION
06/01/2012 to 06/30/2012
Period Reporting

Date Written *Date Paid*	*Activity Type*	*Check Number*	*Payee*	*Total Amount*
US DOLLAR				
CHECK ACTIVITY				
06/07/2012 06/19/2012	CHECK	218	MUSEUM OF THE ROCKIES	(5 000 00)
	TOTAL CHECK ACTIVITY			**(5,000.00)**

Activity
04-T0004 : W. BRUCE COOK AND MARY LOUISE COOK FOUNDATION
07/01/2012 to 07/31/2012
Period Reporting

Date Written *Date Paid*	*Activity Type*	*Check Number*	*Payee*	*Total Amount*
US DOLLAR				
CHECK ACTIVITY				
07/24/2012 07/30/2012	CHECK	219	BIG SKY COMMUNITY CORP	(5,000 00)
07/24/2012 07/31/2012	CHECK	221	ROCKY MOUNTAIN ELK FOUNDATION	(5 000 00)
	TOTAL CHECK ACTIVITY			**(10,000.00)**

Activity
04-T0004 : W. BRUCE COOK AND MARY LOUISE COOK FOUNDATION
08/01/2012 to 08/31/2012
Period Reporting

Date Written *Date Paid*	*Activity Type*	*Check Number*	*Payee*	*Total Amount*
US DOLLAR				
CHECK ACTIVITY				
07/24/2012 08/01/2012	CHECK	222	FOBSE	(5,000 00)
07/24/2012 08/08/2012	CHECK	224	HEART OF THE VALLEY ANIMAL SHE	(1,000 00)
07/24/2012 08/14/2012	CHECK	223	RONALD MCDONALD HOUSE MO	(1,000 00)
07/24/2012 08/17/2012	CHECK	220	HISTORIC ASSIS RANCH	(1,000 00)
	TOTAL CHECK ACTIVITY			**(8,000.00)**

Activity
04-T0004 : W. BRUCE COOK AND MARY LOUISE COOK FOUNDATION
11/01/2012 to 11/30/2012
Period Reporting

Date Written *Date Paid*	*Activity Type*	*Check Number*	*Payee*	*Total Amount*
US DOLLAR				
CHECK ACTIVITY				
11/02/2012 11/06/2012	CHECK	225	MT ST HELEN FDN	(10 000 00)
11/06/2012 11/13/2012	CHECK	229	CENTRAL ASIA INST	(3 000 00)
11/06/2012 11/14/2012	CHECK	233	CROSS CATH OUTREACH	(1 000 00)
11/06/2012 11/14/2012	CHECK	226	FRESH LIFELINES FOR YOUTH	(10,000 00)
11/06/2012 11/15/2012	CHECK	227	JACK CREEK PRESERVE FDN	(5 000 00)
11/06/2012 11/15/2012	CHECK	232	DOCTORS WITHOUT BORDERS USA	(1,000 00)
11/06/2012 11/15/2012	CHECK	228	MORNINGSTAR LEARNING CENTER	(5,000 00)
11/06/2012 11/19/2012	CHECK	230	BOZEMAN DEACONESS FDN	(3,000 00)
11/06/2012 11/21/2012	CHECK	231	GREATER GALLATIN UNITED WAY	(2,957 85)
	TOTAL CHECK ACTIVITY			**(40,957.85)**

Activity
04-T0004 : W. BRUCE COOK AND MARY LOUISE COOK FOUNDATION
12/01/2012 to 12/31/2012
Period Reporting

Date Written *Date Paid*	*Activity Type*	*Check Number*	*Payee*	*Total Amount*
US DOLLAR				
CHECK ACTIVITY				
12/10/2012 12/12/2012	CHECK	242	OREGON SYMPHONY	(500 00)
12/10/2012 12/17/2012	CHECK	240	THE ART OF YOGA PROJECT	(1,000 00)
12/10/2012 12/19/2012	CHECK	241	LITERARY ARTS INC	(500 00)
12/05/2012 12/20/2012	CHECK	235	YWCA	(5,000 00)
12/05/2012 12/21/2012	CHECK	236	SHARE	(5,000 00)
12/05/2012 12/24/2012	CHECK	238	EAGLES NEST FDN	(1,000 00)
12/05/2012 12/26/2012	CHECK	237	COLUMBIA DANCE	(2,000 00)
12/13/2012 12/26/2012	CHECK	243	BIG SKY COMM FOOD BANK	(3,000 00)
12/05/2012 12/28/2012	CHECK	239	WSUV	(2 000 00)
12/25/2012 12/31/2012	CHECK	244	ST JOSEPHS OF BIG SKY	(2,000 00)
	TOTAL CHECK ACTIVITY			**(22,000.00)**

W BRUCE & MARY LOUISE COOK FOUNDATION
EIN: 65-6285872
ATTACHMENT TO 2012 FORM 990PF, PART X LINES 1(a) AND 1(b)
FYE 12/31/2012

Ending Date	**Cash**	**Bonds/Common Stock**	**TOTAL**
01/31/12	$ 355,101.71	$1,566,665.73	$ 1,921,767.44
02/28/12	$ 226,216.31	$1,713,968.74	$ 1,940,185.05
03/31/12	$ 58,511.87	$1,917,248.45	$ 1,975,760.32
04/30/12	$ 42,474.14	$1,960,653.80	$ 2,003,127.93
05/31/12	$ 54,801.63	$1,908,921.70	$ 1,963,723.33
06/30/12	$ 68,975.31	$1,878,382.69	$ 1,947,358.00
07/31/12	$ 71,362.37	$1,912,103.61	$ 1,983,465.98
08/31/12	$ 45,147.40	$1,951,384.47	$ 1,996,531.87
09/30/12	$ 46,094.52	$1,981,111.84	$ 2,027,206.36
10/31/12	$ 50,374.99	$1,994,883.98	$ 2,045,258.96
11/30/12	$ 33,078.66	$2,002,371.91	$ 2,035,450.57
12/31/12	$ 9,553.31	$2,013,653.57	$ 2,023,206.88
Total	$1,061,692.20	$22,801,350.46	$23,863,042.66
Average	**$88,474.35**	**$1,900,112.54**	$1,988,586.89

Total of averages $1,988,586.89

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	0	52,837	-52,837
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	SHORT TERM SEE ATTACHED	SEEATTACH			1/1/2012		12/31/2012	0	3,370				0	-3,370
2	X	LONG TERM SEE ATTACHED	SEEATTACH			1/1/2001		12/31/2012	0	49,467				0	-49,467

REALIZED GAIN/(LOSS) SUMMARY

This Realized Gain and Loss Summary is being provided for informational purposes only It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley cannot provide you with tax advice Although Morgan Stanley is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information The Realized Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes

If cost basis information is not available, gain or (loss) will not be reflected on this Summary For securities not purchased through Morgan Stanley, including securities purchased elsewhere and later transferred to Morgan Stanley, cost basis information may not be provided To correct any information supplied by Morgan Stanley, please inform your Private Wealth Advisor, to add cost basis information, you should inform your Private Wealth Advisor Please note that although Morgan Stanley makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events

Short Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
ARCHER DANIELS MIDLAND CO COM	039483102	690 000	02/14/2011	02/10/2012	$21,078 54	$24,946 19	$(3,867 65)
SPDR S&P DIVIDEND ETF	78464A763	880 000	02/28/2012	04/30/2012	$49,829 32	$49,331 92	$497 40
Total Short Term					**$70,907.86**		**$(3,370.25)**

Long Term

DESCRIPTION	CUSIP	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	REALIZED GAIN/(LOSS)
AFLAC INC USD 10 COM	001055102	435 000	02/14/2011	06/29/2012	$18,457 63	$24,956 65	$(6,499 02)
BROWN FORMAN DISTILLERS CORP CL B	115637209	0 000	02/14/2011	08/16/2012	$31 34	$22 28	$9 06
CENTURYLINK INC	156700106	553 000	02/14/2011	02/21/2012	$21,792 22	$25,002 07	$(3,209 85)
COMMERCE BANCSHARES INC	200525103	0 000	02/14/2011	12/17/2012	$17 89	$18 77	$(0 88)
EATON VANCE CORP COM NON VTG	278265103	752 000	02/14/2011	07/11/2012	$20,016 14	$24,932 33	$(4,916 19)
EMERSON ELEC CO COM	291011104	405 000	02/14/2011	07/11/2012	$18,042 10	$24,923 86	$(6,881 76)
NATIONAL FUEL GAS CO NJ COM	636180101	355 000	02/14/2011	06/29/2012	$17,003 79	$25,026 51	$(8,022 72)
PITNEY BOWES INC COM	724479100	960 000	02/14/2011	06/29/2012	$14,691 89	$24,954 43	$(10,262 54)
WALGREEN CO COM	931422109	590 000	02/14/2011	06/29/2012	$17,284 49	$25,003 08	$(7,718 59)
WESTAMERICA BANCORP	957090103	490 000	02/14/2011	07/11/2012	$22,992 19	$24,956 48	$(1,964 29)
Total Long Term					**$150,329.68**		**$(49,466.78)**
Total Short And Long Term					**$221,237.54**		**$(52,837.03)**

Part I, Line 23 (990-PF) - Other Expenses

		15,368	5,122	0	10,246
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	MISC CUSTODIAN AND MANAGEMENT FEES	15,368	5,122		10,246

Part II, Line 13 (990-PF) - Investments - Other

			1,523,465	1,757,836	2,009,124
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				1,757,836	2,009,124

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	600
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	600

Official Statement

Morgan Stanley Private Wealth Management
522 Fifth Avenue
New York, NY 10036
(212) 296-6000

Valuation Currency: USD

Portfolio Valuation By Position
32-WAAW9 : W. BRUCE COOK AND MARY LOUISE COOK FOUNDATION *NDA*
12/31/2012
Trade Date Reporting

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
CASH AND CASH ALTERNATIVES											
CURRENCIES											
US DOLLAR	416 55			416 55		416 55			416 55	0 02	C
BANK DEPOSITS*											
MORGAN STANLEY BANK N A	6,027 43	0 05		6,027 43		6,027 43		0 01	6,027 44	0 30	
TOTAL CASH AND CASH ALTERNATIVES				***6,443.98***		***6,443.98***		***0.01***	***6,443.99***	***0.32***	
FIXED INCOME											
FIXED INCOME ETFS											
SPDR BARCLAYS CAPTL HIGH YIELD TICKER JNK	3,000 00	2 75	39 44	118,323 50	40 71	122,130 00	3,806 50		122 130 00	6 06	C
ACCRUAL CLOSE END FUNDS DSTRBN SPDR BARCLAYS CAPTL HIGH YIELD EX DATE 12/27/2012 PAY DATE 01/07/2013								644 60	644 60	0 03	C
TOTAL FIXED INCOME ETFS				118,323 50		122,130 00	3,806 50	644 60	122,774 60	6 09	
TOTAL FIXED INCOME				***118,323.50***		***122,130.00***	***3,806.50***	***644.60***	***122,774.60***	***6.09***	

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N A) and any assets not held by Morgan Stanley & Co LLC Yield Interest and Gain Loss information is estimated
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Portfolio Valuation By Position
32-WAAW9 : W. BRUCE COOK AND MARY LOUISE COOK FOUNDATION *NDA*
12/31/2012
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
EQUITIES											
COMMON STOCKS											
Energy											
Integrated Oil & Gas											
CHEVRON CORPORATION TICKER CVX	262 00	3 60	95 70	25,073 40	108 14	28,332 68	3 259 28		28,332 68	1 41	C
EXXON MOBIL CORP TICKER XOM	302 00	2 28	82 54	24,927 05	86 55	26,138 10	1,211 05		26,138 10	1 30	C
Integrated Oil & Gas				50,000 45		54,470 78	4,470 33		54,470 78	2 70	
Energy				50,000 45		54,470 78	4,470 33		54,470 78	2 70	
Materials											
Diversified Chemicals											
PPG INDS INC COM TICKER PPG	282 00	2 36	88 58	24,979 56	135 35	38,168 70	13,189 14		38,168 70	1 89	C
Industrial Gases											
AIR PRODS & CHEMS INC COM TICKER APD	280 00	2 56	89 31	25,007 61	84 02	23,525 60	(1,482 01)		23,525 60	1 17	C

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ACCRUAL CASH DIVIDEND AIR PRODS & CHEMS INC COM EX DATE 12/28/2012 PAY DATE 02/11/2013								179 20	179 20	0 01	C
Industrial Gases				25,007 61		23,525 60	(1,482 01)	179 20	23,704 80	1 18	
Specialty Chemicals											
RPM INC OHIO COM TICKER RPM	1,055 00	0 90	23 67	24,969 32	29 36	30,974 80	6,005 48		30 974 80	1 54	C
SHERWIN-WILLIAMS CO USD1 COM TICKER SHW	292 00	1 56	85 66	25,012 63	153 82	44,915 44	19,902 81		44,915 44	2 23	C
VALSPAR CORP TICKER VAL	655 00	0 92	38 19	25,013 07	62 40	40,872 00	15,858 93		40,872 00	2 03	C
Specialty Chemicals				74,995 02		116,762 24	41,767 22		116,762 24	5 79	
Paper Packaging											
BEMIS CO INC COM TICKER BMS	750 00	1 00	33 16	24,869 48	33 46	25,095 00	225 52		25,095 00	1 25	C
SONOCO PRODUCTS CO TICKER SON	692 00	1 20	36 08	24,964 66	29 73	20,573 16	(4,391 50)		20,573 16	1 02	C
Paper Packaging				49,834 14		45,668 16	(4,165 98)		45,668 16	2 27	
Materials				174,816 33		224,124 70	49,308 37	179 20	224,303 90	11 13	

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Industrials											
Industrial Conglomerates											
3 M CO TICKER MMM	272 00	2 36	91 86	24,986 93	92 85	25,255 20	268 27		25,255 20	1 25	C
Industrial Machinery											
DOVER CORP COM TICKER DOV	375 00	1 40	66 76	25,035 49	65 71	24,641 25	(394 24)		24,641 25	1 22	C
PENTAIR LTD TICKER PNR	655 00	0 88	38 19	25,016 48	49 15	32,193 25	7,176 77		32,193 25	1 60	C
STANLEY BLACK & DECKER INC TICKER SWK	338 00	1 96	73 78	24,937 78	73 97	25,001 86	64 08		25,001 86	1 24	C
Industrial Machinery				74,989 75		81,836 36	6,846 61		81,836 36	4 06	
Industrials				99,976 68		107,091 56	7,114 88		107,091 56	5 31	
Consumer Discretionary											
Home Furnishings											
LEGGETT & PLATT INC COM TICKER LEG	1,060 00	1 16	23 62	25,035 40	27 22	28,853 20	3,817 80		28,853 20	1 43	C

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Apparel & Accessories											
V F CORP TICKER VFC	288 00	3 48	86 73	24,976 89	150 97	43,479 36	18,502 47		43,479 36	2 16	C
Restaurants											
MCDONALDS CORP COM TICKER MCD	330 00	3 08	75 92	25,053 60	88 21	29,109 30	4,055 70		29,109 30	1 44	C
Publishing & Printing											
MCGRAW HILL COMPANIE S INC USD1 COM TICKER MHP	665 00	1 02	37 43	24,889 22	54 67	36,355 55	11,466 33		36,355 55	1 80	C
Distributors											
GENUINE PARTS CO COM TICKER GPC	463 00	1 98	53 92	24,965 84	63 58	29,437 54	4,471 70		29,437 54	1 46	C
ACCRUAL CASH DIVIDEND GENUINE PARTS CO COM EX DATE 12/05/2012 PAY DATE 01/02/2013								229 19	229 19	0 01	C
Distributors				24,965 84		29,437 54	4,471 70	229 19	29,666 73	1 47	

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Portfolio Valuation By Position
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12/31/2012
Trade Date Reporting

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Home Improvement Retail											
LOWE'S COS INC COM TICKER LOW	990 00	0 64	25 25	24,998 29	35 52	35,164 80	10,166 51		35,164 80	1 74	C
Consumer Discretionary				149,919 24		202,399 75	52,480 51	229 19	202,628 94	10 05	
Consumer Staples											
Hypermarkets & Super Centers											
WAL MART STORES INC TICKER WMT	453 00	1 59	55 13	24,971 90	68 23	30,908 19	5,936 29		30 908 19	1 53	C
Distillers & Vintners											
BROWN FORMAN DISTILLERS CORP CL B	562 00	1 02	44 57	25,046 77	63 25	35,546 50	10,499 73		35,546 50	1 76	C
Soft Drinks											
COCA COLA CO 25 TICKER KO	786 00	1 02	31 74	24,949 57	36 25	28,492 50	3,542 93		28 492 50	1 41	C
PEPSICO INC TICKER PEP	390 00	2 15	63 83	24,894 79	68 43	26,687 70	1,792 91		26,687 70	1 32	C

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ACCRUAL CASH DIVIDEND PEPSICO INC EX DATE 12/05/2012 PAY DATE 01/02/2013								209 63	209 63	0 01	C
Soft Drinks				49,844 36		55,180 20	5,335 84	209 63	55,389 83	2 75	
Packaged Foods											
HORMEL GEO A & CO COM TICKER HRL	974 00	0 68	25 76	25,094 23	31 21	30,398 54	5,304 31		30,398 54	1 51	C
MCCORMICK & CO INC COM NON VTG TICKER MKC	555 00	1 36	45 07	25,011 41	63 53	35,259 15	10,247 74		35,259 15	1 75	C
ACCRUAL CASH DIVIDEND MCCORMICK & CO INC COM NON VTG EX DATE 12/27/2012 PAY DATE 01/14/2013								188 70	188 70	0 01	C
Packaged Foods				50,105 64		65,657 69	15,552 05	188 70	65 846 39	3 27	
Tobacco											
UNIVERSAL CORP VA COM TICKER UVV	607 00	2 00	41 13	24,967 00	49 91	30,295 37	5,328 37		30,295 37	1 50	C
Household Products											
CLOROX CO COM TICKER CLX	350 00	2 56	70 18	24,561 32	73 22	25,627 00	1,065 68		25,627 00	1 27	C

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COLGATE PALMOLIVE CO COM TICKER CL	318 00	2 48	78 66	25,012 77	104 54	33,243 72	8,230 95		33.243 72	1 65	C
KIMBERLY CLARK CORP TICKER KMB	382 00	2 96	65 40	24,982 80	84 43	32,252 26	7,269 46		32.252 26	1 60	C
ACCRUAL CASH DIVIDEND KIMBERLY CLARK CORP EX DATE 12/05/2012 PAY DATE 01/03/2013								282 68	282 68	0 01	C
PROCTER & GAMBLE CO TICKER PG	387 00	2 25	64 51	24,964 13	67 89	26,273 43	1,309 30		26.273 43	1 30	C
Household Products				99,521 02		117,396 41	17,875 39	282 68	117.679 09	5 84	
Consumer Staples				274,456 69		334,984 36	60,527 67	681 01	335.665 37	16 65	
Health Care											
Health Care Equipment											
ABBOTT LABS NPV TICKER ABT	545 00	0 56	45 71	24,911 41	65 50	35,697 50	10,786 09		35,697 50	1 77	C
BECTON DICKINSON & CO COM TICKER BDX	310 00	1 98	80 80	25,047 69	78 19	24,238 90	(808 79)		24.238 90	1 20	C
Health Care Equipment				49,959 10		59,936 40	9,977 30		59,936 40	2 97	

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Health Care Distributors & Services											
CARDINAL HEALTH INC COM TICKER CAH	597 00	1 10	41 88	25,003 26	41 18	24,584 46	(418 80)		24,584 46	1 22	C
ACCRUAL CASH DIVIDEND CARDINAL HEALTH INC COM EX DATE 12/28/2012 PAY DATE 01/15/2013								164 18	164 18	0 01	C
Health Care Distributors & Services				25,003 26		24,584 46	(418 80)	164 18	24,748 64	1 23	
Pharmaceuticals											
JOHNSON & JOHNSON TICKER JNJ	412 00	2 44	60 86	25,075 31	70 10	28,881 20	3,805 89		28,881 20	1 43	C
Health Care				100,037 67		113,402 06	13,364 39	164 18	113,566 24	5 63	
Financials											
Regional Banks											
COMMERCE BANCSHARES INC TICKER CBSH	661 00	0 92	37 53	24,809 23	35 06	23,174 66	(1,634 57)		23,174 66	1 15	C
Property & Casualty Insurance											
CHUBB CORP COM TICKER CB	420 00	1 64	59 25	24,885 92	75 32	31,634 40	6,748 48		31,634 40	1 57	C

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ACCRUAL CASH DIVIDEND CHUBB CORP COM EX DATE 12/19/2012 PAY DATE 01/08/2013								172 20	172 20	0 01	C
CINCINNATI FINL CORP TICKER CINF	745 00	1 63	33 58	25,020 68	39 16	29,174 20	4,153 52		29 174 20	1 45	C
ACCRUAL CASH DIVIDEND CINCINNATI FINL CORP EX DATE 12/17/2012 PAY DATE 01/15/2013								303 59	303 59	0 02	C
MERCURY GEN CORP NEW COM TICKER MCY	625 00	2 45	40 02	25,015 25	39 69	24,806 25	(209 00)		24,806 25	1 23	C
Property & Casualty Insurance				74,921 85		85,614 85	10,693 00	475 79	86,090 64	4 27	
NATIONAL RETAIL PPTY INC COM REIT TICKER NNN	1,015 00	1 58	24 68	25,047 36	31 20	31,668 00	6,620 64		31,668 00	1 57	C
HCP INC REIT TICKER HCP	675 00	2 00	37 02	24,985 53	45 16	30,483 00	5,497 47		30,483 00	1 51	C
Financials				149,763 97		170,940 51	21,176 54	475 79	171,416 30	8 50	

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Information Technology											
Data Processing & Outsourced Services											
AUTOMATIC DATA PROCESSING INC TICKER ADP	500 00	1 74	49 67	24,835 00	56 93	28,465 00	3,630 00		28,465 00	1 41	C
ACCRUAL CASH DIVIDEND AUTOMATIC DATA EX DATE 12/12/2012 PAY DATE 01/01/2013								217 50	217 50	0 01	C
Data Processing & Outsourced Services				24,835 00		28,465 00	3,630 00	217 50	28,682 50	1 42	
Computer Hardware											
DIEBOLD INC COM TICKER DBD	710 00	1 14	35 18	24,975 03	30 61	21,733 10	(3,241 93)		21,733 10	1 08	C
Information Technology				49,810 03		50,198 10	388 07	217 50	50,415 60	2 50	
Utilities											
Electric Utilities											
SOUTHERN COMPANY COM TICKER SO	630 00	1 96	39 63	24,965 89	42 81	26,970 30	2,004 41		26,970 30	1 34	C

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Gas Utilities											
ATMOS ENERGY CORP COM TICKER ATO	745 00	1 40	33 60	25,031 40	35 12	26,164 40	1,133 00		26,164 40	1 30	C
NORTHWEST NAT GAS CO COM TICKER NWN	550 00	1 82	45 42	24,981 99	44 20	24,310 00	(671 99)		24,310 00	1 21	C
PIEDMONT NATURAL GAS CO INC TICKER PNY	877 00	1 20	28 49	24,986 17	31 31	27,458 87	2,472 70		27,458 87	1 36	C
QUESTAR CORP COM TICKER STR	1,400 00	0 68	17 88	25,026 96	19 76	27,664 00	2,637 04		27,664 00	1 37	C
UGI CORP NEW COM TICKER UGI	790 00	1 08	31 64	24,998 21	32 71	25,840 90	842 69		25,840 90	1 28	C
ACCRUAL CASH DIVIDEND UGI CORP NEW COM EX DATE 12/12/2012 PAY DATE 01/01/2013								213 30	213 30	0 01	C
WGL HOLDINGS INC TICKER WGL	665 00	1 60	37 61	25,008 66	39 19	26,061 35	1,052 69		26 061 35	1 29	C
Gas Utilities				150,033 39		157,499 52	7,466 13	213 30	157,712 82	7 82	
Multi-Utilities											
BLACK HILLS CORP COM STK TICKER BKH	815 00	1 48	30 64	24,971 03	36 34	29,617 10	4,646 07		29,617 10	1 47	C

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Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N A) and any assets not held by Morgan Stanley & Co LLC Yield Interest and Gain Loss information is estimated
** Bank deposits are held at one or more FDIC member banks Morgan Stanley Bank, N A and/or Morgan Stanley Private Bank, National Association affiliates of Morgan Stanley & Co LLC, or Citibank, N A*
Bank deposits are eligible for FDIC insurance up to applicable limits Not SIPC insured
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Morgan Stanley
Private Wealth Management

Official Statement

Morgan Stanley Private Wealth Management
522 Fifth Avenue
New York, NY 10036
(212) 296-6000

Valuation Currency: USD

Portfolio Valuation By Position
32-WAAW9 : W. BRUCE COOK AND MARY LOUISE COOK FOUNDATION *NDA*
12/31/2012
Trade Date Reporting

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
CONSOLIDATED EDISON INC COM TICKER ED	505 00	2 42	49 51	25,001 54	55 54	28,047 70	3,046 16		28 047 70	1 39	C
VECTREN CORPORATION TICKER VVC	978 00	1 42	25 53	24,969 51	29 40	28,753 20	3,783 69		28.753 20	1 43	C
Multi-Utilities				74,942 08		86,418 00	11,475 92		86.418 00	4 29	
Utilities				249,941 36		270,887 82	20.946 46	213 30	271.101 12	13 45	
TOTAL COMMON STOCKS				1,298,722 42		1,528,499 64	229,777 22	2,160 15	1 530.659 79	75 94	
EXCHANGE TRADED FUNDS											
SPDR S&P DIVIDEND ETF TICKER SDY	6,055 00	1 91	56 28	340,789 73	58 16	352,158 80	11,369 07		352.158 80	17 47	C
ACCRUAL CLOSE END FUNDS DSTRBN SPDR S&P DIVIDEND ETF EX DATE 12/21/2012 PAY DATE 01/04/2013								3,530 94	3.530 94	0 18	C
TOTAL EXCHANGE TRADED FUNDS				340,789 73		352,158 80	11,369 07	3,530 94	355.689 74	17 65	
TOTAL EQUITIES				***1,639,512.15***		***1,880,658.44***	***241,146.29***	***5,691.10***	***1,886,349.54***	***93.59***	
TOTAL PORTFOLIO				**1,764,279.63**		**2,009,232.42**	**244,952.79**	**6,335.70**	**2,015,568.12**	**100.00**	

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Morgan Stanley
Private Wealth Management

Morgan Stanley Private Wealth Management
522 Fifth Avenue
New York, NY 10036
(212) 296-6000

Official Statement

Portfolio Valuation By Position

04-T0004 : W. BRUCE COOK AND MARY LOUISE COOK FOUNDATION

12/31/2012

Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
				CASH AND CASH ALTERNATIVES							
CURRENCIES											
US DOLLAR	(1,879 48)			(1,879 48)		(1,879 48)			(1.879 48)	100 00	C
TOTAL CASH AND CASH ALTERNATIVES				*(1,879.48)*		*(1,879.48)*			*(1,879.48)*	*100.00*	
TOTAL PORTFOLIO				**(1,879.48)**		**(1,879.48)**			**(1,879.48)**	**100.00**	

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