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### Form 990-PF

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

OMB No 1545-0052

Department of the Treasury Internal Revenue Service Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements. For calendar year 2012 or tax year beginning SEP 1, 2012 . and ending AUG 31, 2013 Name of foundation A Employer identification number V. V. COOKE FOUNDATION CORPORATION 61-6033714 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number P.O. BOX 202 (502)241-0303City or town, state, and ZIP code C If exemption application is pending, check here 40056-0202 PEWEE VALLEY, KY G Check all that apply Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return 2 Foreign organizations meeting the 85% test, check here and attach computation Address change Name change X Section 501(c)(3) exempt private foundation H Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J | Accounting method: X Cash Accrual F If the foundation is in a 60-month termination Other (specify) (from Part II, col (c), line 16) under section 507(b)(1)(B), check here 5,460,266. (Part I, column (d) must be on cash basis) ▶\$ Part I Analysis of Revenue and Expenses (a) Revenue and (b) Net investment (c) Adjusted net (d) Disbursements (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for charitable purposes (cash basis only) expenses per books income ıncome Contributions, gifts, grants, etc., received 1.000. N/A Check X if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments 313. 313 STATEMENT 128,364 128,364. 4 Dividends and interest from securities STATEMENT 5a Gross rents ☆ / b Net rental income or (loss) 186,568 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 186,568 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain Ö IAN OS Income modifications 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total, Add lines 1 through 11 316,245 315,245 13 Ο. 0. 0. Compensation of officers, directors, trustees, etc 25,000. 14 Other employee salaries and wages 500 24,500. 6,000. 120 5,880. 15 Pension plans, employee benefits 16a Legal fees STMT 3 **b** Accounting fees 1,030. 0 1.030. c Other professional fees 17 Interest STMT 4 1,017. <858. 1,874. 18 Taxes 19 Depreciation and depletion 270 2,700 2,430. 20 Occupancy 21 1,020. 0. 1,020. Travel, conferences, and meetings 22 Printing and publications 23 Other expenses STMT 5 82,427 75,642 6,786. 24 Total operating and administrative 119,194 75,674 expenses. Add lines 13 through 23 43,520. 171,000 171,000. 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 290,194. Add lines 24 and 25 75,674 214,520. 27 Subtract line 26 from line 12: 26,051 2 Excess of revenue over expenses and disbursements 239,571 b Net investment income (if negative, enter -0-) C Adjusted net income (if negative, enter -0-) N/A

LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2012)



Form 990-PF (2012) V. V. COOKE FOUNDATION		0-PF (2012) V. V. COOKE FOUNDATION		61-	6033714 Page 2
Р	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	<del></del>
Ė	_		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	000 515	260 500	260 500
	1	Savings and temporary cash investments	222,515.	360,592.	360,592.
	3	Accounts receivable	-		
	١,	Less: allowance for doubtful accounts		<u>.</u>	
	4	Pledges receivable	-		
		Less: allowance for doubtful accounts ►			
	5	Receivables due from officers, directors, trustees, and other			<del></del>
	6	disqualified persons			
	,	Other notes and loans receivable			
	'	Less; allowance for doubtful accounts	1		
w	۵	Inventories for sale or use			
Assets		Prepaid expenses and deferred charges			
As	1	Investments - U.S. and state government obligations STMT 6	18,565.	15,551.	17,311.
		Investments - corporate stock STMT 7	3,775,247.	4,007,098.	4,042,713.
		Investments - corporate bonds STMT 8	877,213.	688,949.	671,685.
		Investments - land, buildings, and equipment, basis	0,7,213.	000,545.	0/1/0031
	''	Less accumulated depreciation	†		
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	510,660.	358,061.	367,965.
		Land, buildings, and equipment; basis ▶			
		Less accumulated depreciation	1		
	15	Other assets (describe ► )			
	16	Total assets (to be completed by all filers)	5,404,200.	5,430,251.	5,460,266.
	17	Accounts payable and accrued expenses			
	18	Grants payable			<b>\$</b>
es	19	Deferred revenue			
Ħ	20	Loans from officers, directors, trustees, and other disqualified persons			
Liabilities	21	Mortgages and other notes payable			
_	22	Other liabilities (describe )			
	22	Total liabilities (add lines 17 through 22)	0.	0.	
_	23	Foundations that follow SFAS 117, check here	0.		
		and complete lines 24 through 26 and lines 30 and 31.			
es	24	Unrestricted			
and	25	Temporarily restricted			•
Bal	26	Permanently restricted			,
Net Assets or Fund Balances		Foundations that do not follow SFAS 117, check here			
Ŧ		and complete lines 27 through 31			
S	27	Capital stock, trust principal, or current funds	0.	0.	
set	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
ţ	29	Retained earnings, accumulated income, endowment, or other funds	5,404,200.	5,430,251.	
Š	30	Total net assets or fund balances	5,404,200.	5,430,251.	
		~	F 404 200	F 420 2F1	
_		Total liabilities and net assets/fund balances	5,404,200.	5,430,251.	<del></del>
P	art	Analysis of Changes in Net Assets or Fund E	Balances		
1	Tota	net assets or fund balances at beginning of year - Part II, column (a), line	e 30		
		st agree with end-of-year figure reported on prior year's return)		1	5,404,200.
2		r amount from Part I, line 27a		2	26,051.
3	Othe	r increases not included in line 2 (itemize)		3	0.
4	Add	lines 1, 2, and 3		4	5,430,251.
		eases not included in line 2 (itemize)		5	0.
<u>6</u>	Tota	net assets or fund balances at end of year (line 4 minus line 5) - Part II, o	column (b), line 30	6	5,430,251.
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Part IV Capital Gains	and Losses for Tax on I	nvestment	t Income			<u> </u>		J/14
(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>b</b> ) I	How acquired - Purchase - Donation	(c) Date ac (mo., day		(d) Date sold (mo., day, yr.)	
1a INVESTMENT MAN	AGEMENT ACCOUNTS	3				VARIO	US	VARIOUS
<u>b</u>					-			
C								
<u>d</u>								
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale			(h) Gair (e) plus (	n or (loss f) minus (	
a								186,568.
b								
C	· · ·					<del></del>		
d			<del> </del>					
Complete only for assets showing	in asin in column (h) and owned by	the foundation	on 12/31/69			) Gains (Col	(h) gain	minus
(i) F.M.V. as of 12/31/69	(i) Adjusted basis (k) Excess of col. (i) col. (i)			Losses (fi	t less thai	n -0-) <b>or</b>		
a					<del></del>			186,568.
b								
С								
d								
e								
2 Capital gain net income or (net ca	pital loss) { If gain, also enter-			}	2			186,568.
3 Net short-term capital gain or (los If gain, also enter in Part I, line 8,		nd (6):		}			NT / 70	
If (loss), enter -0- in Part I, line 8  Part V   Qualification U	nder Section 4940(e) fo	r Reduced	Tax on Net	Inv	3_  estment Ind	come	N/A	
(For optional use by domestic private	<del></del>							
		1010(4) 147 011	THE WAY COMMONE WA		··· <i>)</i>			
If section 4940(d)(2) applies, leave the	nis part blank							
Was the foundation liable for the seci	ify under section 4940(e). Do not c	omplete this pa	rt.					Yes X No
	each column for each year; see the	instructions be	fore making any e	ntries		-		(4)
(a) Base period years Calendar year (or tax year beginnii	<del></del>		Net value of no		ritable-use assets		(d) Distribution ratio (col. (b) divided by col. (c))	
2011		28,890.			<u>, 470 , 450</u>	_		.051201
2010		36,213.	<del>.</del> .		,801,306 ,337,721			.049198
2009 2008		17,879. 28,977.			, 337, 723 , 749, 785			
2007		36,843.			,314,085			.053978
2007		, , , , , ,			10227000			1000,0
2 Total of line 1, column (d)						2		.265670
3 Average distribution ratio for the	5-year base period - divide the total	on line 2 by 5,	or by the number	of ye	ars			
the foundation has been in exister	nce if less than 5 years					3		.053134
4 Enter the net value of noncharitab	ele-use assets for 2012 from Part X	, line 5				4		4,893,532.
5 Multiply line 4 by line 3			5		260,013.			
6 Enter 1% of net investment incom	ne (1% of Part I, line 27b)					6.		2,396.
7 Add lines 5 and 6						7	_	262,409.
8 Enter qualifying distributions from	n Part XII, line 4					8		214,520.
If line 8 is equal to or greater than See the Part VI instructions.	line 7, check the box in Part VI, lin	e 1b, and comp	lete that part usin	g a 1	% tax rate.			

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	ert VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4	948 -	see II	nstru	ictio	ns)	
1a	Exempt operating foundations described in section 4940(d)(2), check here   and enter "N/A" on line 1.						
Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)							
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here   Image: and enter 1%					4,7	<u>91.</u>	
	of Part I, line 27b						
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-)						
3	Add lines 1 and 2	3			4,7	91.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4				0.	
	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5			4,7	<u>91.</u>	
	Credits/Payments:						
	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 2,000.						
	Exempt foreign organizations - tax withheld at source						
	Tax paid with application for extension of time to file (Form 8868)						
	Backup withholding erroneously withheld 6d	1					
	Total credits and payments. Add lines 6a through 6d	7			<u>2,0</u>	<u>,000.</u>	
	Enter any penalty for underpayment of estimated tax. Check here If Form 2220 is attached	8					
	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9			<u>2,7</u>	<u>91.</u>	
	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10					
	Enter the amount of line 10 to be: Credited to 2013 estimated tax	11					
	rt VII-A Statements Regarding Activities				Voo	Nia	
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	ın			Yes		
	any political campaign?			1a		X	
D	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			1b		Y	
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	ea or					
_	distributed by the foundation in connection with the activities			1c		- I	
c 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. > \$ 0. (2) On foundation managers. > \$ 0.			,			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. > \$ 0 •						
9	managers.  \$ 0.  Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		х	
2	If "Yes," attach a detailed description of the activities.						
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or	ır					
Ť	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	•		3		x	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			4a		X	
	If "Yes," has it filed a tax return on Form 990-T for this year?	N	/A	4b			
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		,	5		X	
	If "Yes," attach the statement required by General Instruction T						
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:					-	
	By language in the governing instrument, or					i	
	• 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	Х		
7	Did the foundation have at least \$5,000 in assets at any time during the year?			7	Х		
	If "Yes," complete Part II, col. (c), and Part XV					]	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)						
	KY						
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	Х		
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	

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Pa	rt 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		Х
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		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
-	Website address ► N/A			
14	The books are in care of ► THEODORE L. MERHOFF Telephone no. ► (502)	241	-03	03
	Located at ► P.O. BOX 202, PEWEE VALLEY, KY  ZIP+4 ►40			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		<u> </u>	Ť
	and enter the amount of tax-exempt interest received or accrued during the year	N	/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	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	<del>  10</del>	l	
	country			
Pa	irt VII-B   Statements Regarding Activities for Which Form 4720 May Be Required	1		
	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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes X 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)?			1
	(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.)			
	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			-
ט		46		į
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  N/A	1b		
_	Organizations relying on a current notice regarding disaster assistance check here			,
С	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected			37
_	before the first day of the tax year beginning in 2012?	1c		<u>X</u>
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)):			1
а	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 X No			
	If "Yes," list the years , , , , , , , , , , , , , , , , , , ,			
D	Are there any years listed in 2a for which the foundation is <b>not</b> 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	۵.		
	statement - see instructions.)  N/A	2b		
C	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.			
۸.	Did the femaletic held near the 200/ durch and durch and durch held near the 200/ durch and durch and durch and durch held near the 200/ durch and			
за	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?  Yes X No			;
D	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)  N/A	3b		
	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	l . l	X

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Part VII-B   Statements Regarding Activities for Which	Form 4720 May Be	Required (contin	ued)	<del></del>	<del></del>
5a During the year did the foundation pay or incur any amount to:			_		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section			es X No		
(2) Influence the outcome of any specific public election (see section 4955);	or to carry on, directly or indir				
any voter registration drive?	_		es X No	i	
(3) Provide a grant to an individual for travel, study, or other similar purposes		Ye	es X No		
(4) Provide a grant to an organization other than a charitable, etc., organization	on described in section				
509(a)(1), (2), or (3), or section 4940(d)(2)?			es X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary	, or educational purposes, or		[32]		
the prevention of cruelty to children or animals?			es X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un	·	in Regulations	27 / 2		
section 53.4945 or in a current notice regarding disaster assistance (see instri	•		N/A	5b	
Organizations relying on a current notice regarding disaster assistance check					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption					
expenditure responsibility for the grant?		1/A ∐ Y€	es L No		
If "Yes," attach the statement required by Regulations section 53.494					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on		es X No		
a personal benefit contract?		Y6	es LAJ No	CL	<b>.</b>
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	ahaltar transastranO		es X No		
7a At any time during the tax year, was the foundation a party to a prohibited tax		Y6	⊢	7b	-
b If "Yes," did the foundation receive any proceeds or have any net income attrib  Information About Officers, Directors, Trust		nagere Highly		70	
Part VIII Paid Employees, and Contractors	ees, i outlaation ivid	inagers, riigin	,		
1 List all officers, directors, trustees, foundation managers and their	compensation.				
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e)	Expense
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation	acco	ount, other owances
				ļ	
	1				
SEE STATEMENT 10		0.	0.		0.
				ļ	
2 Compensation of five highest-paid employees (other than those inc	·	enter "NONE."	(d) 0000 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5		
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e)	Expense ount, other
(-)	devoted to position	(c) compensation	compensation	all	owances
NONE					
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	1				
	<u> </u>				
Total number of other employees paid over \$50,000			<u> </u>		0

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Part VIII . Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter "NON	VE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Fotal number of others receiving over \$50,000 for professional services  Part IX-A   Summary of Direct Charitable Activities		<u>▶</u> 0
		<del></del>
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical infinimeer of organizations and other beneficiaries served, conferences convened, research papers produced, a	ormation such as the etc.	Expenses
N/A		
2		
3		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on lines 1	and 2.	Amount
N/A		
All other program-related investments. See instructions.		
3		
Fotal. Add lines 1 through 3	<b>•</b>	
rotal. Add lines I tillough 3		0 . Form <b>990-PF</b> (2012)
		101111 000-1 1 (2012)

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) 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 4,597,835. 370,218. Average of monthly cash balances 1b c Fair market value of all other assets 1c 4,968,053. d Total (add lines 1a, b, and c) 1d Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e Acquisition indebtedness applicable to line 1 assets 4,968, 3 3 Subtract line 2 from line 1d 74,521. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 4,893,532. 5 5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V. line 4 Minimum investment return Enter 5% of line 5 6 244,677. 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.) 244,677. Minimum investment return from Part X, line 6 4.791 Tax on investment income for 2012 from Part VI, line 5 2a Income tax for 2012. (This does not include the tax from Part VI.) 2b 4,791. Add lines 2a and 2b 2c 239,886. 3 Distributable amount before adjustments. Subtract line 2c from line 1 Recoveries of amounts treated as qualifying distributions 4 0. 239,886. 5 Add lines 3 and 4 Deduction from distributable amount (see instructions) 6 0. Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 239,886. 7 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes; 214,520. a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 Program-related investments - total from Part IX-B 1b Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 Amounts set aside for specific charitable projects that satisfy the: 3 a Suitability test (prior IRS approval required) 3a Cash distribution test (attach the required schedule) 3ь 214,520. Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b 5 Adjusted qualifying distributions. Subtract line 5 from line 4 6 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

Form 990-PF (2012)

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				239,886.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:				
,,		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 25,081.				
b From 2008 42,804.				
c From 2009 7,347.				
d From 2010 692.				
e From 2011 7, 271.				
f Total of lines 3a through e	83,195.			
4 Qualifying distributions for 2012 from				
Part XII, line 4: ► \$ 214,520.			_	
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior		_		
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.	>>		
d Applied to 2012 distributable amount				214,520.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount	25,366.		· · · · · · · · · · · · · · · · · · ·	25,366.
must be shown in column (a))  6 Enter the net total of each column as		*	* **	
indicated below:	55.000			1
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	57,829.		`	
<b>b</b> Prior years' undistributed income. Subtract		2		
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		0		
assessed		0.		
d Subtract line 6c from line 6b. Taxable		0.		
amount - see instructions		U •		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract			0.	
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)	0.			
8 Excess distributions carryover from 2007				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013.	-			
Subtract lines 7 and 8 from line 6a	57,829.			
10 Analysis of line 9:	,			
a Excess from 2008 42,519.				
b Excess from 2009 7, 347.				
c Excess from 2010 692.				
d Excess from 2011 7, 271.				
e Excess from 2012				
	<del>-</del>		<del></del>	Form <b>990-PF</b> (2012)

Form 990-PF (2012) V. V. (	OOKE FOUNDA	TION CORPOR	ATION	61-60	33714 Page 10
Part XIV Private Operating F	oundations (see in:	structions and Part VII	-A, question 9)	N/A	
1 a If the foundation has received a ruling of	or determination letter that	it is a private operating			
foundation, and the ruling is effective fo	or 2012, enter the date of t	he ruling	▶ ∟		
<b>b</b> Check box to indicate whether the foun	dation is a private operatir	ng foundation described i		4942(j)(3) or494	42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
investment return from Part X for					
each year listed					
<b>b</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 Complete 3a, b, or c for the alternative test relied upon:					
<ul><li>a "Assets" alternative test - enter:</li><li>(1) Value of all assets</li></ul>					
(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 Info	ormation (Comple	te this part only	if the foundation	n had \$5,000 or mo	re in assets
at any time during	the year-see instr	ructions.)			
1 Information Regarding Foundation	on Managers:				
a List any managers of the foundation wi year (but only if they have contributed	no have contributed more		ributions received by the	e foundation before the clos	e of any tax
NONE					
<ul> <li>b List any managers of the foundation we other entity) of which the foundation has</li> </ul>			or an equally large porti	on of the ownership of a pa	rtnership or
NONE					
2 Information Regarding Contribution Check here ▶ ☐ If the foundation		•	_	not accept unsolicited requi	ests for funds. If
the foundation makes gifts, grants, etc.	(see instructions) to indiv	viduals or organizations u	nder other conditions, c	omplete items 2a, b, c, and	d.
a The name, address, and telephone num	nber or e-mail of the perso	n to whom applications s	should be addressed:		
SEE STATEMENT 11					
<b>b</b> The form in which applications should	be submitted and informa	tion and materials they sh	nould include:		
c Any submission deadlines:					
d Any restrictions or limitations on award	te euch as hy geographic	al areas charitable fields	kinds of institutions or	other factors:	
e mily resultations of inflications of awalt	ia, audii aa uy yeoyiapiiici	ai ai cas, chanadic iici05,	rinus vi ilistitutiviis, Vi	omer factors.	

3 Grants and Contributions Paid During the Y	ear or Approved for Future	Payment		
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year				
SCHEDULE ATTACHED	NONE	N/A	UNRESTRICTED	
SCHEDULE ATTACHED				171,000.
Total		<u> </u>	<b>▶</b> 3a	171,000,
b Approved for future payment				
NONE				
Total			▶ 3b	0.

#### Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated	Unrelated business income		led by section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	Exclu- sion code	(d) Amount	Related or exempt function income
		·	-   5555		
a b	1 1	<del></del>			
		· · · · · · · · · · · · · · · · · · ·	<del></del>		<del></del>
cd					<del></del>
	1 1		+ +		
e	- <del>  -</del>				
g Fees and contracts from government agencies			+ +		
2 Membership dues and assessments		<del>- ·</del>			
3 Interest on savings and temporary cash investments			14	313.	
4 Dividends and interest from securities			14	128,364.	
5 Net rental income or (loss) from real estate:			<del>                                     </del>		
a Debt-financed property					
b Not debt-financed property		<u>-</u> .			
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	186,568.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue;	1				
a					
b	_				
C					
d	l l				
e					
2 Subtotal. Add columns (b), (d), and (e)		0		315,245.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	315,245.
See worksheet in line 13 instructions to verify calculations.				,	

Part XVI-B Relationship of Activities to the Accomplishment of Exen	
Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A cor	itributed importantly to the accomplishment of
▼ the foundation's exempt purposes (other than by providing funds for such purposes).	

	the foundation's exempt purposes (other than by providing funds for such purposes).
,	

				ON CORPORA				<u>6033714</u>		ige 13
Part )	Information Re Exempt Organ		nsfers To	and Transaction	s an	d Relations	nips With No	ncharitable	е	
1 Did	the organization directly or indi		, of the follows	as with any other organiz	zation	described to cost	on F01(a) of		Yes	No
	Code (other than section 501(c			-			011 00 1(0) 01		103	110
	nsfers from the reporting found				ryaniza	1110113				İ
	Cash	ation to a mononam	abic exempt of	gamzation of.				1a(1)		Х
	Other assets							1a(2)		X
٠,	er transactions:							114(2)		
	Sales of assets to a noncharita	ble exempt organiza	ation					1b(1)		X
٠,	Purchases of assets from a no							1b(2)		X
٠,	Rental of facilities, equipment,	•	or gamzanon					1b(3)		X
٠,,	Reimbursement arrangements							1b(4)		X
٠,,	Loans or loan guarantees							1b(5)		X
٠,,	Performance of services or me	embership or fundra	aising solicitation	ons				1b(6)		X
٠,	ring of facilities, equipment, ma	•	-					10		Х
	e answer to any of the above is	• .			d alway	ys show the fair m	arket value of the	goods, other ass	sets,	
	ervices given by the reporting fo								•	
	mn (d) the value of the goods,					•				
(a) Line no	(b) Amount involved	(c) Name o	of noncharitable	e exempt organization		(d) Description	of transfers, transaction	ons, and sharing ar	rangeme	nts
			N/A							
		_	· · · · · · · · · · · · · · · · · · ·	=						
							•			
	<u> </u>									
			·							
			······································	· · · · · · · · · · · · · · · · · · ·						
	· · · · · ·				-					
-							· · · · · · · · · · · · · · · · · · ·		<del></del>	
	e foundation directly or indirect				ganızat	ions described			T	٦
	ection 501(c) of the Code (other		c)(3)) or in sec	11011 527 /				L Yes	LA	No
<u> </u>	es," complete the following sch (a) Name of org		· <u>-</u>	(b) Type of organization	on		c) Description of re	elationshin		
	N/A	jamzation		(b) Type of organization	-		c) Description of the	CIACIONSINP		
	N/A				+					
					+					
								·		
	Under penalties of perjury, declare	that I have examined th	his return, includir	ng accompanying schedules	and sta	atements, and to the I	pest of my knowledge	Maria IDC	4	
Sign	and belief, it is true, correct, and cor	notete Declaration of p	oreparer (other tha	ın taxpayer) is based on all in	nformatio	on of which preparer	has any knowledge	May the IRS return with the shown below	e prepare	er
Here		01/101		ואעובו	,	EXEC	DEX	X Yes	•	์ No
	Signature of officer or trystee			Date	'	Title				
•	Print/Type preparer's na	ame	Preparer's s	ignature	D		Check ıf	PTIN		
	1	,		1 /1 //	d	11/5/2015	self- employed			
Paid	JOHN J BAL	BACH	1 1 m	1/ more		1111177		P00122	879	
Prepa	rer Firm's name ► DEA									
Use C	nly		<i>V</i>	<i>V</i>						
	Firm's address ► 50	0 W. JEF	FERSON	STREET, SU	ITE	1400				
	LO	UISVILLE	, KY 40	202			Phone no. (	<u>502) 58</u>	9-6	050

(502) 589-6050 Form **990-PF** (2012)

FORM 990-PF INTEREST ON SAVI	NGS A	ND TEM	PORARY CA	ASH IN	VESTMENTS	STATEMENT	1	
SOURCE						AMOUNT		
INTEREST BEARING CHECKING AND CERTIFICATES OF DEPOSITS						313		
TOTAL TO FORM 990-PF, PART I,	LINE	3, CO	LUMN A		:	31	L3.	
FORM 990-PF DIVIDEND	S AND	INTER	EST FROM	SECUF	RITIES	STATEMENT	2	
SOURCE		GROSS	AMOUNT		TAL GAINS	COLUMN (A) AMOUNT	)	
ALTERNATIVE ACCOUNTS ANNUITIES CASH EQUIVALENTS EQUITY ACCOUNTS FIXED INCOME ACCOUNTS			9. 37,072. 3. 59,838. 31,442.		0. 0. 0. 0.	9. 37,072. 3. 59,838. 31,442.		
TOTAL TO FM 990-PF, PART I, LN 4		128,364.		0.		128,364		
FORM 990-PF	AC	COUNTI	NG FEES			STATEMENT	3 	
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INVE MENT INC		(C) ADJUSTED NET INCOM			
ACCOUNTING		1,030.	0.			1,03	30.	
TO FORM 990-PF, PG 1, LN 16B		1,030.		0.		1,03	30.	
FORM 990-PF		TAX	ES			STATEMENT	4	
		A)	(B) NET INVI	EST-	(C) ADJUSTED			
DESCRIPTION	EXPE PER	BOOKS	MENT INC	COME	NET INCOM	E PURPOSE	ES	
DESCRIPTION  EXCISE TAX ON INVESTMENT INCOME PAYROLL TAXES	PER		MENT INC	<896.> 38.		E PURPOSE	0.	

FORM 990-PF	OTHER E	XPENSES		STATEMENT		
DESCRIPTION	(A) EXPENSES PER BOOKS			(C) ADJUSTEI NET INCOM		
POSTAGE AND OFFICE EXPENSE INSURANCE INVESTMENT MANAGEMENT FEES TELEPHONE DUES AND SUBSCRIPTIONS INTERNET FEES	554. 45,650. 32,144. 1,573. 2,197. 309.	32, 1,	0. 085. 144. 157. 977. 279.		4,50 1,4: 2:	0
TO FORM 990-PF, PG 1, LN 23	82,427.	75,	642.		6,78	86
FORM 990-PF U.S. AND S	STATE/CITY G	OVERNMENT	OBLI	GATIONS	STATEMENT	
DESCRIPTION	U.S GOV'		вос	K VALUE	FAIR MARKE' VALUE	Г
U.S. GOVERNMENT OBLIGATIONS	X	<del></del> .		15,551.	17,3	11
TOTAL U.S. GOVERNMENT OBLIGAT	TIONS	•		15,551.	17,3	11
TOTAL STATE AND MUNICIPAL GOV	ERNMENT OBL	IGATIONS				
TOTAL TO FORM 990-PF, PART II	, LINE 10A	;		15,551.	17,33	11
FORM 990-PF	CORPORAT	E STOCK			STATEMENT	
DESCRIPTION			вос	K VALUE	FAIR MARKE	r
CORPORATE STOCK		•	4	,007,098.	4,042,7	13
TOTAL TO FORM 990-PF, PART II	, LINE 10B	•	4	,007,098.	4,042,7	 13

FORM 990-PF	CORPORATE BONDS		STATEMENT 8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	•	688,949.	671,685.
TOTAL TO FORM 990-PF, PART I	I, LINE 10C	688,949.	671,685.
FORM 990-PF	OTHER INVESTMENTS		
			STATEMENT 9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
	VALUATION	BOOK VALUE 150,312. 203,263. 4,486.	FAIR MARKET

	T OF OFFICERS, DI FOUNDATION MANAG	STATEMENT 10		
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE
V. V. COOKE, JR. PO BOX 202 PEEWEE VALLEY, KY 400560202	DIRECTOR 0.00	0.	0.	0.
JANE C. CROSS PO BOX 202 PEEWEE VALLEY, KY 400560202	DIRECTOR 0.00	0.	0.	0.
JUNE C. HOOK PO BOX 202 PEEWEE VALLEY, KY 400560202	DIRECTOR 0.00	0.	0.	0.
TRUDI C. COOKE PO BOX 202 PEEWEE VALLEY, KY 400560202	DIRECTOR 0.00	0.	0.	0.
JOE D. CROSS, JR. PO BOX 202 PEEWEE VALLEY, KY 400560202	VICE PRESIDENT 0.00	0.	0.	0.
FRANK P. HILLIARD PO BOX 202 PEEWEE VALLEY, KY 400560202	SECRETARY/TREAS	URER 0.	0.	0.
ROBERT L. HOOK, JR. PO BOX 202 PEEWEE VALLEY, KY 400560202	PRESIDENT 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6	, PART VIII	0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT

11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THEODORE L. MERHOFF, EXECUTIVE DIRECTOR P.O. BOX 202 PEWEE VALLEY, KY 400560202

TELEPHONE NUMBER

(502) 241-0303

#### FORM AND CONTENT OF APPLICATIONS

EIGHT COPIES OF THE APPLICATION ARE REQUIRED TOGETHER WITH A SINGLE COPY OF THE APPLICANT'S IRS 501(C)(3) LETTER.

#### ANY SUBMISSION DEADLINES

MID JANUARY, APRIL, JULY, AND OCTOBER

#### RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE LIMITED TO 501(C)(3) ORGANIZATIONS LOCATED PRIMARILY IN THE LOUISVILLE, KY AREA AND GRANT PURPOSES MUST BE RELIGIOUS, EDUCATIONAL, CIVIC OR HUMANITARIAN IN NATURE. 509(A)(3) ORGANIZATIONS DO NOT QUALIFY FOR OUR GRANTS.

## V. V.COOKE FOUNDATION

## Grants paid fiscal year ended August 31, 2013

Alice Lloyd College	1,000
Baptist Health Foundation	250
Beargrass Christian Church	1,000
Boy Scouts - Lincoln Heritage Council	2,500
Broadway Baptist Church	19,500
Cabbage Patch Settlement House	5,000
Campbellsville University	2,500
CaringBridge	500
Christ Church United Methodist	12,500
Clothesline Project	2,500
Columbia College	2,000
Cure Foundation	100
Custom Quality Services	1,000
Dan's House of Hope	500
Danville-Boyle County Public Library	250
Dare to Care Food Bank	1,500
Down Syndrome of Louisville	1,500
Forest Enrichment Center	250
Duke University	1,250
Family Scholar House	500
First United Methodist Church	500
FJC/Liddy Shriver Sarcoma Initiative Fund	250
Fort Worth Academy of Fine Arts	1,400
Friend for Life	500
Fund for the Arts	3,000
Georgetown College	10,000
Habitat for Humanity	1,000
Hazelden Foundation	1,000
Heuser Hearing and Language Academy	1,000
Hollins University	1,000
Home of the Innocents	2,000
Hosparus, Inc.	2,500
Jefferson County Pub. Sch. Educational Foundation	4,000
Kentuckiana Children's Center	2,000
KET	1,000
Kentucky Humane Society	1,000
Kids Center for Pediatric Therapies	2,000
Little Zion Baptist Church	250
Louisville Public Media	1,000
Louisville Zoo	1,000
Metro United Way	7,000
Oldham County Public Library	700

Page 2

Peace Education Program	4,000
Prescott Public Library	3,000
Project Aware	6,350
St. Francis in the Fields Episcopal Church	4,000
St. George's Community Center	2,500
St. Joseph Children's Home	1,000
St. Mary's Episcopal Church	5,000
St. Matthews Episcopal Church	500
Salvation Tabernacle	1,000
Savannah Community Foundation	500
Semper Fi Fund	500
Shelby Council for Retarded Children	1,000
Senior Care Experts	1,000
Southeast Christian Church	250
South East Associated Ministries	1,000
South Oldham High School	1,700
South Oldham Middle School	1,300
Spencer County Public Library	250
SummerBridge	500
21 <sup>st</sup> Century Parks	2,000
U. S. Naval Academy	500
University Christian Church	400
University of Kentucky	1,500
University of Texas M D Anderson	500
University of Virginia	4,350
V Foundation for Cancer Research	1,000
Walnut Street Baptist Church	16,700
YMCA Safe Place Services	2,000
YMCA Southeast	1,500
Younger Woman's Club of Louisville	5,000
Total for fiscal year ended August 31, 2013 (72	2) \$ 171,000