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

For calendar year 2012, or tax year beginning Nov 1 **, 2012, and ending** Oct 31 , 2013

Name of foundation: JOHN BROWN COOK FOUNDATION

A Employer identification number: 06-6022958

Number and street (or P O box number if mail is not delivered to street address): WATER STREET

Room/suite:

B Telephone number (see the instructions): (860) 526-4911

City or town: CHESTER State: CT ZIP code: 06412

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: [X] 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, column (c), line 16) ► $ 2,850,067.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	64,694.	64,694.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		74,333.		
	8 Net short-term capital gain			577.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	64,694.	139,027.	577.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	10,000.	5,000.	5,000.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)	9,318.			
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	3,051.	3,051.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	22,369.	8,051.	5,000.	
	25 Contributions, gifts, grants paid	10,000.			10,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	32,369.	8,051.	5,000.	10,000.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	32,325.			
	b **Net investment income** (if negative, enter -0-)		130,976.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	38,846.	39,270.	39,270.
	2 Savings and temporary cash investments	0.		
	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 sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	1,912,401.	1,937,083.	2,023,614.
	c Investments — corporate bonds (attach schedule)	772,746.	787,291.	787,183.
	11 Investments — land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	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)	2,723,993.	2,763,644.	2,850,067.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
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 ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,723,993.	2,763,644.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	2,723,993.	2,763,644.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	2,723,993.	2,763,644.	

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	2,723,993.
2	Enter amount from Part I, line 27a	2	32,325.
3	Other increases not included in line 2 (itemize) ► INCREASE IN TAX BASIS	3	7,326.
4	Add lines 1, 2, and 3	4	2,763,644.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,763,644.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	common stock see attached	P	01/09/13	04/24/13
b	common stock see attached	P	05/18/11	02/12/13
c	long-term capital gain dividends	P	10/30/12	10/31/13
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	44,196.		43,619.	577.
b	267,017.		199,024.	67,993.
c	5,763.		0.	5,763.
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				577.
b				67,993.
c				5,763.
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	74,333.
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	577.

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 (column (b) divided by column (c))
2011	93,959.	0.	0.000000
2010	41,420.	0.	0.000000
2009			
2008			
2007			

2	Total of line 1, column (d)	2	0.000000
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	0.000000
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	0.
5	Multiply line 4 by line 3	5	0.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,310.
7	Add lines 5 and 6	7	1,310.
8	Enter qualifying distributions from Part XII, line 4	8	10,000.

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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b	1	1,310.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,310.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,310.
6	Credits/Payments.		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6 a		
b	Exempt foreign organizations – tax withheld at source — 6 b		
c	Tax paid with application for extension of time to file (Form 8868) — 6 c		
d	Backup withholding erroneously withheld — 6 d		
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	1,310.
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	

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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
	If the answer is 'Yes' to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		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?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► ______			
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*	8 b	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 ► N/A

14 The books are in care of ► GREORY M COOK Telephone no ► (860) 526-4911

Located at ► WATER STREET CHESTER CT ZIP + 4 ► 06412

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

and enter the amount of tax-exempt interest received or accrued during the year ► | 15 |

			Yes	No
16	At any time during calendar year 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
1 a	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)?		1 b		
	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?		1 c		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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2 b		X
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__				
3 a	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)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

5 a 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)? **5 b**

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)

6 a 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? **6 b** X

If 'Yes' to 6b, file Form 8870

7 a 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? **7 b**

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
CAPITAL GUARDIAN 50 WEST LIBERTY RENO NV 8906	CUSTODIAN 6.00	9,313.	0.	0.
LEO MCKENNA 32 S. MAIN STR HANOVER NH 7755	TRUSTEE 5.00	10,000.	0.	0.
MARIAN MINER COOK ESEXX MEADOW UNIT 144 ESEXX CT 06046	TRUSTEE 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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 ►		None

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	
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	0.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	0.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0.
6	**Minimum investment return.** Enter 5% of line 5	6	0.

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	0.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,310.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,310.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	0.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	0.
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	0.

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	10,000.
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	10,000.
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	1,310.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,690.

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					0.
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	155,000.				
b From 2008	0.				
c From 2009	97,500.				
d From 2010	41,420.				
e From 2011	95,000.				
f Total of lines 3a through e		388,920.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 10,000.					
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					
e Remaining amount distributed out of corpus		10,000.			
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		398,920.			
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			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount — see instructions				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					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)		155,000.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		243,920.			
10 Analysis of line 9					
a Excess from 2008	0.				
b Excess from 2009	97,500.				
c Excess from 2010	41,420.				
d Excess from 2011	95,000.				
e Excess from 2012	10,000.				

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

GREGORY M COOK
WATER STREET
CHESTER CT 06412 (860) 526-4911

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

MUST OBTAIN AN APPLICATION

c Any submission deadlines

NO DEADLINES ARE LISTED

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

NONE

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*				
STUDENT SPONSOR PARTNERS 424 MADISON AVENUE, SUITE 1802 NEW YORK NY 10017		501 C	EDUCATION	10,000.
Total			► **3a**	10,000.
b *Approved for future payment*				
Total			► **3b**	

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 NONE					
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	0		3		
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			6		
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a NONE	0	0.	3	0.	0.
b 0					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		0.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	0.

(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)
NONE	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

2 a 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

Signature of officer or trustee: [signature] Date: 2-14-14 Title: TRUSTEE

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
James L. MacNeil	James L. MacNeil	02/10/14		P01409000

Firm's name ► MACNEIL & NAGLE Firm's EIN ► 06-1499755

Firm's address ► P.O Box 800 Old Saybrook CT 06475 Phone no (860) 659-1908

TEEA0503 03/14/13

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN WITHHOLDING TAXES	1,935.	1,935.		
filing fee	75.	75.		
FED EXCISE TAX ON INVESTMENT INC	1,041.	1,041.		
Total	3,051.	3,051.		

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] GREORY M COOK WATER STREET CHESTER CT 06412	TRUSTEE 1.00	0.	0.	0.
Person [X] Business [ ] KIRBY COOK GRABOWSKI 17 MARKS ROAD RIVERSIDE CT 06878	TRUSTEE 1.00	0.	0.	0.
Person [X] Business [ ] WALLIS COOK GRAHAM 11 BURTON STREET MOSMIN, NSW AL 2088	TRUSTEE 1.00	0.	0.	0.
Total		0.	0.	0.

JOHN BROWN COOK FOUNDATION INC.

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
25. AGILENT TECHNOLOGIES INC	02/11/2013	08/02/2013	1,157.02	1,122.78	34.24
270. EATON CORP	10/22/2012	12/13/2012	13,946.85	13,384.09	562.76
50. ENCANA CORP COM US$	08/17/2012	11/12/2012	1,042.22	1,118.08	-75.86
100. ENCANA CORP COM US$	02/28/2012	01/14/2013	1,971.45	1,981.92	-10.47
.3056 IRON MOUNTAIN INC	11/21/2012	11/30/2012	9.71	10.05	-0.34
400. ISHARES US PREFERRED STOCK ETF	07/06/2012	02/08/2013	15,993.64	15,657.20	336.44
100. ISHARES US PREFERRED STOCK ETF	07/03/2012	03/26/2013	4,043.40	3,908.59	134.81
50. KINDER MORGAN INC	05/29/2013	10/14/2013	1,761.42	2,013.50	-252.07
75. REPUBLIC SERVICES INC	01/11/2012	11/12/2012	2,003.73	2,043.40	-39.67
25. REPUBLIC SERVICES INC	01/11/2012	11/16/2012	675.36	681.13	-5.77
10. RIO TINTO PLC ADR SPON	02/12/2013	06/10/2013	425.36	571.49	-146.13
15. STANLEY BLACK & DECKER INC	01/09/2013	04/24/2013	1,165.54	1,126.42	39.12
Totals			44,196.00	43,619.00	577.00

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JOHN BROWN COOK FOUNDATION INC.

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
25. AFLAC INC	10/24/2011	03/18/2013	1,258.84	1,084.46	174.38
15. AFLAC INC	11/23/2011	03/18/2013	755.31	598.26	157.05
20. AFLAC INC	11/23/2011	03/19/2013	1,000.62	797.68	202.94
40. AFLAC INC	11/23/2011	04/26/2013	2,110.61	1,595.37	515.24
25. AGILENT TECHNOLOGIES INC	08/16/2004	08/02/2013	1,157.02	489.10	667.92
65. ALLERGAN INC	04/01/2004	06/06/2013	6,404.90	2,742.02	3,662.88
25. BARRICK GOLD CORP US$	04/16/2007	06/18/2013	470.25	741.69	-271.44
75. BARRICK GOLD CORP US$	04/16/2007	09/18/2013	1,371.39	2,225.08	-853.69
50. BRISTOL-MYERS SQUIBB CO	01/10/2012	06/28/2013	2,275.46	1,731.62	543.84
300. CAE INC US$	02/02/2012	10/23/2013	3,270.15	3,306.46	-36.31
100. CAE INC US$	01/25/2012	10/24/2013	1,099.60	1,088.93	10.67
50. CARNIVAL CORP COMMON PAIRED STOCK	04/26/2012	05/01/2013	1,698.50	1,673.00	25.50
50. CARNIVAL CORP COMMON PAIRED STOCK	09/27/2011	05/01/2013	1,698.51	1,640.41	58.09
125. CENOVUS ENERGY INC US$	03/28/2011	10/28/2013	3,677.08	4,880.68	-1,203.60
40. CERNER CORP	08/02/2006	02/07/2013	3,452.56	824 09	2,628.47
20. DANAHER CORP	02/03/2011	06/28/2013	1,272.12	949.89	322.23
100. DARDEN RESTAURANTS INC	04/27/2012	04/30/2013	5,141.03	5,019.49	121.54
60. THE WALT DISNEY CO	12/02/2008	11/19/2012	2,861.58	1,432.89	1,428.69
50. THE WALT DISNEY CO	12/02/2008	06/28/2013	3,216.78	1,050.81	2,165.97
65. THE WALT DISNEY CO	02/26/2009	10/21/2013	4,377.24	1,268.16	3,109.08
75. DRIL-QUIP INC	09/09/2011	07/30/2013	6,808.90	4,744.81	2,064.09
40. EOG RESOURCES INC	09/25/2006	02/11/2013	5,302.98	2,490.33	2,812.65
100. EBAY INC	05/18/2007	10/16/2013	5,366.40	3,277.60	2,088.80
75. ECOLAB INC	11/12/2008	07/02/2013	6,466.41	2,287.50	4,178.91
150. ENCANA CORP COM US$	03/17/2011	11/12/2012	3,126.66	4,929.65	-1,802.99
200. ENCANA CORP COM US$	09/02/2011	01/18/2013	3,863.36	5,643.73	-1,780.37
215.9827 EUROPACIFIC GROWTH FUND CL F2	12/13/2007	09/24/2013	10,000.00	11,130.42	-1,130.42
100. GENERAL ELECTRIC CO (USD)	01/31/1991	03/18/2013	2,322.95	524.38	1,798.57
100. GENERAL ELECTRIC CO (USD)	06/10/2011	03/18/2013	2,322.95	1,841.78	481.17
150. GENERAL ELECTRIC CO (USD)	01/31/1991	06/28/2013	3,497.18	786.56	2,710.62
240. GENERAL ELECTRIC CO (USD)	01/31/1991	07/12/2013	5,664.79	1,258.50	4,406.29
25. GILEAD SCIENCES INC	02/02/2012	06/28/2013	1,284.31	616.48	667.83
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
25. GILEAD SCIENCES INC	02/02/2012	08/23/2013	1,490.08	616.48	873.60
15. GILEAD SCIENCES INC	02/02/2012	09/11/2013	940.14	369.89	570.25
5. GOOGLE INC CL A	05/09/2007	06/28/2013	4,392.82	2,345.15	2,047.67
25. HOME DEPOT INC	01/24/2012	10/21/2013	1,867.80	1,127.19	740.61
60. INTERNATIONAL BUSINESS MACHINES CORP	05/18/2005	07/12/2013	11,548.84	4,507.33	7,041.51
50. KLA-TENCOR CORP	08/23/2011	06/28/2013	2,791.15	1,765.98	1,025.17
50. KLA-TENCOR CORP	08/23/2011	10/21/2013	3,213.99	1,765.98	1,448.01
50. KLA-TENCOR CORP	09/29/2010	10/21/2013	3,213.99	1,747.11	1,466.88
50. KINDER MORGAN INC	10/12/2012	10/14/2013	1,761.42	1,707.50	53.92
50. KINDER MORGAN INC	10/12/2012	10/14/2013	1,760.78	1,707.50	53.28
65. MICROSOFT CORP	06/24/2009	01/10/2013	1,733.04	1,650.19	82.85
100. MICROSOFT CORP	06/24/2009	03/19/2013	2,808.99	1,673.97	1,135.02
50. MONSANTO CO NEW COM	11/30/2009	07/02/2013	4,903.88	4,021.19	882.69
40. ORACLE CORP	04/18/2012	06/28/2013	1,227.57	1,171.11	56.46
65. ORACLE CORP	04/18/2012	08/15/2013	2,126.15	1,864.29	261.86
75. PFIZER INC	05/09/2011	02/13/2013	2,016.70	1,546.50	470.20
15. PHILIP MORRIS INTERNATIONAL INC	06/03/2009	03/14/2013	1,368.90	663.31	705.59
50. PROGRESSIVE CORP OHIO	02/27/2007	06/28/2013	1,262.92	1,141.63	121.29
125. PROGRESSIVE CORP OHIO	02/28/2007	09/11/2013	3,287.90	2,853.46	434.44
25. QUALCOMM INC	11/18/2009	02/08/2013	1,675.97	1,135.87	540.10
75. REPUBLIC SERVICES INC	03/09/2011	11/16/2012	2,026.07	2,247.08	-221.01
100. REPUBLIC SERVICES INC	03/10/2011	10/16/2013	3,305.73	2,979.22	326.51
25. REPUBLIC SERVICES INC	03/10/2011	10/17/2013	827.42	743.40	84.02
25. RIO TINTO PLC ADR SPON	10/27/2010	06/10/2013	1,063.40	1,613.35	-549.95
15. ROYAL DUTCH SHELL CL A ADR	06/12/2009	11/06/2012	1,038.28	812.85	225.43
35. ROYAL DUTCH SHELL CL A ADR	06/12/2009	11/12/2012	2,381.18	1,896.65	484.53
30. ROYAL DUTCH SHELL CL A ADR	06/12/2009	11/29/2012	1,996.56	1,475.20	521.36
50. ROYAL DUTCH SHELL CL A ADR	04/01/2004	05/01/2013	3,390.22	2,408.50	981.72
30. ROYAL DUTCH SHELL CL A ADR	04/01/2004	05/15/2013	2,027.14	1,445.10	582.04
20. ROYAL DUTCH SHELL CL A ADR	04/01/2004	06/28/2013	1,279.77	963.40	316.37
75. ROYAL DUTCH SHELL CL A ADR	04/01/2004	09/18/2013	4,897.21	3,612.75	1,284.46
100. SCHWAB CHARLES NEW	10/29/2009	11/12/2012	1,292.67	1,790.27	-497.60
100. SCHWAB CHARLES NEW	10/28/2009	11/13/2012	1,282.26	1,767.78	-485.53
55. SCHWAB CHARLES NEW	09/18/2009	06/28/2013	1,155.52	969.47	186.05
715.0153 SMALLCAP WORLD FUND CL F2	06/25/2007	09/24/2013	35,000.00	32,249.20	2,750.80
Totals					

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JOHN BROWN COOK FOUNDATION INC.

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
10. STANLEY BLACK & DECKER INC	10/07/2011	04/23/2013	769.57	543.96	225.61
90. STANLEY BLACK & DECKER INC	01/20/2012	04/23/2013	6,926.11	5,293.53	1,632.58
40. STANLEY BLACK & DECKER INC	10/07/2011	04/24/2013	3,108.11	2,175.84	932.27
40. TARGET CORP	10/05/2006	05/13/2013	2,770.87	2,333.63	437.24
55. TARGET CORP	10/05/2006	08/15/2013	3,800.31	3,208.75	591.56
105. 3M COMPANY	06/03/2010	11/13/2012	9,412.62	8,283.99	1,128.63
75. TIFFANY & CO NEW	07/31/2012	08/26/2013	6,153.34	3,502.77	2,650.57
40. TIME WARNER CABLE INC	06/16/2010	05/07/2013	3,868.17	2,196.80	1,671.37
15. UNITED PARCEL SERVICE INC CL B	04/15/2005	01/14/2013	1,184.98	1,051.72	133.26
55. UNITEDHEALTH GROUP INC	11/05/2009	02/11/2013	3,147.41	1,546.27	1,601.14
10. VISA INC CL A	01/12/2012	06/28/2013	1,834.66	1,009.48	825.18
5. ACCENTURE PLC US$	01/24/2012	02/11/2013	362.58	282.58	80.00
10. ACCENTURE PLC US$	05/18/2011	02/11/2013	725.15	566.91	158.24
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			267,017.00	199,024.00	67,993.00
Totals			267,017.00	199,024.00	67,993.00

JOHN BROWN COOK FOUNDATION INC.

FEDERAL CAPITAL GAIN DIVIDENDS
==============================

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS	231.29	
CAPITAL GROUP CORE BOND FUND	5,531.62	

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		5,763.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS (ROUNDED)		5,763.00
		============

STATEMENT 11

CAPITAL GROUP℠

Private Client Services

Detailed Holdings List by Sector

JOHN BROWN COOK FOUNDATION INC.
Account Number: XXXX59400

As of October 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
Cash and Cash Equivalents									
SSGA US GOV MONEY MARKET FUND	50,016	1.00	50,016	1.00	50,016	1.6	0	0	0.0
Total Cash and Cash Equivalents			**50,016**		**50,016**	**1.6**	**0**	**0**	**0.0**
Fixed Income									
MUTUAL FUNDS									
CAPITAL GROUP CORE BOND FUND	80,718	10.43	841,611	10.24	826,554	25 7	(15,057)	11,623	1 4
TOTAL MUTUAL FUNDS			**841,611**		**826,554**	**25.7**	**(15,057)**	**11,623**	**1.4**
Total Fixed Income			**841,611**		**826,554**	**25.7**	**(15,057)**	**11,623**	**1.4**
Equity									
ENERGY									
CENOVUS ENERGY INC US$	265	28.57	7,571	29.72	7,876	0.2	305	257	3.3
CHEVRON CORP	120	87.25	10,469	119.96	14,395	0.4	3,926	480	3.3
COBALT INTERNATIONAL ENERGY	100	30.01	3,001	23.21	2,321	0.1	(680)	0	0.0
CONOCOPHILLIPS	75	55.66	4,175	73.33	5,500	0.2	1,325	207	3.8
ENSCO PLC-CL A	150	57.51	8,626	57.65	8,648	0.3	22	281	3.3
EOG RESOURCES INC	35	62.26	2,179	178.40	6,244	0.2	4,065	26	0.4
HALLIBURTON CO	435	34.39	14,959	53.03	23,068	0 7	8,109	218	0 9
NOBLE ENERGY INC	255	38.72	9,875	74.93	19,107	0.6	9,233	143	0.8
SCHLUMBERGER LTD	255	44.70	11,397	93.72	23,899	0 7	12,501	319	1.3
TOTAL ENERGY			**72,251**		**111,057**	**3.4**	**38,806**	**1,930**	**1.7**

JOHN BROWN COOK FOUNDATION INC.
Account Number: XXXX59400

As of October 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
MATERIALS									
AIR PRODUCTS & CHEMICALS INC	125	50.53	6,317	109.01	13,626	0 4	7,310	355	2.6
ALLEGHENY TECHNOLOGIES INC	300	31.15	9,345	33.10	9,930	0.3	585	216	2.2
DOW CHEMICAL CO	100	29.82	2,982	39.47	3,947	0.1	965	128	3 2
MONSANTO CO NEW COM	150	67.11	10,066	104.88	15,732	0.5	5,666	258	1.6
MOSAIC CO/THE	200	54.45	10,889	45.85	9,170	0.3	(1,719)	200	2.2
NUCOR CORP	100	34.03	3,403	51.77	5,177	0.2	1,774	147	2 8
TOTAL MATERIALS			**43,002**		**57,582**	**1.8**	**14,581**	**1,304**	**2.3**
INDUSTRIALS									
B/E AEROSPACE INC	140	67 52	9,452	81 16	11,362	0 4	1,910	0	0.0
BOEING CO	105	77.29	8,115	130.50	13,703	0.4	5,587	204	1.5
CATERPILLAR INC	100	87.83	8,783	83.36	8,336	0.3	(447)	240	2.9
DANAHER CORP	255	30.48	7,772	72.09	18,383	0.6	10,611	26	0.1
EATON CORP PLC	310	52.76	16,355	70.56	21,874	0 7	5,518	521	2.4
EMERSON ELECTRIC CO	125	29.97	3,746	66.97	8,371	0.3	4,625	205	2.5
HEXCEL CORP	225	40.12	9,027	42.31	9,520	0.3	493	0	0.0
IDEX CORP	35	59.30	2,076	69.15	2,420	0.1	345	32	1.3
IRON MOUNTAIN INC	408	27.50	11,222	26.54	10,828	0.3	(394)	441	4.1
NIELSEN HOLDINGS NV US$	520	29.65	15,418	39.44	20,509	0.6	5,091	416	2.0
NORFOLK SOUTHERN CORP	225	62.28	14,012	86.02	19,355	0.6	5,342	468	2.4
SIEMENS AG ADR	45	110.21	4,959	128.01	5,760	0.2	801	132	2.3
UNION PACIFIC CORP	30	28.53	856	151.40	4,542	0.1	3,686	95	2.1
UNITED TECHNOLOGIES CORP	170	65.87	11,199	106.25	18,063	0.6	6,864	401	2.2
WASTE CONNECTIONS INC	175	40.60	7,105	42 74	7,480	0.2	375	81	1.1
TOTAL INDUSTRIALS			**130,098**		**180,505**	**5.6**	**50,407**	**3,261**	**1.8**

CAPITAL GROUP℠

Detailed Holdings List by Sector

JOHN BROWN COOK FOUNDATION INC.
Account Number: XXXX59400

As of October 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
CONSUMER DISCRETIONARY									
CARNIVAL CORP COMMON PAIRED STOCK	325	30.36	9,866	34.65	11,261	0.3	1,395	325	2.9
CHARTER COMMUNICATIONS INC CL A	30	117.87	3,536	134.04	4,021	0.1	485	0	0.0
COACH INC	285	47.40	13,510	50.68	14,444	0.4	934	385	2.7
COMCAST CORP CL A (NEW)	625	19.34	12,087	47.60	29,750	0.9	17,663	488	1.6
DAIMLER AG ADR	80	71 80	5,744	82.17	6,574	0 2	830	168	2.6
DARDEN RESTAURANTS INC	75	49.53	3,715	51.53	3,865	0.1	150	165	4.3
DELPHI AUTOMOTIVE PLC	40	52.12	2,085	57 20	2,288	0 1	203	27	1.2
HOME DEPOT INC	275	34.30	9,432	77.89	21,420	0.7	11,988	429	2.0
NEWELL RUBBERMAID INC	690	21.95	15,146	29.63	20,445	0.6	5,298	414	2 0
NIKE INC CL B	105	45.24	4,750	75.76	7,955	0.2	3,205	88	1.1
ROSS STORES INC	100	75.28	7,528	77.35	7,735	0.2	207	68	0 9
SCRIPPS NETWORKS INTERACTIVE CL A	140	42.81	5,993	80.50	11,270	0.3	5,277	84	0.8
SIGNET JEWELERS LTD	125	39.51	4,938	74.66	9,333	0 3	4,394	75	0.8
SIRIUS XM RADIO INC	1,700	3.14	5,340	3.77	6,401	0.2	1,061	0	0 0
STARBUCKS CORP	60	52.72	3,163	81.05	4,863	0.2	1,700	50	1.0
TARGET CORP	105	56.30	5,912	64 79	6,803	0.2	891	181	2.7
TIFFANY & CO NEW	170	47.98	8,156	79.17	13,459	0.4	5,303	231	1 7
TOTAL CONSUMER DISCRETIONARY			**120,901**		**181,885**	**5.6**	**60,984**	**3,178**	**1.7**
CONSUMER STAPLES									
BEAM INC	190	54.24	10,306	67 30	12,787	0 4	2,481	171	1 3
DIAGEO PLC SPONSORED ADR	25	99 20	2,480	127.59	3,190	0.1	710	75	2.4

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JOHN BROWN COOK FOUNDATION INC.
Account Number: XXXX59400

As of October 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
NESTLE NAM SPON ADR	137	31.38	4,299	72.33	9,909	0.3	5,611	249	2.5
PEPSICO INC	40	40.92	1,637	84.09	3,364	0.1	1,727	91	2.7
PHILIP MORRIS INTERNATIONAL INC	70	44 22	3,095	89.12	6,238	0 2	3,143	263	4.2
PROCTER & GAMBLE CO	95	78.81	7,487	80.75	7,671	0.2	184	229	3.0
TOTAL CONSUMER STAPLES			**29,304**		**43,159**	**1.3**	**13,856**	**1,077**	**2.5**
HEALTH CARE									
ABBVIE INC	80	44.73	3,579	48.45	3,876	0.1	297	128	3.3
ALLERGAN INC	85	39 86	3,388	90 61	7,702	0.2	4,314	17	0.2
BRISTOL-MYERS SQUIBB CO	550	29.27	16,099	52.52	28,886	0.9	12,787	770	2 7
CENTENE CORP	150	39.01	5,851	56.16	8,424	0.3	2,573	0	0.0
CERNER CORP	210	10.30	2,163	56.03	11,766	0.4	9,603	0	0.0
EXPRESS SCRIPTS HOLDING CO	310	48.58	15,060	62.52	19,381	0.6	4,321	0	0.0
GILEAD SCIENCES INC	535	24.62	13,171	71.18	38,079	1.2	24,907	0	0.0
IRONWOOD PHARMACEUTICALS INC CL A	400	15.17	6,068	9.61	3,842	0.1	(2,226)	0	0.0
NOVO NORDISK A/S CL B ADR	25	72.30	1,808	166.67	4,167	0 1	2,359	57	1.4
PFIZER INC	125	20.62	2,578	30.69	3,836	0.1	1,258	120	3.1
SEATTLE GENETICS INC	450	18.91	8,511	38.65	17,393	0.5	8,881	0	0.0
UNITEDHEALTH GROUP INC	70	28.08	1,965	68.26	4,778	0.1	2,813	78	1.6
TOTAL HEALTH CARE			**80,241**		**152,129**	**4.7**	**71,887**	**1,170**	**0.8**
FINANCIALS									
ACE LTD	90	69.35	6,241	95.44	8,590	0 3	2,348	184	2.1
AMERICAN TOWER CORP	200	49 70	9,940	79.35	15,870	0.5	5,930	224	1.4
AON PLC	60	49.05	2,943	79.09	4,745	0.1	1,803	42	0 9
BB&T CORP	470	27.84	13,086	33.97	15,966	0.5	2,880	432	2.7

JOHN BROWN COOK FOUNDATION INC.
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As of October 31, 2013
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Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
BLACKROCK INC	35	187.66	6,568	300 81	10,528	0.3	3,960	235	2.2
CME GROUP INC	225	58.25	13,105	74.21	16,697	0.5	3,592	405	2.4
GOLDMAN SACHS GROUP INC	105	110.41	11,594	160.86	16,890	0 5	5,297	231	1.4
JPMORGAN CHASE & CO	284	30.88	8,771	51.54	14,637	0.5	5,866	432	3.0
MARSH & MCLENNAN COS INC	250	29.09	7,271	45.80	11,450	0.4	4,179	250	2 2
PROGRESSIVE CORP OHIO	100	13.83	1,383	25.97	2,597	0.1	1,214	28	1.1
SCHWAB CHARLES NEW	220	16.95	3,729	22 65	4,983	0.2	1,254	53	1.1
TOTAL FINANCIALS			**84,631**		**122,954**	**3.8**	**38,323**	**2,516**	**2.0**
INFORMATION TECHNOLOGY									
ACCENTURE PLC US$	80	55.60	4,448	73.50	5,880	0.2	1,432	149	2.5
APPLE INC	25	135.45	3,386	522.70	13,068	0.4	9,681	305	2 3
AUTOMATIC DATA PROCESSING INC	95	72.96	6,931	75.03	7,127	0.2	196	165	2.3
AVAGO TECHNOLOGIES LTD	100	46 70	4,670	45.43	4,543	0.1	(127)	92	2.0
BROADCOM CORP	335	27.30	9,144	26.72	8,951	0.3	(193)	147	1 7
GENPACT LTD	300	15.62	4,687	19.83	5,949	0.2	1,262	0	0.0
GOOGLE INC CL A	18	424 54	7,642	1,030 58	18,550	0.6	10,909	0	0.0
JABIL CIRCUIT INC	475	19.65	9,336	20 86	9,909	0.3	573	152	1.5
JACK HENRY & ASSOC INC	350	33.88	11,857	54.61	19,114	0 6	7,256	280	1.5
MICROSOFT CORP	230	6.30	1,450	35.41	8,143	0.3	6,693	258	3.2
ORACLE CORP	295	26 64	7,860	33.50	9,883	0.3	2,022	142	1.4
QUALCOMM INC	150	43.88	6,582	69.49	10,424	0 3	3,842	210	2.0
TE CONNECTIVITY LTD US$	125	18 12	2,265	51 49	6,436	0.2	4,171	125	1.9
TEXAS INSTRUMENTS INC	350	35.44	12,405	42.09	14,730	0.5	2,325	420	2.9
VERISIGN INC	280	46 45	13,006	54 28	15,198	0.5	2,192	0	0.0
VISA INC CL A	35	75.24	2,633	196 67	6,883	0.2	4,250	56	0.8
TOTAL INFORMATION TECHNOLOGY			**108,303**		**164,788**	**5.1**	**56,484**	**2,501**	**1.5**

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Detailed Holdings List by Sector

JOHN BROWN COOK FOUNDATION INC.
Account Number: XXXX59400

As of October 31, 2013
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
TELECOMMUNICATION SERVICES									
VERIZON COMMUNICATIONS	120	50.62	6,075	50.51	6,061	0.2	(13)	254	4.2
TOTAL TELECOMMUNICATION SERVICES			**6,075**		**6,061**	**0.2**	**(13)**	**254**	**4.2**
UTILITIES									
NATIONAL GRID PLC - SP ADR	75	55.05	4,129	62.93	4,720	0.1	591	235	5.0
TOTAL UTILITIES			**4,129**		**4,720**	**0.1**	**591**	**235**	**5.0**
MUTUAL FUNDS									
CAPITAL WORLD GROWTH & INCOME FD CL F2	7,885	43.46	342,678	44.03	347,156	10 8	4,478	7,735	2 2
EUROPACIFIC GROWTH FUND CL F2	10,168	46.85	476,400	47.71	485,122	15.1	8,722	8,297	1.7
NEW WORLD FUND CL F2	5,526	54.19	299,449	59.46	328,572	10.2	29,123	4,907	1.5
SMALLCAP WORLD FUND CL F2	3,214	44.04	141,541	49.80	160,040	5.0	18,499	2,182	1.4
TOTAL MUTUAL FUNDS			**1,260,068**		**1,320,890**	**41.0**	**60,822**	**23,121**	**1.8**
Total Equity			**1,939,003**		**2,345,730**	**72.8**	**406,728**	**40,548**	**1.7**
Total Net Assets			**2,830,629**		**3,222,299**	**100.0**	**391,671**	**52,171**	**1.6**