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Form **990-PF** EXTENDED

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2013
Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: WILLIAM A COOKE FOUNDATION
A Employer identification number: 54-2012726
Number and street (or P O box number if mail is not delivered to street address): PO BOX 462 | Room/suite:
B Telephone number (see instructions): 540-967-0881
City or town, state or province, country, and ZIP or foreign postal code: LOUISA VA 23093
C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 9,483,058

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	115,823			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	953	953		
	4 Dividends and interest from securities	238,016	238,016		
	5a Gross rents	456,438	456,438		
	b Net rental income or (loss) 62,176				
	6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	45,165			
	b Gross sales price for all assets on line 6a 404,020				
	7 Capital gain net income (from Part IV, line 2)		5,125		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	856,395	700,532	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See Stmt 2	256			256
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) Stmt 3	37,500			37,500
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) Stmt 4	446,029	424,800		21,229
	24 **Total operating and administrative expenses.** Add lines 13 through 23	483,785	424,800	0	58,985
	25 Contributions, gifts, grants paid	237,050			245,550
	26 **Total expenses and disbursements.** Add lines 24 and 25	720,835	424,800	0	304,535
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	135,560			
	b **Net investment income** (if negative, enter -0-)		275,732		
	c **Adjusted net income** (if negative, enter -0-)			0	

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13

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		334,942	921,822	921,822
	2	Savings and temporary cash investments		191,963		
	3	Accounts receivable ▶	31,239			
		Less allowance for doubtful accounts ▶		36,265	31,239	31,239
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable		147,656		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (att schedule) ▶				
		Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)	See Stmt 5	392,939	513,115	668,768
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	12	Investments – mortgage loans		3,310,057	3,283,285	3,283,285
	13	Investments – other (attach schedule)				
	14	Land, buildings, and equipment basis ▶	5,008,032			
		Less accumulated depreciation (attach sch) ▶ Stmt 6	309,163	4,906,446	4,698,869	4,577,944
	15	Other assets (describe ▶ See Statement 7)		1		
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)		9,320,269	9,448,330	9,483,058
Liabilities	17	Accounts payable and accrued expenses		34,052	35,053	
	18	Grants payable		269,000	260,500	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	**Total liabilities** (add lines 17 through 22)		303,052	295,553	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.**	▶ ☐			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	▶ ☒			
	27	Capital stock, trust principal, or current funds		9,017,217	9,152,777	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds			0	
	30	**Total net assets or fund balances** (see instructions)		9,017,217	9,152,777	
	31	**Total liabilities and net assets/fund balances** (see instructions)		9,320,269	9,448,330	

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	9,017,217
2	Enter amount from Part I, line 27a	2	135,560
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,152,777
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	9,152,777

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	65,820		61,869	3,951
b	193,881		192,707	1,174
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	5,125
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	3,951

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	209,231	6,126,161	0.034154
2011	380,905	6,205,698	0.061380
2010	252,521	5,987,679	0.042173
2009	246,309	4,935,633	0.049904
2008	243,175	3,603,856	0.067476

2	**Total** of line 1, column (d)	2	0.255087
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	0.051017
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,888,973
5	Multiply line 4 by line 3	5	453,489
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,757
7	Add lines 5 and 6	7	456,246
8	Enter qualifying distributions from Part XII, line 4	8	304,535

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)

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 ▶ ☐ and enter 1% of Part I, line 27b	1	5,515
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	5,515
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	5,515
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 6,000		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	6,000
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	485
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax ▶** 485 **Refunded ▶**	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ None			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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 ▶ WACOOKEFOUNDATION.ORG

14 The books are in care of ▶ CORPORATE OFFICERS Telephone no ▶ 540-967-0881
211 WEST MAIN STREET, PO BOX 462
Located at ▶ LOUISA VA ZIP+4 ▶ 23093

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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	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 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8				

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	542,457
b	Average of monthly cash balances	1b	508,792
c	Fair market value of all other assets (see instructions)	1c	8,098,224
d	**Total** (add lines 1a, b, and c)	1d	9,149,473
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	9,149,473
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions) See Statement 9	4	260,500
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,888,973
6	**Minimum investment return.** Enter 5% of line 5	6	444,449

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	444,449
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,515		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,515
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	438,934
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	438,934
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	438,934

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	304,535
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	304,535
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	304,535

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				438,934
2	Undistributed income, if any, as of the end of 2013.				
a	Enter amount for 2012 only			45,359	
b	Total for prior years: 20____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 304,535				
a	Applied to 2012, but not more than line 2a			45,359	
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 2013 distributable amount				259,176
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 (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				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount – see instructions				
e	Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount – see instructions				
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				179,758
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 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9.				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

N/A

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

N/A

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

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

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

WALLACE L TINGLER 540-967-0881
WILLIAM A COOKE FOUNDATION LOUISA VA 23093

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

GUIDELINES AND APPLICATION ATTACHED

c Any submission deadlines

SEE ATTACHED APPLICATIONS

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

See Statement 10

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 11				245,550
Total			▶ 3a	245,550
b Approved for future payment CASH\ACCRUAL ADJUSTMENT 0 LOUISA VA 23093	N\A	PC	CASH\ACCRUAL ADJUSTMENT	-8,500
Total			▶ 3b	-8,500

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue·					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	953	
4 Dividends and interest from securities			14	238,016	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	62,176	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			1	40,040	5,125
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		341,185	5,125

13 **Total.** Add line 12, columns (b), (d), and (e) 13 346,310

(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)
N/A	

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

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

Wallace Tingley | 6/6/14 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Steve R. Guy	SER Guy CPA	06/02/14	
Firm's name ▶ Steve Guy & Associates, P.C.		PTIN	P00027615
Firm's address ▶ 4900 Southpoint Drive Fredericksburg, VA 22407		Firm's EIN ▶	20-1817360
		Phone no	540-891-7555

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

2013

Name of the organization	Employer identification number
WILLIAM A COOKE FOUNDATION	54-2012726

Organization type (check one)·

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the $33^1/_3$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $

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

Name of organization
WILLIAM A COOKE FOUNDATION

Employer identification number
54-2012726

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM A COOKE TRUST PO BOX 462 LOUISA VA 23093	$ 115,823	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
298 DEVON DRIVE	Various	12/31/13	Purchase	$ 9,937	$	$	$	$ 9,937
220 CEDAR RIDGE DRIVE	3/05/09	12/31/13	Purchase	99,382	81,767			17,615
THACKER HOME	Various	4/01/13	Purchase	35,000	22,000	512		12,488
UBS FINANCIAL - SEE ATTACHED	Various	Various	Purchase	259,701	254,576			5,125
Total				$ 404,020	$ 358,343	$ 512	$ 0	$ 45,165

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	$ 256	$	$	$ 256
Total	$ 256	$ 0	$ 0	$ 256

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ADMINISTRATOR	$ 37,500	$	$	$ 37,500
Total	$ 37,500	$ 0	$ 0	$ 37,500

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
WACF LLC				
ASSOCIATION DUES	7,142	7,142		
BOOKKEEPING	22,038	22,038		
INSURANCE	14,073	14,073		
REPAIRS	106,304	106,304		
UTILITIES	3,099	3,099		
LEGAL	250	250		
TAXES & LICENSES	18,639	18,639		
Investment Depreciation	56,150	56,150		
COOKE RENTAL PROPERTIES				
BOOKKEEPING	23,200	23,200		
GENERAL EXPENSE	163	163		
INSURANCE	12,385	12,385		
LEGAL	68	68		
OFFICE EXPENSE	465	465		
PROFESSIONAL FEES	2,025	2,025		
REPAIRS	50,405	50,405		
TAXES & LICENSES	822	822		
TAXES - PROPERTY	10,913	10,913		
UTILITIES	8,423	8,423		
Investment Depreciation	57,698	57,698		
Expenses				
BOOKKEEPING	34,450	17,225		17,225
COMPUTER EXPENSE	585			585
DUES & SUBSCRIPTIONS	2,456			2,456
INSURANCE	675			675
INVESTMENT EXPENSES	11,444	11,444		
INVESTMENT INCOME TAX	1,844	1,844		
LICENSES AND TAXES	25	25		
OFFICE EXPENSE	288			288
Total	$ 446,029	$ 424,800	$ 0	$ 21,229

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	$ 392,939	$ 513,115		$ 668,768
Total	$ 392,939	$ 513,115		$ 668,768

Statement 6 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	$ 4,906,446	$ 5,008,032	$ 309,163	$ 4,577,944
Total	$ 4,906,446	$ 5,008,032	$ 309,163	$ 4,577,944

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
	$ 1	$	$
Total	$ 1	$ 0	$ 0

Federal Statements

Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
WALLACE A TINGLER PO BOX 462 LOUISA VA 23093	PRESIDENT	10.00	0	0	0
RANDALL L TINGLER PO BOX 462 LOUISA VA 23093	VICE PRESIDE	5.00	0	0	0
REBECCA B CAVANAUGH PO BOX 462 LOUISA VA 23093	SECRETARY	5.00	0	0	0
LINDA PARKER PO BOX 462 LOUISA VA 23093	DIRECTOR	1.00	0	0	0
DEAN P AGEE PO BOX 462 LOUISA VA 23093	DIRECTOR	1.00	0	0	0
C CHAMPIAN BOWLES PO BOX 462 LOUISA VA 23093	DIRECTOR	1.00	0	0	0
DEBORAH PETTIT PO BOX 462 LOUISA VA 23093	DIRECTOR	1.00	0	0	0
GLORIA G LAYNE PO BOX 462 LOUISA VA 23093	DIRECTOR	1.00	0	0	0

Federal Statements

Statement 9 - Form 990-PF, Part X, Line 4 - Cash Deemed Held - Greater Amount Explanation

Description	Amount
LIABILITY FOR SCHOLARSHIPS APPROVED BUT NOT YET PA	260,500
Total	260,500

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

GUIDELINES AND APPLICATION ATTACHED

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

SEE ATTACHED APPLICATIONS

Statement 10 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

GRANTS ARE LIMITED TO LOUISA AND ORANGE COUNTIES IN VIRGINIA

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
KALEB O'NEILL CORLE LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	11,500
AMY CLEMENTS LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	2,500
DAVID COLLIER LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	2,500
DEVAN GRAYSON LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	2,500
NATHAN GREDLER LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	2,500
ASHLEY LOVE LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	2,500
ARIA WILLIS LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	2,500
MEAGAN ELIZABETH BARNEY LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	5,000
TIMOTHY CHARLES BARR LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	5,000
MICHELLE BEST LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	5,000
ERIN GRACE PENLEY LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	5,000
EMILY ANN THROCKMORTON LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	5,000
CHRISTINA VAUGHAN LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	2,500
LESTER ANDERSON LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	5,000
LOGAN BEAVER LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	2,500
EBONY BROWN LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	5,000
KAITLIN BUSCH LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	500

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
CHEYENNE HARTMAN	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	500
ASHLEIGH KNOWLES	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	3,000
JOHN LOWERY JR	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	2,500
SARAH MCKAY	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	5,000
KATHERINE MONTERROZA	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	500
BROOKE THACKER	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	500
LAURA WINANT	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	5,000
ERIC MICHAEL BAKER	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	5,000
MARCUS BEST	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	5,000
CARLA DAWN DOWNS	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	5,000
YULIA GRAY	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	5,000
SAMANTHA NICHOLE GREEN	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	500
ROSEMARY CHRISTINE HARRIS	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	5,000
LINDSEY GREY JONES	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	5,000
ANDRE MEALEY	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	1,000
BRYAN NOSAR	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	1,000
SETH PENLEY	0			
LOUISA VA 23093	NONE	N\A	SCHOLARSHIP	1,000

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Address	Status	Purpose	Amount
ALEX REDMON	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	1,000
EMILY NICHOLE RICHARDS	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	500
RAESHAR DOMINIQUE SHELTON	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	5,000
CODY EDWARD ROSSER	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	500
BRIANNA LESHAY WHALEN	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	500
GRACE ELIZABETH ANDERSON	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	500
LOGAN TYREE BEAVER	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	2,500
MEAGAN ELIZABETH CANNING	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	500
KARA BROOKE CHIPIWALT	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	2,500
RYAN PATRICK DONLON	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	2,500
CHEYENNE NICOLE HARTMAN	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	2,000
SHAQUAN TIARA HOUCHENS	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	500
ALIYAH RICH REYES LINATOC	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	2,500
BENJAMIN ALLYN LOWERY	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	2,500
LONDEKA NQOBILE MTHETHWA	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	2,500
DARREN AVERY POINDEXTER	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	2,500
MCKINZIE LYNN RINER	LOUISA VA 23093	NONE	0	N\A	SCHOLARSHIP	2,500

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
NICHOLAS SCOTT SETCHFIELD LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	500
BROOKE LEANNE THACKER LOUISA VA 23093	0 NONE	N\A	SCHOLARSHIP	2,500
SHRINERS HOSPITALS FOR CHILDREN GREENVILLE SC 29605	950 WEST FARRIS RD N\A	PC	CHILDREN'S HOSPITAL SERVICES	25,000
UNIVERSITY OF VIRGINIA CHARLOTTSVILLE VA 22904	PO BOX 400807 n\a	PC	GUIDE PROGRAM FOR LOCAL HIGH SCHOOL	10,000
ASSOCIATION OF SMALL FOUNDATIONS WASHINGTON DC 20036	1720 N ST NW N\A	PC	SUPPORT FOR ASSOCIATION OF SMALL FOU	500
LOUISA COUNTY PUBLIC SCHOOLS MINERAL VA 23117	0 N\A	~~NC~~ PC	EDUCATOR AWARDS	1,750
LOUISA DOWNTOWN DEVELOPMENT CORP LOUISA VA 23093	0 N\A	PC	SUPPORT LOUISA ART CENTER	2,500
SPAY\NEUTER ALL PETS, INC LOUISA VA 23093	0 N\A	PC	SPAY ANSD NEUTER ADOPTED PETS	3,000
LOUISA COUNTY AG FAIR, INC MINERAL VA 23117	0 N\A	PC	SUPPORT ANNUAL AGRICULTURE FAIR	3,500
PIEDMONT VA COM COLLEGE ED FOUNDATI CHARLOTTSVILLE VA 22902	501 COLLEGE DR N\A	PC	SUPPORTING COM COLLEGE PROGRAM	5,000
LOUISA COUNTY RESOURCE COUNCIL LOUISA VA 23093	PO BOX 52 N\A	PC	WAREHOUSE EXPANSION FOR FOOD BANK	3,500
LOUISA RESOURCE COUNCIL LOUISA VA 23093	PO BOX 52 N\A	PC	SUPPORT FOR FOOD BANK	1,000
ADULT COMMUNITY EDUCATION LOUISA VA 23093	0 N\A	PC	EDUCATION OF ADULTS IN LOUISA COUNTY	1,000
LOUISA COUNTY HISTORICAL SOCIETY LOUISA VA 23093	0 N\A	PC	RESTORE HISTORICAL BUILDING	7,500
LOUISA EDUCATIONAL FOUNDATION LOUISA VA 23093	0 N\A	PC	SUPPORT PUBLIC SCHOOLS	6,500
THE LEUKEMIA & LYMPHOMA SOCIETY, IN PITTSFIELD MA 01202	PO BOX 4072 N\A	PC	SUPPORT CHARITY	300
TREVILIAN STATION BATTLEFIELD FOUND ZION CROSSROADS VA 22942	0 N\A	PC	RESTORE HISTORIC PROPERTY	7,500

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
LOUISA COUNTY PUBLIC SCHOOLS LOUISA VA 23093	0 N\A	~~NC~~ PC	SUPPORT DUAL ENROLLMENT IN HIGH SCHO	5,500
SANTA COUNCIL OF LOUISA COUNTY, INC LOUISA VA 23093	0 N\A	PC	SUPPORT LOCAL CHARITY	3,000
LOUISA COUNTY DEPT OF HUMAN SERVICE LOUISA VA 23093	0 N\A	PC	SUPPORT LOUISA COUNTY REENTRY COUNCI	7,000
Total				245,550

Form **8868**

(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

▶ Information about Form 8868 and its instructions is at www irs gov/form8868.

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	WILLIAM A COOKE FOUNDATION	54-2012726
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions PO BOX 462	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. LOUISA VA 23093	

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

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

CORPORATE OFFICERS
211 WEST MAIN STREET, PO BOX 462

- The books are in the care of ▶ LOUISA VA 23093

Telephone No ▶ 540-967-0881 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/14 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2013 or

▶ [ ] tax year beginning , and ending

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 5,515
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 6,000
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0

Caution If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

Account name. WILLIAM A COOKE FOUNDATION
Friendly account name. Cooke Foundatio
Account number: AP 02865 68

Your Financial Advisor:
INSTITUTIONAL CONSULTING GROUP
804-698-5700/800-650-1021

EIN 54-2012272
990 PF, PART II, LINE 10b

Your account balance sheet

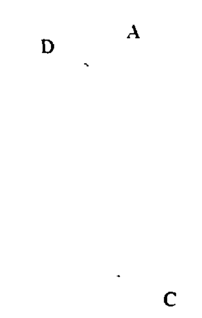
The value of your account includes assets held at UBS and certain assets held away from UBS See page 1 for more information

Summary of your assets

		Value on December 31 ($)	Percentage of your account
A	Cash and money balances	19,457 98	2 91%
B	Cash alternatives	0 00	0 00%
C	Equities	542,435 20	81 11%
D	Fixed income	106,875 04	15 98%
E	Non-traditional	0 00	0 00%
F	Commodities	0 00	0 00%
G	Other	0 00	0 00%
Total assets		**$668,768.22**	**100.00%**

Value of your account **$668,768.22**

Your current asset allocation



- *Cash and money balances* may include available cash balances, UBS Bank USA deposit account balances, UBS AG Stamford Branch deposit account balances and money market mutual fund sweep balances See the *Important information about your statement* on the last two pages of this statement for details about those balances

Eye on the markets

Index	Percentage change December 2013	Year to date
S&P 500	2 53%	32 39%
Russell 3000	2 64%	33 55%
MSCI - Europe, Australia & Far East	1 51%	23 29%
Barclays Capital U S Aggregate Bond Index	-0 57%	-2 02%

Interest rates on December 31, 2013

3-month Treasury bills 0 07%

One-month LIBOR 0 17%

EIN 54-2012776

William A. Cooke Foundation
Investment in Loans (Form 990 Part II, Line 12)
As of December 31, 2013

	Dec 31, 13
Barlow, Danny K. & Janet D.	71,033
Bowman, William E., Sr.	84,648
Burkhart, Benjamin K. (Note B)	891,070
Burkhart/Garnett Line of Credit	225,000
Burkhart/Garnett(Note A)-modified 1/1/13	507,001
Butler, Pattie C.	1,769
Campbell, Autumn J.	62,293
Carmean, Charles R. & Tammy (lot 23)	75,162
Chapman, Joshua R. & Julia V.	51,472
Coleman, III, Henry & Pamela G.	26,172
Coles and Tompkins	88,025
Costello, David & Danielle	58,422
Dalton, Donnie R. & Joyce Ann	36,000
Douglas, Charlotte	55,788
Dunivan, Lloyd R. & Stefanie	66,563
Groome, William G. & Susan H.	77,853
Hall, Christopher A.	15,550
Hutchins, G. Dwight (Jr.) & Renee A. P.	121,209
Johnson, Bruce & Crystal	57,427
Johnson, Daniel & Kandy	33,573
Jones, Sr., Ernest Davis et ux	36,003
Miller, Matthew and Larry T.	213,311
Morton, Jeff	92,177
Riner, Jason L. & Frances N.	95,479
Snyder, Jeana L.	37,558
Sprouse, Walter J. & Julia C.	63,629
Thurston, Jr., Bruce W. & Stacie D.	6,171
Turner, Mickie G.	55,670
Virts, Raymond A. & Angela Faye	77,257
TOTAL	3,283,285

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WILLIAM A. COOKE FOUNDATION
EIN 54-2012726
PART IV, LINES 1, 2 + 3

2013 Year End Summary

UBS

UBS Financial Services Inc
951 East Byrd Street
Suite 520
Richmond VA 23219-4055

CPZ2000090443 1213 X1 AP 0

Account name: WILLIAM A COOKE FOUNDATION
ACCESS EV PARAMATRIC
Friendly account name: Cooke Foundatio
Account number: AP 02865 68

Your Financial Advisor:
INSTITUTIONAL CONSULTING GROUP
Phone 804-698-5700/800-650-1021

WILLIAM A COOKE FOUNDATION
ACCESS EV PARAMATRIC
82% EQUITY ACCOUNT
P O BOX 462
LOUISA VA 23093-0462

Summary of gains and losses

	Amount ($)
Short term	3,950 61
Long term	1,174 01
Total	**$5,124.62**

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Realized gains and losses

Estimated 2013 gains and losses for transactions with trade dates through 12/31/13 have been incorporated into this statement Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss Please check with your tax advisor To calculate gains and losses, we liquidate the oldest security lot first This is known as the first-in, first-out or FIFO accounting method We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order

See Important information about your statement on the last page of this statement for more information We may not adjust gains and losses for all capital changes Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
ACCENTURE PLC IRELAND CL A	VSP	10 000	Jul 17, 13	Dec 20, 13	806 16	751 76			54 40
	VSP	4 000	Jul 18, 13	Dec 20, 13	322 46	301 52			20 94
AGRIUM INC (CANADA) CAD	VSP	4 000	Jul 18, 13	Nov 18, 13	360 38	357 91			2 47
AMERISOURCEBERGEN CORP	VSP	12 000	Jan 28, 13	Aug 14, 13	696 53	541 75			154 78
	VSP	8 000	Mar 20, 13	Aug 14, 13	464 35	402 24			62 11
APPLE INC	VSP	1 000	Jul 18, 13	Sep 25, 13	482 26	431 90			50 36
ARM HOLDINGS PLC SPON ADR	VSP	19 000	Jul 11, 13	Oct 14, 13	907 34	753 33			154 01
	VSP	8 000	Jul 18, 13	Oct 14, 13	382 04	330 40			51 64
ASSA ABLOY AB ADR	VSP	60 000	Jul 11, 12	Apr 30, 13	1,180 49	835 01			345 48
BHP BILLITON PLC NEW SPON ADR	VSP	8 000	Jul 18, 13	Dec 16, 13	467 88	455 92			11 96
BROOKFIELD PPTY PARTNERS LP MLP	FIFO	0 779	Apr 15, 13	Apr 15, 13	17 22	17 03			0 19
	VSP	1 000	Apr 15, 13	Apr 30, 13	22 12	21 86			0 26
CAPITAL ONE FINCL CORP	VSP	23 000	Oct 26, 12	Mar 19, 13	1,232 40	1,382 51		-150 11	
CATERPILLAR INC	VSP	6 000	Mar 19, 13	Nov 20, 13	496 02	528 14		-32 12	
CELGENE CORP	VSP	10 000	Jun 29, 12	Mar 26, 13	1,124 90	640 17			484 73
CISCO SYSTEMS INC	VSP	42 000	Jul 12, 13	Dec 05, 13	877 36	1,085 47		-208 11	
	VSP	23 000	Aug 14, 13	Dec 05, 13	480 46	606 18		-125 72	
COMCAST CORP NEW CL A	VSP	6 000	Sep 21, 12	Jun 19, 13	241 37	217 92			23 45
	VSP	18 000	Jan 28, 13	Jun 19, 13	724 14	712 97			11 17
CONOCOPHILLIPS	VSP	8 000	Jun 21, 12	Jan 28, 13	486 26	422 29			63 97
DEERE AND CO	VSP	12 000	Nov 28, 12	Sep 06, 13	991 55	1,010 39		-18 84	
	VSP	4 000	Jul 18, 13	Sep 06, 13	330 51	334 23		-3 72	

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Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
DEUTSCHE TELEKOM AG DE SPON ADR	VSP	49 000	Dec 04, 12	Mar 19, 13	533 95	551 66		-17 71	
DOLLAR GEN CORP NEW	VSP	18 000	Jul 18, 13	Dec 03, 13	1,017 65	961 16			56 49
DOW CHEMICAL CO NTS 05 700% 051518 DTD050608 FC111508 SER MW B/E	FIFO	2,000 000	Dec 19, 12	Nov 18, 13	2,338 12	2,320 40			17 72
DU PONT DE NEMOURS	VSP	12 000	Feb 04, 13	Sep 10, 13	695 99	569 44			126 55
	VSP	10 000	Jul 18, 13	Sep 10, 13	579 99	573 80			6 19
EOG RESOURCES INC	VSP	1 000	Apr 15, 13	Oct 14, 13	180 51	116 79			63 72
	VSP	3 000	Apr 15, 13	Nov 04, 13	549 62	350 35			199 27
	VSP	3 000	Apr 15, 13	Dec 27, 13	507 52	350 36			157 16
	VSP	2 000	Jul 18, 13	Oct 14, 13	361 03	293 68			67 35
EQUINIX INC NEW	VSP	1 000	Jul 18, 13	Aug 07, 13	180 49	200 51		-20 02	
EXXON MOBIL CORP	VSP	9 000	Jun 21, 12	Mar 19, 13	796 54	741 23			55 31
	VSP	3 000	Jun 21, 12	Jun 04, 13	272 37	247 08			25 29
	VSP	1 000	Jun 21, 12	Jun 04, 13	90 79	82 35			8 44
FEDEX CORP	VSP	5 000	Jun 01, 12	Mar 26, 13	488 54	426 49			62 05
FHLMC 04 875 % DUE 111513 DTD 101703 FC 05152004	FIFO	2,000 000	Dec 20, 12	Nov 15, 13	2,000 00	2,000 00			
	FIFO	1,000 000	Jul 22, 13	Nov 15, 13	1,000 00	1,000 00			
GAP INC	VSP	68 000	Mar 28, 12	Feb 13, 13	2,165 43	1,787 03			378 40
GENL ELECTRIC CO	VSP	21 000	Jul 18, 13	Aug 14, 13	506 24	496 65			9 59
GOLDMAN SACHS GROUP INC	VSP	7 000	Jul 18, 13	Oct 11, 13	1,115 12	1,146 04		-30 92	
GOOGLE INC CL A	VSP	1 000	May 11, 12	Mar 19, 13	810 41	606 93			203 48
HUMANA INC	VSP	8 000	Jan 28, 13	Apr 15, 13	608 90	597 02			11 88
KAO CORP REPSTG 10 SHS COM SPON ADR	VSP	34 000	Oct 24, 12	Aug 13, 13	1,115 70	964 82			150 88
	VSP	7 000	Jul 18, 13	Aug 12, 13	224 78	245 00		-20 22	
	VSP	3 000	Jul 18, 13	Aug 13, 13	98 44	105 00		-6 56	

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Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
KEPPEL CORP LTD SPON ADR	VSP	16 000	Jul 18, 13	Nov 05, 13	275 36	276 96		-1 60	
	VSP	29 000	Jul 18, 13	Nov 06, 13	502 79	501 99			0 80
KIRBY CORPORATION	VSP	6 000	Jun 25, 12	Feb 25, 13	441 09	272 45			168 64
KRAFT FOODS GROUP INC	VSP	13 000	Oct 03, 12	Mar 26, 13	667 06	599 30			67 76
LKQ CORP NEW	VSP	15 000	Apr 08, 13	Sep 18, 13	480 07	322 31			157 76
LOWES COMPANIES INC B/E 01 625% 041517 DTD042312 CALL@MW 15BP	FIFO	1,000 000	Apr 16, 12	Apr 02, 13	1,022 12	999 14			22 98
	FIFO	1,000 000	Apr 17, 12	Apr 02, 13	1,022 12	1,002 07			20 05
LULULEMON ATHLETICA INC	VSP	13 000	Apr 08, 13	Jun 04, 13	1,047 87	853 99			193 88
MARATHON OIL CORP	VSP	16 000	Mar 19, 13	Mar 26, 13	544 68	542 09			2 59
MERCK & CO INC NEW COM	VSP	13 000	Sep 10, 13	Nov 04, 13	593 99	623 44		-29 45	
MICROSOFT CORP	VSP	21 000	Mar 19, 13	Aug 14, 13	679 22	589 95			89 27
MITSUI & CO LTD ADR JAPAN ADR	VSP	2 000	Jul 18, 13	Nov 26, 13	552 95	541 48			11 47
NATL-OILWELLVARCO INC	VSP	3 000	Jul 12, 12	Jul 12, 13	218 68	201 59			17 09
	VSP	5 000	Aug 08, 12	Jul 12, 13	364 47	382 13		-17 66	
NINTENDO LTD ADR NEW JAPAN ADR	VSP	45 000	May 20, 13	Jul 17, 13	760 06	617 90			142 16
	VSP	31 000	May 20, 13	Jul 18, 13	508 58	425 67			82 91
O REILLY AUTOMOTIVE INC	VSP	3 000	Oct 18, 12	May 15, 13	335 87	239 85			96 02
OCCIDENTAL PETROLEUM 01 750% 021517 DTD081811 CALL@MW+15BPS	FIFO	1,000 000	Jul 22, 13	Sep 10, 13	995 51	1,012 00		-16 49	
OCCIDENTAL PETROLEUM CRP	VSP	7 000	Aug 08, 12	Apr 15, 13	566 37	637 97		-71 60	
ORACLE CORP	VSP	11 000	Mar 19, 13	Oct 17, 13	361 56	391 57		-30 01	
ORIX CORP SPON ADR	VSP	8 000	Jul 18, 13	Dec 13, 13	681 38	593 84			87 54
	VSP	3 000	Jul 18, 13	Dec 16, 13	252 93	222 69			30 24
	VSP	2 000	Aug 26, 13	Dec 16, 13	168 62	138 05			30 57
PHILIP MORRIS INTL INC	VSP	4 000	May 11, 12	Jan 28, 13	356 32	345 08			11 24
PHILLIPS 66	VSP	5 000	Aug 08, 12	Mar 26, 13	335 60	200 81			134 79
	VSP	6 000	Jan 30, 13	Mar 26, 13	402 72	364 41			38 31

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Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
	VSP	6 000	Jul 18, 13	Dec 27, 13	448 39	340 65			107 74
PNC FINANCIAL SERVICES GROUP	VSP	4 000	Jan 28, 13	Nov 20, 13	300 57	248 02			52 55
	VSP	6 000	Jul 18, 13	Aug 14, 13	455 83	454 95			0 88
POSTNL N V SPON ADR	VSP	16 000	Jun 26, 12	Mar 11, 13	35 99	58 78		-22 79	
	VSP	201 000	Jun 26, 12	Mar 12, 13	453 25	738 42		-285 17	
QUALCOMM INC	VSP	19 000	Sep 19, 12	Sep 18, 13	1,325 04	1,239 27			85 77
REXAM PLC SPON ADR	FIFO	0 400	Nov 21, 12	Jan 29, 13	14 40	15 53		-1 13	
	VSP	23 000	Nov 21, 12	Jul 23, 13	860 77	893 18		-32 41	
	VSP	8 000	Jul 18, 13	Jul 23, 13	299 39	298 96			0 43
ROGERS COMMUNICATIONS INC NON VTG SHS CL B CAD	VSP	9 000	Aug 08, 12	Mar 19, 13	438 82	359 39			79 43
	VSP	4 000	Aug 08, 12	Mar 20, 13	197 45	159 73			37 72
	VSP	13 000	Oct 26, 12	Mar 19, 13	633 86	577 45			56 41
SANDS CHINA LTD UNSPONSORED ADR	VSP	7 000	Jul 18, 13	Aug 26, 13	387 75	358 68			29 07
SANOFI SPON ADR	VSP	7 000	Mar 20, 13	Nov 26, 13	369 64	355 39			14 25
	VSP	17 000	Jul 18, 13	Oct 25, 13	886 36	901 27		-14 91	
	VSP	9 000	Jul 18, 13	Nov 25, 13	474 37	477 14		-2 77	
	VSP	9 000	Jul 18, 13	Nov 26, 13	475 25	477 14		-1 89	
SCHLUMBERGER LTD NETHERLANDS ANTILLES	VSP	8 000	Apr 15, 13	Dec 27, 13	719 44	575 10			144 34
	VSP	6 000	Jul 18, 13	Dec 27, 13	539 58	470 82			68 76
STATE STREET CORP	VSP	7 000	Jan 22, 13	Jul 12, 13	483 70	386 23			97 47
STHN CALIF EDISON CO 05 750% 031514 DTD101508 CALL@MW+50BP	Adjustment	2,000 000	Jul 22, 13	Oct 16, 13	2,042 30	2,040 81			1 49
SYNGENTA AG SPON ADR	VSP	13 000	Jul 24, 12	May 16, 13	1,066 95	830 92			236 03
TRAVELERS COS INC/THE	VSP	4 000	Jul 18, 13	Aug 14, 13	328 79	338 31		-9 52	
UNILEVER PLC AMER SHS NEW SPON ADR	VSP	7 000	Jul 18, 13	Oct 21, 13	279 26	294 35		-15 09	

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Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
US BANCORP DEL (NEW)	VSP	66 000	Jul 20, 12	Jun 04, 13	2,331 36	2,218 19			113 17
VERIZON COMMUNICATIONS INC	VSP	36 000	Mar 19, 13	Jul 18, 13	1,795 05	1,762 20			32 85
VMWARE INC CL A	VSP	16 000	May 03, 12	Mar 27, 13	1,255 88	1,796 44		-540 56	
YUM! BRANDS INC	VSP	22 000	Jul 31, 12	Jan 16, 13	1,449 79	1,428 20			21 59
Total					**$65,819.55**	**$61,868.94**		**-$1,727.10**	**$5,677.71**
Net short-term capital gains and losses									**$3,950.61**

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
ACCENTURE PLC IRELAND CL A	VSP	7 000	May 04, 10	Dec 20, 13	564 31	300 51			263 80
	VSP	18 000	Jun 17, 11	Dec 20, 13	1,451 09	971 47			479 62
AFFILIATED MANAGERS GROUP	VSP	2 000	May 04, 10	Feb 25, 13	286 14	167 26			118 88
	VSP	3 000	May 04, 10	Nov 13, 13	607 58	250 89			356 69
AGRIUM INC (CANADA) CAD	VSP	2 000	May 04, 10	Nov 18, 13	180 19	120 54			59 65
	VSP	15 000	May 04, 10	Nov 19, 13	1,337 91	904 05			433 86
ALLERGAN INC	VSP	10 000	May 04, 10	Jan 29, 13	1,061 17	626 30			434 87
	VSP	12 000	May 04, 10	Nov 07, 13	1,061 53	751 55			309 98
AMER ELECTRIC POWER CO	VSP	11 000	May 04, 10	Oct 17, 13	492 13	368 06			124 07
AMERIPRISE FINANCIAL INC	VSP	11 000	Feb 10, 12	Jul 12, 13	949 10	594 97			354 13
AMETEK INC (NEW)	VSP	8 000	May 04, 10	Feb 25, 13	330 25	152 50			177 75
	VSP	15 000	May 04, 10	May 15, 13	643 97	285 93			358 04
APPLE INC	VSP	1 000	May 04, 10	Sep 25, 13	482 26	257 37			224 89
	VSP	2 000	Feb 04, 11	Jan 28, 13	903 36	692 67			210 69
	VSP	2 000	Jun 17, 11	Feb 04, 13	885 58	640 73			244 85
	VSP	1 000	Jun 17, 11	Sep 25, 13	482 26	320 37			161 89
BB&T CORP	VSP	608 000	Jul 01, 03	Jul 18, 13	21,293 31	15,081 84			6,211 47
	VSP	6 000	Aug 20, 03	Jul 18, 13	210 13	208 83			1 30

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
	VSP	5 000	Nov 03, 03	Jul 18, 13	175 10	196 07		-20 97	
	VSP	5 000	Feb 02, 04	Jul 18, 13	175 10	187 87		-12 77	
	VSP	6 000	May 03, 04	Jul 18, 13	210 13	209 30			0 83
	VSP	6 000	Aug 02, 04	Jul 18, 13	210 13	234 96		-24 83	
	VSP	5 000	Nov 01, 04	Jul 18, 13	175 10	207 31		-32 21	
	VSP	6 000	Feb 01, 05	Jul 18, 13	210 13	240 00		-29 87	
	VSP	6 000	May 02, 05	Jul 18, 13	210 13	236 06		-25 93	
	VSP	6 000	Aug 01, 05	Jul 18, 13	210 13	253 36		-43 23	
	VSP	6 000	Nov 01, 05	Jul 18, 13	210 13	254 64		-44 51	
	VSP	6 000	Jan 31, 06	Jul 18, 13	210 13	234 20		-24 07	
	VSP	6 000	May 01, 06	Jul 18, 13	210 13	258 08		-47 95	
	VSP	7 000	Aug 01, 06	Jul 18, 13	245 15	295 50		-50 35	
	VSP	6 000	Nov 01, 06	Jul 18, 13	210 13	260 93		-50 80	
	VSP	7 000	Feb 01, 07	Jul 18, 13	245 15	298 53		-53 38	
	VSP	7 000	May 01, 07	Jul 18, 13	245 15	293 90		-48 75	
	VSP	8 000	Aug 01, 07	Jul 18, 13	280 17	301 53		-21 36	
	VSP	9 000	Nov 01, 07	Jul 18, 13	315 19	320 17		-4 98	
	VSP	9 000	Feb 01, 08	Jul 18, 13	315 19	327 50		-12 31	
	VSP	9 000	May 01, 08	Jul 18, 13	315 19	322 04		-6 85	
	VSP	12 000	Aug 01, 08	Jul 18, 13	420 26	347 76			72 50
BHP BILLITON PLC NEW SPON ADR	VSP	12 000	Nov 08, 10	Apr 22, 13	652 69	948 30		-295 61	
	VSP	1 000	Jun 20, 11	Apr 22, 13	54 38	73 32		-18 94	
	VSP	14 000	Jun 20, 11	Dec 13, 13	800 43	1,026 44		-226 01	
	VSP	4 000	Feb 03, 12	Dec 13, 13	228 69	279 15		-50 46	
	VSP	8 000	Feb 03, 12	Dec 16, 13	467 88	558 29		-90 41	
BOSTON PROPERTIES INC	VSP	7 000	May 04, 10	Oct 17, 13	765 61	563 92			201 69
	VSP	4 000	Aug 24, 11	Oct 17, 13	437 49	403 73			33 76
BRITISH AMER TOBACCO PLC GB SPON ADR	VSP	10 000	May 04, 10	Jan 16, 13	1,013 80	633 08			380 72

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
BROADCOM CORP CL A	VSP	26 000	Jun 25, 10	Jul 11, 13	905 29	890 01			15 28
	VSP	11 000	Feb 09, 11	Jul 11, 13	383 01	479 59		-96 58	
	VSP	16 000	Oct 19, 11	Jul 11, 13	557 10	596 55		-39 45	
BT GROUP PLC SPON ADR	VSP	11 000	Apr 14, 11	Mar 11, 13	443 00	344 44			98 56
	VSP	4 000	Apr 14, 11	Mar 12, 13	160 09	125 25			34 84
	VSP	6 000	Apr 15, 11	Mar 11, 13	241 63	188 32			53 31
CARNIVAL PLC ADR	VSP	5 000	May 13, 11	May 16, 13	181 98	214 64		-32 66	
	VSP	7 000	May 16, 11	May 16, 13	254 78	292 15		-37 37	
	VSP	2 000	May 16, 11	May 17, 13	72 87	83 47		-10 60	
	VSP	10 000	May 16, 11	May 17, 13	364 36	423 96		-59 60	
CELGENE CORP	VSP	1 000	May 04, 10	Mar 26, 13	112 48	59 85			52 63
CENTURYLINK INC	VSP	29 000	Feb 10, 12	Mar 19, 13	993 05	1,098 37		-105 32	
CHINA MOBILE LTD SPON ADR	VSP	16 000	Sep 20, 11	Feb 15, 13	881 53	824 82			56 71
COGNIZANT TECH SOLUTIONS CRP	VSP	21 000	May 04, 10	Jun 13, 13	1,343 21	1,082 97			260 24
	VSP	3 000	May 05, 10	Jun 13, 13	191 88	152 64			39 24
COMMUNITY BANKERS TRUST CORP	VSP	10,650 000	Sep 17, 01	Jul 18, 13	39,849 48	75,000 00		-35,150 52	
CVS CAREMARK CORP	VSP	1 000	Oct 24, 11	May 16, 13	59 23	35 76			23 47
	VSP	9 000	May 11, 12	May 16, 13	533 18	407 97			125 21
DEERE AND CO	VSP	6 000	Dec 13, 11	Sep 10, 13	504 94	450 76			54 18
	VSP	13 000	Dec 22, 11	Sep 06, 13	1,074 19	1,010 75			63 44
	VSP	5 000	Dec 22, 11	Sep 10, 13	420 78	388 75			32 03
DIAGEO PLC NEW GB SPON ADR	VSP	6 000	Mar 02, 12	Mar 21, 13	732 27	573 53			158 74
DIRECTV	FIFO	27 000	May 04, 10	Apr 08, 13	1,500 33	958 50			541 83
DOLLAR GEN CORP NEW	VSP	21 000	Aug 14, 12	Dec 03, 13	1,187 26	1,098 20			89 06
EOG RESOURCES INC	VSP	8 000	Aug 30, 12	Dec 27, 13	1,353 39	848 86			504 53
EQUINIX INC NEW	VSP	2 000	Aug 31, 11	Aug 07, 13	360 99	188 47			172 52
	VSP	5 000	Oct 19, 11	Aug 07, 13	902 49	472 18			430 31

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
	VSP	9 000	Dec 09, 11	Sep 18, 13	1,609 16	940 48			668 68
EXPRESS SCRIPTS HLDG CO	VSP	30 000	May 04, 10	Nov 18, 13	1,948 56	1,498 95			449 61
EXXON MOBIL CORP	VSP	3 000	May 04, 10	May 16, 13	271 97	198 81			73 16
	VSP	3 000	May 05, 10	May 16, 13	271 98	198 30			73 68
	VSP	1 000	Jun 10, 10	May 16, 13	90 66	61 91			28 75
	VSP	3 000	Jun 10, 10	May 16, 13	271 97	185 72			86 25
	VSP	2 000	Jun 10, 10	May 16, 13	181 31	123 82			57 49
	VSP	1 000	Sep 13, 10	May 16, 13	90 66	60 92			29 74
	VSP	6 000	Sep 13, 10	Jun 04, 13	544 75	365 52			179 23
FIFTH THIRD BANCORP	VSP	25 000	May 04, 10	Jan 28, 13	404 48	362 70			41 78
	VSP	24 000	Feb 01, 11	Jan 28, 13	388 30	372 84			15 46
FOMENTO ECONOMICO MEXICANO S A B DE CV SPON ADR	VSP	10 000	May 04, 10	May 13, 13	1,150 73	449 20			701 53
FRONTIER COMMUNICATIONS CORP	VSP	120 000	May 29, 09	Jul 18, 13	503 04	865 76		-362 72	
GENL DYNAMICS CORP	VSP	5 000	May 04, 10	Mar 26, 13	350 96	375 60		-24 64	
	VSP	2 000	May 05, 10	Mar 26, 13	140 38	149 58		-9 20	
GENTEX CORP	VSP	10 000	May 04, 11	Nov 13, 13	292 19	308 77		-16 58	
	VSP	9 000	Jul 08, 11	Nov 13, 13	262 97	281 86		-18 89	
GOLDMAN SACHS GROUP INC	VSP	7 000	May 04, 10	Oct 11, 13	1,115 12	1,044 89			70 23
GOOGLE INC CL A	VSP	1 000	Jan 05, 11	Mar 19, 13	810 41	609 34			201 07
GRACO INC	VSP	6 000	May 04, 10	Nov 13, 13	472 64	204 30			268 34
HUNT J B TRANS SVCS INC	VSP	4 000	Dec 15, 10	Jul 18, 13	302 03	157 14			144 89
INTL BUSINESS MACH	VSP	5 000	May 04, 10	May 10, 13	1,019 79	639 50			380 29
	VSP	10 000	May 04, 10	Oct 17, 13	1,744 72	1,279 00			465 72
JACOBS ENGINEERING GROUP INC	VSP	6 000	May 04, 10	Apr 08, 13	322 81	278 82			43 99
	VSP	13 000	May 04, 10	Oct 22, 13	787 15	604 11			183 04

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
JOHNSON & JOHNSON COM	VSP	1 000	May 04, 10	Mar 19, 13	78 80	64 67			14 13
	VSP	13 000	May 28, 10	Mar 19, 13	1,024 53	760 76			263 77
	VSP	9 000	Aug 05, 10	Mar 19, 13	709 28	537 39			171 89
	VSP	7 000	Aug 12, 10	Mar 19, 13	551 67	409 89			141 78
JPMORGAN CHASE & CO	VSP	4 000	May 04, 10	May 22, 13	214 05	169 20			44 85
	VSP	4 000	May 05, 10	May 22, 13	214 05	170 23			43 82
KEPPEL CORP LTD SPON ADR	VSP	39 000	May 04, 10	Nov 06, 13	676 17	478 35			197 82
KEYCORP NEW	VSP	56 000	May 04, 10	Nov 20, 13	712 64	481 56			231 08
	VSP	35 000	Feb 16, 11	Nov 20, 13	445 40	334 95			110 45
KRAFT FOODS GROUP INC	VSP	6 666	Aug 24, 10	Dec 27, 13	358 12	205 32			152 80
	VSP	2 000	Mar 21, 12	Dec 27, 13	107 43	80 42			27 01
	VSP	0 333	Mar 21, 12	Dec 27, 13	17 91	13 41			4 50
	FIFO	1 000	Mar 21, 12	Dec 27, 13	53 71	40 21			13 50
	VSP	3 000	Oct 03, 12	Dec 27, 13	161 15	138 30			22 85
LAUDER ESTEE COS CL A	VSP	19 000	May 12, 11	Jun 21, 13	1,248 07	963 27			284 80
LKQ CORP NEW	VSP	11 000	May 04, 10	Sep 18, 13	352 05	112 31			239 74
LOWES COMPANIES INC	VSP	21 000	Aug 30, 12	Nov 20, 13	992 72	591 51			401 21
LVMH MOET HENNESSY LOUIS NEW ADR	VSP	22 000	Nov 10, 10	Oct 22, 13	837 40	716 74			120 66
MALLINCKRODT PUB LTD CO	FIFO	0 625	May 04, 10	Jul 01, 13	27 59	21 12			6 47
	FIFO	0 625	May 04, 10	Jul 16, 13	25 99	21 12			4 87
	FIFO	0 375	Jun 18, 10	Jul 16, 13	15 60	11 60			4 00
	VSP	1 000	Jun 18, 10	Jul 16, 13	41 59	30 93			10 66
MARATHON OIL CORP	VSP	18 000	Feb 22, 12	Mar 26, 13	612 76	616 74	-3 19	-3 98	
MERCK & CO INC NEW COM	VSP	3 000	Jun 25, 12	Nov 04, 13	137 07	119 42			17 65
MICROSOFT CORP	VSP	11 000	Apr 06, 11	Oct 17, 13	384 00	287 63			96 37
	VSP	31 000	Apr 12, 11	Oct 17, 13	1,082 19	793 60			288 59
	VSP	2 000	Jul 11, 11	Aug 14, 13	64 68	53 14			11 54
	VSP	12 000	Jul 11, 11	Oct 17, 13	418 91	318 84			100 07

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (S)	Cost basis (S)	Wash sale cost basis adjustment(S)	Loss (S)	Gain (S)
MITSUI & CO LTD ADR JAPAN ADR	VSP	6 000	May 04, 10	Nov 26, 13	1,658 85	1,775 28		-116 43	
MONDELEZ INTL INC	VSP	22 000	Aug 24, 10	Dec 05, 13	754 92	420 76			334 16
	VSP	10 000	Mar 21, 12	Dec 05, 13	343 14	249 74			93 40
NATIONAL GRID PLC NEW SPON ADR	VSP	16 000	Nov 21, 11	Apr 15, 13	972 77	796 72			176 05
	VSP	10 000	Jan 26, 12	Apr 15, 13	607 98	487 77			120 21
NATL-OILWELLVARCO INC	VSP	7 000	Jun 21, 12	Nov 04, 13	564 90	451 06			113 84
	VSP	2 000	Jul 12, 12	Nov 04, 13	161 39	134 40			26 99
NIPPON TELEG & TEL CORP SPON ADR	VSP	34 000	Oct 14, 11	Feb 22, 13	773 11	859 54		-86 43	
O REILLY AUTOMOTIVE INC	VSP	5 000	May 04, 10	May 15, 13	559 79	241 70			318 09
OCCIDENTAL PETROLEUM 01 750% 021517 DTD081811 CALL@MW+15BPS	FIFO	3,000 000	Aug 30, 11	Sep 10, 13	2,986 53	2,985 90			0 63
OCCIDENTAL PETROLEUM CRP	VSP	1 000	May 04, 10	Apr 15, 13	80 90	86 16		-5 26	
OCEANEERING INTL INC	VSP	6 000	May 04, 10	Jul 18, 13	474 17	185 55			288 62
ORACLE CORP	VSP	16 000	Mar 24, 11	Oct 17, 13	525 91	514 23			11 68
	VSP	19 000	Jun 14, 11	Oct 17, 13	624 52	610 09			14 43
	VSP	18 000	Jun 21, 11	Oct 17, 13	591 65	587 34			4 31
PACCAR INC	VSP	14 000	Feb 10, 12	Mar 19, 13	697 41	605 15			92 26
PFIZER INC	VSP	22 000	May 04, 10	Apr 15, 13	673 01	379 66			293 35
	VSP	15 000	May 04, 10	May 16, 13	438 92	258 85			180 07
PHILIP MORRIS INTL INC	VSP	12 000	May 11, 12	May 16, 13	1,143 64	1,035 25			108 39
PHILLIPS 66	VSP	8 000	Aug 08, 12	Dec 27, 13	597 86	321 29			276 57
PNC FINANCIAL SERVICES GROUP	VSP	6 000	May 04, 10	Aug 14, 13	455 83	397 38			58 45
	VSP	5 000	May 04, 10	Nov 20, 13	375 71	331 15			44 56
	VSP	5 000	Apr 23, 12	Nov 20, 13	375 71	323 95			51 76
PRUDENTIAL FINANCIAL INC	VSP	15 000	May 04, 10	Mar 26, 13	892 42	922 65		-30 23	
	VSP	3 000	May 05, 10	Mar 26, 13	178 48	183 39		-4 91	

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (S)	Cost basis (S)	Wash sale cost basis adjustment(S)	Loss (S)	Gain (S)
REPSOL SA SPON ADR	VSP	1 000	Mar 01, 11	Nov 18, 13	24 92	33 03		-8 11	
	VSP	18 000	Mar 01, 11	Nov 19, 13	453 28	594 55		-141 27	
	VSP	9 000	Mar 01, 11	Nov 19, 13	226 64	301 66		-75 02	
	VSP	2 000	Mar 02, 11	Nov 18, 13	49 85	67 08		-17 23	
ROCKWELL AUTOMATION INC NEW	VSP	14 000	Mar 02, 12	Jul 11, 13	1,258 04	1,124 00			134 04
SANDS CHINA LTD UNSPONSORED ADR	VSP	3 000	May 18, 12	Aug 26, 13	166 17	102 30			63 87
	VSP	21 000	May 18, 12	Aug 27, 13	1,177 54	716 13			461 41
SCHLUMBERGER LTD NETHERLANDS ANTILLES	VSP	6 000	Feb 17, 11	Dec 27, 13	539 58	565 44		-25 86	
SEI INVESTMENTS CO	VSP	11 000	May 04, 10	Apr 08, 13	313 41	249 56			63 85
SIEMENS A G SPON ADR	Adjustment	4 000	Jul 28, 10	Jul 25, 13	12 02	14 03		-2 01	
	Adjustment	4 000	Sep 28, 10	Jul 25, 13	12 03	14 90		-2 87	
STATE STREET CORP	VSP	12 000	Jan 11, 12	Jul 12, 13	829 21	516 56			312 65
STHN CALIF EDISON CO 05 750% 031514 DTD101508 CALL@MW+50BP	Adjustment	2,000 000	May 05, 10	Oct 16, 13	2,042 30	2,028 31			13 99
TARGET CORP	VSP	1 000	May 04, 10	Jun 19, 13	69 06	55 44			13 62
	VSP	8 000	Feb 24, 11	Jun 19, 13	552 56	417 19			135 37
	VSP	6 000	Jun 01, 12	Jun 04, 13	429 07	343 55			85 52
	VSP	4 000	Jun 01, 12	Jun 19, 13	276 28	229 03			47 25
TIME WARNER INC NEW	VSP	19 000	Oct 24, 11	Jan 28, 13	951 54	661 94			289 60
TRAVELERS COS INC/THE	VSP	5 000	Feb 10, 12	Aug 14, 13	410 99	296 35			114 64
UNILEVER NV N Y SHS NEW NETHERLANDS SPON ADR	VSP	26 000	May 09, 11	Mar 19, 13	1,048 40	848 03			200 37
UNILEVER PLC AMER SHS NEW SPON ADR	VSP	27 000	Sep 15, 11	Oct 21, 13	1,077 15	842 89			234 26
UNITEDHEALTH GROUP INC	VSP	17 000	May 04, 10	Jan 28, 13	950 86	499 97			450 89
	VSP	12 000	Feb 04, 11	Jan 28, 13	671 19	509 72			161 47
	VSP	11 000	Jun 17, 11	Jan 28, 13	615 27	550 19			65 08
US BANCORP DEL (NEW)	VSP	30 000	Aug 08, 11	Jun 04, 13	1,059 71	654 90			404 81

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
US TSY NOTE 00 625 % DUE 04/15/13	FIFO	3,000 000	Apr 14, 11	Apr 15, 13	3,280 95	3,442 96		-162 01	
VALE SA-SP PREFERRED SPON ADR	VSP	37 000	May 04, 10	May 17, 13	545 16	905 39		-360 23	
VARIAN MEDICAL SYSTEMS INC	VSP	20 000	May 04, 10	Jul 17, 13	1,413 39	1,126 95			286 44
VERISK ANALYTICS INC CL A	VSP	11 000	Feb 24, 11	May 15, 13	668 61	357 07			311 54
	VSP	10 000	Mar 03, 11	May 15, 13	607 82	312 99			294 83
VERIZON COMMUNICATIONS INC	VSP	459 000	May 29, 09	Jul 18, 13	22,886 81	12,648 08			10,238 73
	VSP	14 000	May 29, 09	Aug 14, 13	684 49	385 78			298 71
VODAFONE GROUP PLC NEW SPON ADR	VSP	19 000	Mar 11, 11	Mar 26, 13	543 53	543 53	-4 88		
VOLVO AKTIEBOLAGET ADR B ADR	VSP	68 000	May 04, 10	Jun 25, 13	898 02	797 64			100 38
WALT DISNEY CO (HOLDING CO) DISNEY COM	VSP	7 000	Mar 01, 11	Jul 12, 13	468 38	301 70			166 68
	VSP	5 000	Jun 15, 12	Jul 12, 13	334 55	235 49			99 06
WILEY JOHN & SONS INC CL A	VSP	7 000	May 04, 10	Apr 04, 13	257 95	293 42		-35 47	
	VSP	5 000	May 04, 10	Apr 05, 13	182 21	209 59		-27 38	
	VSP	9 000	May 04, 10	Jun 14, 13	372 87	377 25		-4 38	
	VSP	6 000	Oct 28, 10	Mar 15, 13	237 66	254 99		-17 33	
	VSP	1 000	Oct 28, 10	Apr 04, 13	36 84	42 50		-5 66	
	VSP	8 000	Jan 20, 12	Mar 15, 13	316 88	363 44		-46 56	
WILLIAMS SONOMA INC	VSP	30 000	Mar 06, 12	Oct 11, 13	1,598 57	1,122 95			475 62

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
ZURICH INS GROUP LTD SPON ADR	VSP	8 000	May 04, 10	Sep 20, 13	206 49	157 90			48 59
	VSP	27 000	May 04, 10	Sep 23, 13	693 29	532 93			160 36
Total					**$193,881.28**	**$192,707.27**		**-$38,379.31**	**$39,553.32**
Net long-term capital gains or losses									**$1,174.01**
Net capital gains/losses									**$5,124.62**

End of statement for account number AP 02865 68