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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ 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.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE DONALD & ELIZABETH COOKE FOUNDATION

A Employer identification number

58-1408721

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

P.O. BOX 1940

Room/suite

B Telephone number

910-692-6703

City or town, state or province, country, and ZIP or foreign postal code

SOUTHERN PINES, NC 28388

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

▶ \$ **4,692,821.**

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		5,879.	5,879.		STATEMENT 1
4 Dividends and interest from securities		142,969.	142,969.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		11,998.			
b Gross sales price for all assets on line 6a		386,789.			
7 Capital gain net income (from Part IV, line 2)			11,998.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		160,846.	160,846.		
13 Compensation of officers, directors, trustees, etc		1,500.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		33,000.	8,250.		24,750.
b Accounting fees STMT 4		5,675.	1,419.		4,256.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		3,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		65.	16.		49.
24 Total operating and administrative expenses. Add lines 13 through 23		43,240.	9,685.		29,055.
25 Contributions, gifts, grants paid		170,500.			170,500.
26 Total expenses and disbursements. Add lines 24 and 25		213,740.	9,685.		199,555.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<52,894.>			
b Net investment income (if negative, enter -0-)			151,161.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,238,423.	810,845.	810,845.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 7	175,000.	175,000.	178,973.
	b Investments - corporate stock STMT 8	2,372,406.	2,976,359.	3,352,259.
	c Investments - corporate bonds STMT 9	553,833.	324,564.	350,744.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	4,339,662.	4,286,768.	4,692,821.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,658,976.	4,658,976.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<319,314.>	<372,208.>	
	30 Total net assets or fund balances	4,339,662.	4,286,768.	
31 Total liabilities and net assets/fund balances	4,339,662.	4,286,768.		

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	4,339,662.
2 Enter amount from Part I, line 27a	2	<52,894.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,286,768.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,286,768.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE			
b SEE ATTACHED SCHEDULE			
c CAPITAL GAINS DIVIDENDS			
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 24,191.		23,123.	1,068.
b 362,290.		351,668.	10,622.
c 308.			308.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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	
a			1,068.
b			10,622.
c			308.
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	11,998.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	203,291.	4,236,467.	.047986
2011	259,272.	4,182,272.	.061993
2010	184,500.	4,023,933.	.045851
2009	188,939.	3,808,919.	.049604
2008	183,850.	4,052,186.	.045371

2 Total of line 1, column (d)	2	.250805
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	.050161
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,230,911.
5 Multiply line 4 by line 3	5	212,227.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,512.
7 Add lines 5 and 6	7	213,739.
8 Enter qualifying distributions from Part XII, line 4	8	199,555.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	3,023.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	3,023.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	3,023.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	5,223.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6d		
b Exempt foreign organizations - tax withheld at source	7	5,223.	
c Tax paid with application for extension of time to file (Form 8868)	8		
d Backup withholding erroneously withheld	9		
7 Total credits and payments. Add lines 6a through 6d	10	2,200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	11	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NC		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SANDY PATTERSON Telephone no. ► 910-692-6703 Located at ► 245 SE BROAD STREET, SOUTHERN PINES, NC ZIP+4 ► 28387			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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.

(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
SANDY PATTERSON	PRESIDENT			
P.O. BOX 1940				
SOUTHERN PINES, NC 28388	6.00	0.	0.	0.
CAROL M. WHITE	SECRETARY			
P.O. BOX 1940				
SOUTHERN PINES, NC 28388	0.10	500.	0.	0.
MARY MCLAUCHLIN POPE	VICE PRESIDENT			
P.O. BOX 1940				
SOUTHERN PINES, NC 28388	0.10	500.	0.	0.
DEBBIE R. HOBBS	DIRECTOR			
P.O. BOX 1940				
SOUTHERN PINES, NC 28388	0.10	500.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 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	3,238,787.
b Average of monthly cash balances	1b	1,056,554.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	4,295,341.
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	4,295,341.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,430.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,230,911.
6 Minimum investment return. Enter 5% of line 5	6	211,546.

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	211,546.
2a Tax on investment income for 2013 from Part VI, line 5	2a	3,023.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	3,023.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	208,523.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	208,523.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	208,523.

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	199,555.
b Program-related investments - total from Part IX-B	1b	0.
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	199,555.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	199,555.

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				208,523.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011	45,864.			
e From 2012				
f Total of lines 3a through e	45,864.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 199,555.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				199,555.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	8,968.			8,968.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	36,896.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	36,896.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	36,896.			
d Excess from 2012				
e Excess from 2013				

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

1 Information Regarding Foundation Managers:

- NONE**

- NONE

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BOYS AND GIRLS CLUB OF THE SANDHILLS <i>Southern Pines, NC</i>	N/A	N/A	CHARITABLE	2,500.
BOYS AND GIRLS HOMES OF NC <i>Lake Waccamaw, NC</i>	N/A	N/A	CHARITABLE	2,500.
CAMPBELL UNIVERSITY <i>BUIES CREEK, NC</i>	N/A	N/A	EDUCATIONAL SCHOLARSHIP	70,000.
CYPRESS HOUSE CHILDREN'S CENTER <i>VASS, NC</i>	N/A	N/A	CHARITABLE	5,000.
GIVENS MEMORIAL LIBRARY <i>PINEHURST, NC</i>	N/A	N/A	CHARITABLE	1,000.
Total	SEE CONTINUATION SHEET(S)			170,500.
b Approved for future payment				
NONE				
Total				0.

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

[illegible]

- 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.

Signature of officer or trustee

Date 6/21/14

 President

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN	
------	--

ROBIN PORTER

Robert Porter

8/19/14

P00852950

Firm's name	▶ DIXON HUGHES GOODMAN LLP
-------------	----------------------------

Firm's EIN ► 56-0747981

Firm's address ► 130 TURNBERRY WAY
PINEHURST, NC 28374

Phone no. 910-692-8555

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HUMANE SOCIETY OF MOORE COUNTY, INC. CARTHAGE, NC	N/A	N/A	CHARITABLE	2,000.
MEALS ON WHEELS OF THE SANDHILLS, INC. SOUTHERN PINES, NC CARTHAGE, NC	N/A	N/A	CHARITABLE	1,000.
NORTH CAROLINA ZOOLOGICAL SOCIETY ASHEBORO, NC	N/A	N/A	CHARITABLE	8,000.
SANDHILLS COMMUNITY COLLEGE FOUNDATION Pinehurst, NC SOUTHERN PINES, NC	N/A	N/A	EDUCATIONAL	8,000.
SOUTHERN PINES ROTARY CLUB CHARITABLE FOUNDATION SOUTHERN PINES, NC	N/A	N/A	CHARITABLE	1,000.
THE CHAPIN SCHOOL NEW YORK, NY	N/A	N/A	EDUCATIONAL	1,000.
UNION PINES HIGH SCHOOL CARTHAGE, NC	N/A	N/A	EDUCATIONAL	6,000.
Weymouth Center for the Arts and Humanities Wake Forest University Southern Pines, NC WINSTON-SALEM, NC	N/A	N/A	EDUCATIONAL	5,500.
NORTH MOORE HIGH SCHOOL Robbins, NC	N/A	N/A	EDUCATIONAL	1,000.
THE NATURE CONSERVANCY, NORTH CAROLINA CHAPTER/SANDHILLS	N/A	N/A	CHARITABLE	1,000.
Total from continuation sheets				89,500.

Part XV	Supplementary Information
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3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
TOWN OF CARTHAGE <i>Carthage, NC</i>	N/A	N/A	CHARITABLE	5,000.
WAKE FOREST UNIVERSITY SCHOOL OF LAW <i>Winston-Salem, NC</i>	N/A	N/A	EDUCATIONAL	50,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST - CD	5,357.	5,357.	
INTEREST - MONEY MARKET ACCOUNTS	522.	522.	
TOTAL TO PART I, LINE 3	5,879.	5,879.	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT

2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	86,530.	308.	86,222.	86,222.	
INTEREST - BONDS	56,747.	0.	56,747.	56,747.	
TO PART I, LINE 4	143,277.	308.	142,969.	142,969.	

FORM 990-PF

LEGAL FEES

STATEMENT

3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	33,000.	8,250.		24,750.
TO FM 990-PF, PG 1, LN 16A	33,000.	8,250.		24,750.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,675.	1,419.		4,256.
TO FORM 990-PF, PG 1, LN 16B	5,675.	1,419.		4,256.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENT INCOME	3,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,000.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	28.	7.		21.
POSTAGE	37.	9.		28.
TO FORM 990-PF, PG 1, LN 23	65.	16.		49.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		175,000.	178,973.
TOTAL U.S. GOVERNMENT OBLIGATIONS			175,000.	178,973.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			175,000.	178,973.

FORM 990-PF

CORPORATE STOCK

STATEMENT

8

DESCRIPTIONBOOK VALUEFAIR MARKET
VALUE2,976,359.3,352,259.

TOTAL TO FORM 990-PF, PART II, LINE 10B

2,976,359.3,352,259.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	324,564.	350,744.
TOTAL TO FORM 990-PF, PART II, LINE 10C	324,564.	350,744.



Your Financial Advisor:
BETTY B KING
110 TURNBERRY WAY
PINEHURST, NC 28374
(910) 692-3000

THE DONALD AND ELIZABETH COOKE
FOUNDATION
PO BOX 1940
SOUTHERN PINES NC 28388-1940

Account Number: 4198-1860

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes.
Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

For noncovered transactions, we provide supplemental cost basis information, when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE.

LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
HOME DEPOT INC / 437076102 02/12/13	125.0000	04/26/11	8,252.85	4,759.49	3,493.36	SALE
PITNEY BOWES INC / 724479100 07/31/13	1,000.0000	03/20/12	15,938.47	18,363.37	-2,424.90	SALE

TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES

24,191.32 23,122.86 1,068.46

LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
CAROLINA P&L \$5.44 PFD / 144141405 03/08/13	100.0000	01/10/90	10,100.00	6,112.50	3,987.50	REDEMPTION
DOW CHEMICAL CO / 26054LKL6 INTERNOTES MEDIUM TERM NTS CALLABL CPN 5.000% DUE 09/15/20 09/16/13	30,000.0000	09/13/10	30,000.00	30,000.00	0.00	REDEMPTION

EIN: 58-1408721

2013 Form 990-PF

2013 ENHANCED SUMMARY

76,532

Page 2 of 3

As of Date: 2/07/14

Your Financial Advisor :

BETTY B KING
110 TURNBERRY WAY
PINEHURST, NC 28374
(910) 692-3000

THE DONALD AND ELIZABETH COOKE
FOUNDATION
PO BOX 1940
SOUTHERN PINES NC 28388-1940

Account Number: 4198-1860

Year-End Account Summary

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continued

LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

Proceeds from Broker and Dealer Exchange Transactions for 2013						
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information	
GENERAL ELEC CAP CORP / 36986REH5						
INTERNOTES						
SEMI ANNUAL PAY - CALLABLE						
CPN 6.350% DUE 06/15/23						
05/15/13	50,000.0000	04/24/03	50,000.00	50,000.00	0.00	REDEMPTION
GENERAL ELEC CAP CORP / 36986RX43						
INTERNOTES						
CALLABLE						
CPN 6.000% DUE 04/15/38						
04/15/13	25,000.0000	04/16/08	25,000.00	25,000.00	0.00	REDEMPTION
HOME DEPOT INC / 437076102						
02/12/13	125.0000	11/18/10	8,252.84	3,959.03	4,293.81	SALE
JP MORGAN CAP XVI 6.35% / 481228203						
DUE 6/1/2035						
CALLABLE STARTING 6/1/10						
	975.0000	11/15/05	24,375.00	24,521.25	-146.25	TOTAL 2 LOTS
	25.0000	11/15/05	625.00	634.75	-9.75	
05/08/13	1,000.0000	11/15/05	25,000.00	25,156.00	-156.00	
JP MORGAN CHASE 5.875% / 46626V207						
CAP XI DUE 6/15/33						
CALLABLE 6/15/08						
05/08/13	1,500.0000	04/16/04	37,500.00	36,726.00	774.00	REDEMPTION
JP MORGAN CHASE 6.20% / 48122F207						
CAP XIV DUE 10/15/34						
CALLABLE 10/15/08						
05/08/13	2,000.0000	09/22/04	50,000.00	50,000.00	0.00	REDEMPTION

001 / 3 / SO24

EIN: 58-1408721

2013 Form 990-PF



2013 ENHANCED SUMMARY

Page 3 of 3

As of Date: 2/07/14

Your Financial Advisor :
 BETTY B KING
 110 TURNBERRY WAY
 PINEHURST, NC 28374
 (910) 692-3000

THE DONALD AND ELIZABETH COOKE
 FOUNDATION
 PO BOX 1940
 SOUTHERN PINES NC 28388-1940

Account Number: 4198-1860

Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
MORGAN STANLEY / 61745EH95 MULTI STEP UP MEDIUM TERM NOTES CALLABLE CPN 5.000% DUE 09/30/25 09/30/13	50,000.0000	09/27/10	50,000.00	50,000.00	0.00	REDEMPTION
RITE AID CORP / 76798ACG5 DEBENTURE NON CALL LIFE CPN 6.875% DUE 08/15/13 02/21/13	50,000.0000	05/24/94	51,437.50	49,714.70	1,722.80	TENDER
SLM CORP / 78490FAN9 EDNOTES MONTHLY PAY - CALLABLE CPN 5.450% DUE 03/15/23 04/30/13	25,000.0000	02/12/03	25,000.00	25,000.00	0.00	REDEMPTION
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES			362,290.34	351,668.23	10,622.11	

*Box 2a Sales price less commissions and option premiums

FORM 990-PF

U S AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 7

SHARES	DESCRIPTION	BOOK VALUE 12/31/2012	BOOK VALUE 12/31/2013	FAIR MARKET VALUE 12/31/2013
50,000	TENN VALLEY AUTH 4 75% 6/15/29	50,000 00	50,000 00	50,006 50
100,000	NORTH CAROLINA MED CARE 6 125% 10/1/39	100,000 00	100,000 00	104,446 00
25,000	TENN VALLEY AUTHORITY 4 25% DUE 3/13/31, dtd 3/15/15 FC 9/15/11	25,000 00	25,000 00	24,520 00
		<u>175,000</u>	<u>175,000</u>	<u>178,973</u>

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

SHARES	DESCRIPTION	BOOK VALUE 12/31/2012	BOOK VALUE 12/31/2013	FAIR MARKET VALUE 12/31/2013
300	3M CO	25,569.50	25,569.50	42,075.00
100	3M CO	-	10,471.02	14,025.00
100	3M CO	-	12,009.20	14,025.00
1,000	AFLAC INC 5 5% PFD (PREFERRED/FIXED RATE)	25,000.00	25,000.00	21,220.00
500	AMERICAN ELECTRIC POWER INC	18,186.82	18,186.82	23,370.00
500	AMERICAN ELECTRIC POWER INC	19,438.15	19,438.15	23,370.00
500	AT&T INC	13,390.59	13,390.59	17,580.00
250	AT&T INC	7,219.38	7,219.38	8,790.00
250	AT&T INC	7,343.57	7,343.57	8,790.00
500	AT&T INC	14,526.43	14,526.43	17,580.00
300	BANK OF AMERICA	13,953.67	13,953.67	4,671.00
500	BANK OF AMERICA	26,077.29	26,077.29	7,785.00
200	BANK OF AMERICA CORP	9,810.50	9,810.50	3,114.00
300	BAXTER INTERNATIONAL INC	17,947.03	17,947.03	20,865.00
300	BAXTER INTERNATIONAL INC	-	20,926.09	20,865.00
200	BAXTER INTERNATIONAL INC	-	14,939.83	13,910.00
500	BB&T CORP	19,916.20	19,916.20	18,660.00
500	BB&T CORP	18,533.80	18,533.80	18,660.00
150	BB&T CORP	4,694.03	4,694.03	5,598.00
1,000	BB&T CORP 5 625% PFD (PREFERRED/FIXED RATE)	25,000.00	25,000.00	20,350.00
1,000	BB&T CORP 5 85% PFD (PREFERRED/FIXED RATE)	25,000.00	25,000.00	21,480.00
2,500	BLACKROCK BUILD AMERICA BOND TRUST (CLOSED END MUT FUND)	50,000.00	50,000.00	47,875.00
1,000	BOEING 6 05% PFD (PREFERRED/FIXED RATE)	25,606.00	25,606.00	25,270.00
300	BOEING CO	22,103.60	22,103.60	40,947.00
200	BOEING CO	11,956.85	11,956.85	27,298.00
300	BRISTOL MYERS SQUIBB	8,558.43	8,558.43	15,945.00
300	BRISTOL MYERS SQUIBB	7,516.31	7,516.31	15,945.00
400	BRISTOL MYERS SQUIBB CO	11,426.62	11,426.62	21,260.00
200	BRISTOL MYERS SQUIBB CO	6,453.02	6,453.02	10,630.00
100	CAROLINA POWER & LIGHT \$5 44 PFD (PREFERRED/FIXED RATE)	6,112.50	-	-
200	CATERPILLAR INC	18,285.80	18,285.80	18,162.00
200	CATERPILLAR INC	-	19,664.82	18,162.00
100	CATERPILLAR INC	-	8,912.77	9,081.00
250	CHEVRON CORPORATION	24,442.55	24,442.55	31,227.50
200	CHEVRON CORPORATION	-	23,423.03	24,982.00
100	CHEVRON CORPORATION	-	12,195.20	12,491.00
500	CISCO SYSTEMS INC	9,665.45	9,665.45	11,215.00
400	CISCO SYSTEMS INC	-	10,498.50	8,972.00
100	CISCO SYSTEMS INC	-	2,630.12	2,243.00
200	CLOROX COMPANY	11,655.98	11,655.98	18,552.00
300	CLOROX COMPANY	21,083.39	21,083.39	27,828.00
150	CLOROX COMPANY	-	12,359.47	13,914.00
500	COCA-COLA COMPANY	16,915.90	16,915.90	20,655.00
600	COCA-COLA COMPANY	20,557.07	20,557.07	24,786.00
200	COCA-COLA COMPANY	-	7,604.69	8,262.00
500	COLGATE-PALMOLIVE CO	20,426.25	20,426.25	32,605.00
600	COLGATE-PALMOLIVE CO	-	32,695.95	39,126.00
250	CONOCOPHILLIPS	13,044.40	13,044.40	17,662.50
250	CONOCOPHILLIPS	7,834.67	7,834.67	17,662.50
200	CONOCOPHILLIPS	12,106.99	12,106.99	14,130.00
300	CONOCOPHILLIPS	15,873.92	15,873.92	21,195.00
200	CUMMINS INC	24,546.40	24,546.40	28,194.00
200	CUMMINS INC	-	24,144.52	28,194.00
200	DEERE & CO	14,976.38	14,976.38	18,266.00
100	DEERE & CO	7,495.52	7,495.52	9,133.00
200	DEERE & CO	16,936.40	16,936.40	18,266.00
200	DEERE & CO	-	18,036.38	18,266.00
500	DOMINION RES INC VA NEW	16,161.77	16,161.77	32,345.00
500	DOW CHEMICAL COMPANY	13,784.73	13,784.73	22,200.00
300	DOW CHEMICAL COMPANY	10,472.51	10,472.51	13,320.00
300	DOW CHEMICAL COMPANY	-	10,129.21	13,320.00
500	DU PONT E I DE NEMOURS AND COMPANY	23,462.69	23,462.69	32,485.00
200	DU PONT E I DE NEMOURS AND COMPANY	10,771.42	10,771.42	12,994.00
200	DU PONT E I DE NEMOURS AND COMPANY	-	11,838.11	12,994.00
333	DUKE ENERGY CORP	15,723.85	15,723.85	23,003.33
218	DUKE ENERGY CORP	11,569.85	11,569.85	15,009.67
218	DUKE ENERGY CORP	10,577.23	10,577.23	15,009.68
167	DUKE ENERGY CORP	9,265.33	9,265.33	11,501.67
2,000	DUKE ENERGY 5 125% PFD (PREFERRED/FIXED RATE)	-	50,000.00	41,300.00
600	ELI LILLY & CO	21,103.78	21,103.78	30,600.00
400	ELI LILLY & CO	16,288.10	16,288.10	20,400.00
200	ELI LILLY & CO	-	10,109.67	10,200.00
400	EMERSON ELECTRIC CO	20,808.89	20,808.89	28,072.00
200	EMERSON ELECTRIC CO	-	12,456.20	14,036.00
2,000	ENTERGY ARKANSAS 4 9% PFD (PREFERRED/FIXED RATE)	50,000.00	50,000.00	40,480.00

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

SHARES	DESCRIPTION	BOOK VALUE 12/31/2012	BOOK VALUE 12/31/2013	FAIR MARKET VALUE 12/31/2013
1,000	ENTERGY MISS INC (PREFERRED/FIXED RATE)	25,579.17	25,579.17	25,169.90
500	EXELON CORPORATION	20,140.98	20,140.98	13,695.00
250	EXELON CORPORATION	9,412.69	9,412.69	6,847.50
100	EXXON MOBIL CORP	6,560.50	6,560.50	10,120.00
100	EXXON MOBIL CORP	5,890.50	5,890.50	10,120.00
100	EXXON MOBIL CORP	8,395.50	8,395.50	10,120.00
100	EXXON MOBIL CORP	8,419.00	8,419.00	10,120.00
200	EXXON MOBIL CORP	14,210.00	14,210.00	20,240.00
1,000	FIRST BANCORP	20,919.42	20,919.42	16,620.00
1,000	FIRST BANCORP	21,147.15	21,147.15	16,620.00
600	FIRST BANCORP	11,687.83	11,687.83	9,972.00
1,400	FIRST BANCORP	27,282.52	27,282.52	23,268.00
1,000	FIRST BANCORP	17,129.56	17,129.56	16,620.00
2,000	GE CAP CORP 4.875% PFD (PREFERRED/FIXED RATE)	50,000.00	50,000.00	40,840.00
500	GENERAL ELECTRIC CO	15,677.85	15,677.85	14,015.00
500	GENERAL ELECTRIC CO	16,858.27	16,858.27	14,015.00
500	GENERAL ELECTRIC CO	10,339.35	10,339.35	14,015.00
500	GENERAL ELECTRIC CO	-	12,503.49	14,015.00
600	GENERAL MILLS INC	21,902.83	21,902.83	29,948.00
200	GENERAL MILLS INC	7,855.10	7,855.10	9,982.00
200	GENERAL MILLS INC	7,924.16	7,924.16	9,982.00
500	GLAXOSMITHKLINE PLC - ADR	22,736.28	22,736.28	26,695.00
300	GLAXOSMITHKLINE PLC - ADR	-	15,565.51	16,017.00
200	GLAXOSMITHKLINE PLC - ADR	-	10,399.87	10,678.00
1,000	GOLDMAN SACHS GRP 6.2% (PREFERRED/FIXED RATE)	25,016.00	25,016.00	22,500.00
125	HOME DEPOT INC	7,918.05	3,959.02	10,292.50
125	HOME DEPOT INC	9,518.97	4,759.48	10,292.50
200	HONEYWELL INTERNATIONAL INC	-	16,778.89	18,274.00
500	INTEL CORP	11,140.48	11,140.48	12,977.50
500	INTEL CORP	-	11,931.78	12,977.50
100	JOHNSON & JOHNSON	6,751.10	6,751.10	9,159.00
100	JOHNSON & JOHNSON	6,486.50	6,486.50	9,159.00
200	JOHNSON & JOHNSON	12,510.00	12,510.00	18,318.00
250	JOHNSON & JOHNSON	14,926.00	14,926.00	22,897.50
100	JOHNSON & JOHNSON	5,981.16	5,981.16	9,159.00
1,000	JP MORGAN CAP XVI (PREFERRED/FIXED RATE)	25,156.00	-	-
1,500	JP MORGAN CHASE 5.875% (PREFERRED/FIXED RATE)	36,728.00	-	-
2,000	JP MORGAN CHASE 6.20% (PREFERRED/FIXED RATE)	50,000.00	-	-
250	KELLOGG COMPANY	9,524.74	9,524.74	15,267.50
250	KELLOGG COMPANY	14,149.78	14,149.78	15,267.50
300	KELLOGG COMPANY	15,083.85	15,083.85	18,321.00
200	KELLOGG COMPANY	-	12,092.31	12,214.00
200	KIMBERLY CLARK CORP	12,622.58	12,622.58	20,892.00
300	KIMBERLY-CLARK CORP	19,798.53	19,798.53	31,338.00
300	KIMBERLY-CLARK CORP	22,289.00	22,289.00	31,338.00
500	KINDER MORGAN INC	-	19,279.98	18,000.00
167	KRAFT FOODS INC CL A	5,482.91	5,482.91	8,978.02
67	KRAFT FOODS INC CL A	2,392.73	2,392.73	3,590.41
100	KRAFT FOODS INC CL A	4,112.30	4,112.30	5,385.61
667	KRAFT FOODS INC CL A	-	31,742.51	35,957.96
300	MCDONALD'S CORP	23,435.48	23,435.48	29,109.00
200	MCDONALD'S CORP	17,863.20	17,863.20	19,406.00
200	MCDONALD'S CORP	-	19,934.85	19,406.00
500	MERCK & CO INC NEW	19,651.84	19,651.84	25,025.00
300	MERCK & CO INC NEW	13,345.32	13,345.32	15,015.00
200	MERCK & CO INC NEW	8,895.56	8,895.56	10,010.00
400	METLIFE INC	-	19,933.56	21,568.00
1,000	MICROSOFT CORP	-	28,500.16	37,410.00
500	MICROSOFT CORP	-	16,308.17	18,705.00
500	MONDELEZ INTL INC	10,152.57	10,152.57	17,650.00
200	MONDELEZ INTL INC	4,430.56	4,430.56	7,060.00
300	MONDELEZ INTL INC	7,614.62	7,614.62	10,590.00
500	MONDELEZ INTL INC	-	15,999.90	17,650.00
2,000	NEXTERA ENERGY 5.7% PFD (PREFERRED/FIXED RATE)	50,000.00	50,000.00	41,800.00
400	NORFOLK SOUTHERN CORP	26,370.69	26,370.69	37,132.00
200	NORFOLK SOUTHERN CORP	15,187.12	15,187.12	18,566.00
250	PEPSICO INCORPORATED	13,829.63	13,829.63	20,735.00
250	PEPSICO INCORPORATED	16,249.81	16,249.81	20,735.00
250	PEPSICO INCORPORATED	-	18,283.50	20,735.00
375	PFIZER INCORPORATED	9,115.10	9,115.10	11,488.25
525	PFIZER INCORPORATED	9,845.04	9,845.04	16,080.75
600	PFIZER INCORPORATED	-	18,105.78	18,378.00
500	PIEDMONT NATURAL GAS	12,264.90	12,264.90	16,580.00
500	PIEDMONT NATURAL GAS	14,589.25	14,589.25	16,580.00
400	PIEDMONT NATURAL GAS	-	14,157.83	13,264.00
1,000	PITNEY BOWES INC	18,363.37	-	-

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

SHARES	DESCRIPTION	BOOK VALUE 12/31/2012	BOOK VALUE 12/31/2013	FAIR MARKET VALUE 12/31/2013
1,000	PPL CAPITAL FDG 5 9% PFD (PREFERRED/FIXED RATE)	-	25,000 00	20,770 00
300	PROCTOR & GAMBLE CO	16,269 70	16,269 70	24,423 00
200	PROCTOR & GAMBLE CO	12,943 50	12,943 50	16,282 00
200	PROCTOR & GAMBLE CO	12,567 06	12,567 06	16,282 00
300	PUBLIC SVC ENTERPRISE GROUP INC	9,779 48	9,779 48	9,612 00
100	PUBLIC SVC ENTERPRISE GROUP INC	3,264 93	3,264 93	3,204 00
100	PUBLIC SVC ENTERPRISE GROUP INC	3,259 80	3,259 60	3,204 00
500	PUBLIC SVC ENTERPRISE GROUP INC	15,370 39	15,370 39	16,020 00
500	SCANA CORP COM	20,453 42	20,453 42	23,465 00
500	SCANA CORP COM	-	22,943 75	23,465 00
500	SPECTRA ENERGY CORP	11,334 91	11,334 91	17,810 00
500	SPECTRA ENERGY CORP	14,773 14	14,773 14	17,810 00
500	SPECTRA ENERGY CORP	-	15,025 43	17,810 00
750	SYSCO CORPORATION	21,232 63	21,232 63	27,075 00
250	SYSCO CORPORATION	-	8,839 13	9,025 00
200	TARGET CORP	-	14,547 67	12,654 00
50	TARGET CORP	-	3,635 67	3,163 50
800	TECO ENERGY INC	14,106 14	14,106 14	13,792 00
200	TECO ENERGY INC	3,533 58	3,533 58	3,448 00
2,000	TENN VALLEY AUTH 5 952% DUE 6/1/28 (PREFERRED/FIXED RATE)	51,381 68	51,381 68	41,860 00
300	THE SOUTHERN COMPANY	9,290 65	9,290 65	12,333 00
200	THE SOUTHERN COMPANY	7,191 91	7,191 91	8,222 00
500	THE SOUTHERN COMPANY	23,346 47	23,346 47	20,555 00
100	UNITED PARCEL SERVICE-B	6,910 50	6,910 50	10,508 00
200	UNITED PARCEL SERVICE-B	15,136 00	15,136 00	21,016 00
200	UNITED PARCEL SERVICE-B	15,613 04	15,613 04	21,016 00
300	UNITEDHEALTH GROUP INC	-	17,424 47	22,590 00
200	UNITEDHEALTH GROUP INC	-	14,887 55	15,060 00
300	VERIZON COMMUNICATIONS COM	11,008 84	11,008 84	14,742 00
700	VERIZON COMMUNICATIONS COM	26,782 00	26,782 00	34,398 00
100	WAL-MART STORES INC	4,408 50	4,408 50	7,869 00
400	WAL-MART STORES INC	22,209 26	22,209 26	31,476 00
200	WAL-MART STORES INC	11,918 31	11,918 31	15,738 00
500	WASTE MGMT INC DEL	19,342 66	19,342 66	22,435 00
39 73333	WELLS FARGO COMPANY (FORMERLY WACHOVIA CORP 200 SHS 10906	10,882 28	10,882 28	1,803 89
39 73333	WELLS FARGO COMPANY (FORMERLY WACHOVIA CORP 200 SHS 9516 09	9,495 37	9,495 37	2,705 84
59 60000	WELLS FARGO COMPANY (FORMERLY WACHOVIA CORP 300 SHS 13550 27)	13,520 77	13,520 77	1,803 89
59 60000	WELLS FARGO COMPANY (FORMERLY WACHOVIA CORP 300 SHS 16929	16,892 15	16,892 15	2,705 84
99 33334	WELLS FARGO COMPANY (FORMERLY WACHOVIA CORP 500 SHS 27209 38	27,150 15	27,150 15	4,509 74
1,000	WELLS FARGO 5 2% PFD (PREFERRED/FIXED RATE)	25,000 00	25,000 00	20,080 00
700	WEYERHAEUSER CO	-	20,162 94	22,099 00
		<u>2,372,406</u>	<u>2,976,359</u>	<u>3,352,259</u>

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

SHARES	DESCRIPTION	BOOK VALUE 12/31/2012	BOOK VALUE 12/31/2013	FAIR MARKET VALUE 12/31/2013
50,000	RITE AID CORP 6 875% DUE 08-15-13 44060 35	49,462 95	-	-
25,000	DUKE CAPITAL CORP SENIOR NOTES 8 000% DUE 10/01/19 24804 61	24,687 50	24,687 50	29,864 25
25,000	SLM CORP 5 45% DUE 3/15/23	25,000 00	-	-
50,000	GENERAL ELEC CAP CORP 5 35% DUE 5/15/23	50,000 00	-	-
25,000	FORD MOTO CO DEBENTURES 7 5% DUE 8/1/26 25599 75	25,000 00	25,000 00	29,605 87
25,000	FORD MOTO CO DEBENTURES 6 625% DUE 2/15/28 23553	23,547 00	23,547 00	26,693 75
50,000	WACHOVIA CORPORATION 4 875% DUE 2/15/14 48637 43	49,607 37	49,801 37	50,282 50
25,000	GENERAL ELEC CAP CORP 6 00% DUE 4/15/38	25,000 00	-	-
50,000	BB&T 5 25% 11/1/19	50,003 50	50,003 50	55,923 00
25,000	WALMART STORES 5 25% 9/1/35	25,238 00	25,238 00	27,104 50
30,000	DOW CHEMICAL CO 5 0% DUE 9/15/20	30,000 00	-	-
50,000	MORGAN STANLEY MULTI 5 0% DUE 9/30/25	50,000 00	-	-
25,000	ALLSTATE CORP 5 35% DUE 6/1/33	24,947 25	24,947 25	26,789 00
25,000	CAROLINA POWER & LIGHT 6 125% DUE 9/15/33	26,734 50	26,734 50	29,084 00
25,000	BELLSOUTH CORP 6 0% DUE 11/15/34	24,975 00	24,975 00	24,763 25
25,000	HARTFORD FINL SVCS GRP 5 95% DUE 10/15/36	24,630 00	24,630 00	27,555 50
25,000	NATL RURAL UTIL COOP 4 0% DUE 02/15/30	25,000 00	25,000 00	23,078 00
		<u>553,833</u>	<u>324,564</u>	<u>350,744</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

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

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. See instructions.	THE DONALD & ELIZABETH COOKE FOUNDATION	Employer identification number (EIN) or 58-1408721
	Number, street, and room or suite no. If a P.O. box, see instructions P.O. BOX 1940	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SOUTHERN PINES, NC 28388	

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

0 4

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

SANDY PATTERSON

- The books are in the care of ► **245 SE BROAD STREET - SOUTHERN PINES, NC 28387**
Telephone No. ► **910-692-6703** 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 **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ 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	\$	0.
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	\$	2,223.
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.

Report, Agent 5/21/14