Form **990-PF**

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

For calendar year 2013, or tax year beginning Nov 1, 2013, and ending Oct 31, 2014

Name of foundation: JOHN BROWN COOK FOUNDATION

A Employer Identification number: 06-6022958

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

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

City or town, state or province, country, and ZIP or foreign postal code: CHESTER CT 06412

C If exemption application is pending, check here ► [ ]

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

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 3,389,582.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► [X] if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	54,006.	54,006.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		90,308.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	54,006.	144,314.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	10,000.	5,000.	5,000.	
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)	7,934.			
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	3,270.	3,270.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 **Total operating and administrative expenses.** Add lines 13 through 23	21,204.	8,270.	5,000.	
25 Contributions, gifts, grants paid	30,000.			
26 **Total expenses and disbursements.** Add lines 24 and 25	51,204.	8,270.	5,000.	
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	2,802.			
b **Net investment income** (if negative, enter -0-)		136,044.		
c **Adjusted net income** (if negative, enter -0-)			0.	

RECEIVED MAR 1 6 2015 OGDEN, UT

SCANNED MAR 1 9 2015

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS			
1 Cash — non-interest-bearing	39,270.	63,425.	63,425.
2 Savings and temporary cash investments			
3 Accounts receivable ►			
Less allowance for doubtful accounts ►			
4 Pledges receivable ►			
Less allowance for doubtful accounts ►			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach sch) ►			
Less allowance for doubtful accounts ►			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments — U.S. and state government obligations (attach schedule)			
b Investments — corporate stock (attach schedule)	1,937,083.	1,896,340.	2,380,499.
c Investments — corporate bonds (attach schedule)	787,291.	959,144.	945,658.
11 Investments — land, buildings, and equipment basis ►			
Less accumulated depreciation (attach schedule) ►			
12 Investments — mortgage loans			
13 Investments — other (attach schedule)			
14 Land, buildings, and equipment basis ►			
Less accumulated depreciation (attach schedule) ►			
15 Other assets (describe ►)			
16 **Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	2,763,644.	2,918,909.	3,389,582.
LIABILITIES			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ►)			
23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES			
Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ► X and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	2,763,644.	2,918,909.	
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	2,763,644.	2,918,909.	
31 **Total liabilities and net assets/fund balances** (see instructions)	2,763,644.	2,918,909.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,763,644.
2 Enter amount from Part I, line 27a	2	2,802.
3 Other increases not included in line 2 (itemize) ► INCREASE IN TAX BASIS	3	152,463.
4 Add lines 1, 2, and 3	4	2,918,909.
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	2,918,909.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	COMMON STOCK SEE ATTACHED	P	05/27/09	09/25/14
b	LONG TERM CAPITAL GAIN DISTRIBUTIONS	P	10/30/13	10/31/14
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	346,349.		269,558.	76,791.
b	13,517.		0.	13,517.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				76,791.
b				13,517.
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	90,308.
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	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	8,690.	0.	0.000000
2011	93,959.	0.	0.000000
2010	41,420.	0.	0.000000
2009			
2008			

2	**Total** of line 1, column (d)	2	0.000000
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.000000
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	0.
5	Multiply line 4 by line 3	5	0.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,360.
7	Add lines 5 and 6	7	1,360.
8	Enter qualifying distributions from Part XII, line 4	8	30,000.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter 'N/A' on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary — see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	1,360.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,360.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,360.
6	Credits/Payments:		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013 — 6 a		
b	Exempt foreign organizations — tax withheld at source — 6 b		
c	Tax paid with application for extension of time to file (Form 8868) — 6 c		
d	Backup withholding erroneously withheld — 6 d		
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,360.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ / **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

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

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

			Yes	No
16	At any time during calendar year 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
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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.)	2 b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__ .			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAPITAL GUARDIAN 50 WEST LIBERTY RENO NV 8906	CUSTODIAN 6.00	7,939.	0.	0.
LEO MCKENNA 32 S. MAIN STR HANOVER NH 7755	TRUSTEE 5.00	10,000.	0.	0.
MARIAN MINER COOK ESEXX MEADOW UNIT 144 ESEXX CT 06046	TRUSTEE 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

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

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	0.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	1,360.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2 b			
c	Add lines 2a and 2b			2 c	1,360.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	0.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	0.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	0.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1 a	30,000.
b	Program-related investments — total from Part IX-B.	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	30,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,360.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	28,640.

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				0.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __ , 20 __ , 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . . . 0.				
b From 2009 . . . . . . 97,500.				
c From 2010 . . . . . . 41,420.				
d From 2011 . . . . . . 95,000.				
e From 2012 . . . . . . 10,000.				
f Total of lines 3a through e	243,920.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 30,000.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus	30,000.			
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	273,920.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			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) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	273,920.			
10 Analysis of line 9				
a Excess from 2009 . . 97,500.				
b Excess from 2010 . . 41,420.				
c Excess from 2011 . . 95,000.				
d Excess from 2012 . . 10,000.				
e Excess from 2013 . . 30,000.				

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

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

MUST OBTAIN AN APPLICATION

c Any submission deadlines.

NO DEADLINES ARE LISTED

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

NONE

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
STUDENT SPONSOR PARTNERS 424 MADISON AVENUE, SUITE 1802 NEW YORK NY 10017		501 C	EDUCATION	10,000.
HAND TO HEART PROJECT 501 C P.O.BOX 248 CORNISH FLAT NH 3746		501 C	EDUCATION	20,000.
Total . . . . . ► **3 a**				30,000.
***b** Approved for future payment*				
Total . . . . . ► **3 b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a NONE					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	0		3		
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			6		
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a NONE	0	0.	3	0.	
b 0					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 0.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
NONE	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] | Date: 3-3-15 | Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
James L. MacNeil	[signature]	02/07/15	X	P01409000

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

Firm's address ► P.O Box 800, Old Saybrook CT 06475 — Phone no (860) 581-8582

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

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN WITHHOLDING TAXES	1,950.	1,950.		
filing fee				
FED EXCISE TAX ON INVESTMENT INCOME	1,320.	1,320.		
Total	3,270.	3,270.		

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation **(If not paid, enter -0-)**	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person . . [X] Business . [ ] GREORY M COOK WATER STREET CHESTER CT 06412	TRUSTEE 1.00	0.	0.	0.
Person . . [X] Business . [ ] KIRBY COOK GRABOWSKI 17 MARKS ROAD RIVERSIDE CT 06878	TRUSTEE 1.00	0.	0.	0.
Person . . [X] Business . [ ] WALLIS COOK GRAHAM 11 BURTON STREET MOSMIN, NSW AL 2088	TRUSTEE 1.00	0.	0.	0.
Total		0.	0.	0.

JOHN BROWN COOK FOUNDATION INC.

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
85. BROADCOM CORP	02/12/2013	11/04/2013	2,256.99	2,835.52	-578.53
30.0002 CDK GLOBAL INC	03/27/2014	10/15/2014	764.71	864.71	-100.00
120.919 EUROPACIFIC GROWTH FUND CL F2	12/26/2013	01/27/2014	5,701.33	5,841.59	-140.26
200. IRONWOOD PHARMACEUTICALS INC CL A	05/15/2013	11/06/2013	1,862.96	3,376.32	-1,513.36
100. IRONWOOD PHARMACEUTICALS INC CL A	05/20/2013	03/28/2014	1,197.12	1,391.52	-194.40
50. MOSAIC CO/THE	07/11/2013	12/13/2013	2,197.87	2,825.44	-627.57
89.1742 NEW WORLD FUND CL F2	12/26/2013	01/27/2014	5,000.00	5,177.46	-177.46
25. ROSS STORES INC	11/01/2013	06/19/2014	1,692.30	1,939.06	-246.76
50. ROSS STORES INC	11/01/2013	08/22/2014	3,672.95	3,878.13	-205.18
85. ROSS STORES INC	11/01/2013	10/10/2014	6,555.77	6,409.93	145.84
124.6106 SMALLCAP WORLD FUND CL F2	12/26/2013	01/27/2014	6,000.00	6,095.95	-95.95
315. UNILEVER NV NY SHRS	02/12/2014	03/27/2014	12,591.18	12,150.69	440.49
Totals			49,493.00	52,786.00	-3,293.00

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
40. ABBVIE INC	07/15/2013	10/17/2014	2,137.06	1,789.31	347.75
10. AIR PRODUCTS & CHEMICALS INC	04/01/2004	04/01/2014	1,192.37	505.34	687.03
100. ALLEGHENY TECHNOLOGIES INC	12/12/2012	07/30/2014	3,935.20	3,861.13	74.07
100. ALLEGHENY TECHNOLOGIES INC	01/12/2009	07/31/2014	3,789.13	2,747.45	1,041.68
100. ALLEGHENY TECHNOLOGIES INC	06/27/2013	08/08/2014	3,948.71	2,736.47	1,212.24
85. ALLERGAN INC	10/23/2008	03/28/2014	10,333.68	3,387.77	6,945.91
30. AMERICAN TOWER CORP	01/10/2012	03/31/2014	2,456.07	1,834.36	621.71
30. AMERICAN TOWER CORP	01/10/2012	08/25/2014	2,959.86	1,834.37	1,125.49
10. APPLE INC	02/09/2010	03/27/2014	5,375.18	1,958.06	3,417.12
100. BB&T CORP	10/24/2012	03/28/2014	3,997.71	2,771.49	1,226.22
100. BB&T CORP	04/07/2011	04/01/2014	4,032.37	2,740.70	1,291.67
5. BB&T CORP	04/06/2011	04/02/2014	201.88	136.75	65.13
190. BEAM INC	11/27/2012	01/14/2014	15,816.73	10,305.73	5,511.00
25. BLACKROCK INC	03/22/2012	04/23/2014	7,702.56	4,968.26	2,734.30
10. BLACKROCK INC	05/23/2012	06/27/2014	3,167.27	1,600.00	1,567.27
25. BRISTOL-MYERS SQUIBB CO	01/10/2012	01/07/2014	1,323.97	865.81	458.16
55. BRISTOL-MYERS SQUIBB CO	04/18/2012	04/01/2014	2,846.08	1,874.28	971.80
40. BROADCOM CORP	06/09/2011	11/04/2013	1,062 11	1,358.22	-296.11
30. BROADCOM CORP	06/09/2011	06/20/2014	1,142.36	1,002.87	139.49
.667 CDK GLOBAL INC	08/14/2013	10/01/2014	16.90	18.12	-1.22
30.9998 CDK GLOBAL INC	09/06/2013	10/15/2014	790.18	843.99	-53.81
30. CME GROUP INC	05/29/2013	08/28/2014	2,298.85	1,912.26	386.59
1365.1877 CAPITAL WORLD GROWTH & INCOME FD CL F2	06/25/2007	01/27/2014	60,000.00	62,353.21	-2,353.21
70. CARNIVAL CORP COMMON PAIRED STOCK	04/26/2012	03/11/2014	2,715.20	2,186.63	528.57
110. CARNIVAL CORP COMMON PAIRED STOCK	01/18/2012	04/22/2014	4,119.60	3,327.16	792.45
100. CENTENE CORP	05/02/2012	01/29/2014	6,120.89	4,033.99	2,086.90
50. CENTENE CORP	10/05/2012	02/04/2014	2,919.21	1,817.26	1,101.95
100. CENOVUS ENERGY INC US$	07/15/2011	12/12/2013	2,813.28	3,252.10	-438.82
100. CENOVUS ENERGY INC US$	06/07/2010	12/17/2013	2,776.32	2,634.82	141.50
65. CENOVUS ENERGY INC US$	06/29/2010	12/18/2013	1,805.81	1,683.60	122.21
100. COACH INC	03/21/2013	05/07/2014	4,199.04	5,125.20	-926.16
100. COACH INC	03/26/2013	05/08/2014	4,224.30	4,833.68	-609.37
85. COACH INC	05/04/2010	05/09/2014	3,576.77	3,550.87	25.90
Totals					

JOHN BROWN COOK FOUNDATION INC.

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
100. COBALT INTERNATIONAL ENERGY	03/05/2012	04/10/2014	1,781.46	3,000.77	-1,219.31
75. DARDEN RESTAURANTS INC	04/23/2012	07/17/2014	3,282.57	3,714.71	-432.14
65. EMERSON ELECTRIC CO	04/01/2004	03/31/2014	4,352.17	1,947.97	2,404.20
515.3482 EUROPACIFIC GROWTH FUND CL F2	06/25/2007	01/27/2014	24,298.67	26,514.22	-2,215.55
202.2245 EUROPACIFIC GROWTH FUND CL F2	06/25/2007	05/02/2014	10,000.00	10,404.28	-404.28
135. GILEAD SCIENCES INC	02/02/2012	01/08/2014	9,943.09	3,329.00	6,614.09
25. GILEAD SCIENCES INC	02/02/2012	10/06/2014	2,623.39	616.48	2,006.91
135. HALLIBURTON CO	07/31/2012	03/07/2014	7,610.45	4,400.63	3,209.82
80. HALLIBURTON CO	07/18/2012	06/27/2014	5,540.26	2,348.82	3,191.44
45. HALLIBURTON CO	07/01/2013	08/25/2014	3,083.10	1,912.91	1,170.19
50. HOME DEPOT INC	09/20/2011	03/28/2014	3,933.91	1,747.87	2,186.04
65. HOME DEPOT INC	09/20/2011	05/20/2014	5,056.88	2,257.59	2,799.29
100. IRONWOOD PHARMACEUTICALS INC CL A	01/29/2013	04/01/2014	1,274.36	1,300.52	-26.16
100. JABIL CIRCUIT INC	02/10/2012	03/31/2014	1,795.26	2,427.14	-631.88
45. JABIL CIRCUIT INC	05/15/2012	04/01/2014	810.82	879.21	-68.39
25. MOSAIC CO/THE	10/22/2012	12/13/2013	1,098.93	1,349.53	-250.60
80. MOSAIC CO/THE	10/22/2012	10/28/2014	3,450.11	4,318.50	-868.39
15. NESTLE NAM SPON ADR	06/04/2012	05/12/2014	1,180.00	847.36	332.64
20. NIKE INC CL B	01/12/2012	01/08/2014	1,553.72	988.78	564.94
20. NORFOLK SOUTHERN CORP	02/11/2013	05/12/2014	1,928.90	1,410.80	518.10
100. NUCOR CORP	10/14/2008	07/16/2014	5,052.30	3,403.37	1,648.93
40. PEPSICO INC	04/15/2003	05/21/2014	3,434.63	1,636 80	1,797.83
100. PROGRESSIVE CORP OHIO	10/17/2008	07/16/2014	2,439.00	1,382.51	1,056.49
220. SCHWAB CHARLES NEW	12/07/2010	04/16/2014	5,872.99	3,729.43	2,143.56
100. SEATTLE GENETICS INC	07/11/2011	04/21/2014	3,952.40	2,065.85	1,886.55
70. SEATTLE GENETICS INC	07/12/2011	04/23/2014	2,812.98	1,388.66	1,424.32
105. TARGET CORP	05/25/2010	05/23/2014	5,855.51	5,911.84	-56.33
10. TIFFANY & CO NEW	08/11/2010	01/08/2014	915.51	425.69	489.82
45. TIFFANY & CO NEW	08/13/2010	01/23/2014	3,865.64	1,914.29	1,951.35
45. TIFFANY & CO NEW	02/12/2013	04/01/2014	3,913.29	2,855.11	1,058.18
45. TIFFANY & CO NEW	08/13/2010	06/26/2014	4,486.49	1,903.69	2,582.80
30. UNION PACIFIC CORP	05/11/2004	01/06/2014	4,977.35	856.01	4,121.34
25. ENSCO PLC-CL A	02/20/2013	04/01/2014	1,306.96	1,630.52	-323.56
125. ENSCO PLC-CL A	03/15/2012	10/16/2014	4,773.52	6,995.41	-2,221.89
100. GENPACT LTD	02/14/2012	03/13/2014	1,703.55	1,563.50	140.05
Totals					

JOHN BROWN COOK FOUNDATION INC.

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
200. GENPACT LTD	02/15/2012	03/14/2014	3,386.58	3,123.67	262.91
100. SIGNET JEWELERS LTD	10/12/2011	02/06/2014	7,790.61	3,990.33	3,800.28
25. SIGNET JEWELERS LTD	09/02/2011	02/07/2014	1,989.69	948.02	1,041.67
100. TE CONNECTIVITY LTD US$	07/16/2009	09/24/2014	5,960 78	1,821.54	4,139.24
25. TE CONNECTIVITY LTD US$	05/27/2009	09/25/2014	1,464.28	443.48	1,020.80
Totals			346,349.00	269,558.00	76,791.00

JSA
3F0970 1 000

JOHN BROWN COOK FOUNDATION INC.

FEDERAL CAPITAL GAIN DISTRIBUTIONS

CAPITAL GAIN DISTRIBUTIONS

LONG-TERM CAPITAL GAIN DIVIDENDS/DISTRIBUTI	178.08	
CAPITAL GROUP CORE BOND FUND	2,130.80	
NEW WORLD FUND CL F2	3,392.92	
SMALLCAP WORLD FUND CL F2	7,815.60	
TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)		13,517.00

STATEMENT 11

CAPITAL GROUP

Detailed Holdings List by Sector

JOHN BROWN COOK FOUNDATION INC.
Account Number: XXXX59400

As of October 31, 2014
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
Cash and Cash Equivalents									
SSGA US GOV MONEY MARKET FUND	65,759	1 00	65,759	1.00	65,759	1.9	0	0	0 0
PENDING PURCHASES/SALES			(2,334)		(2,334)	(0 1)			
Total Cash and Cash Equivalents			**63,425**		**63,425**	**1.9**	**0**	**0**	**0.0**
Fixed Income									
MUTUAL FUNDS									
CAPITAL GROUP CORE BOND FUND	92,259	10.40	959,144	10 25	945,658	27.9	(13,487)	14,854	1 6
TOTAL MUTUAL FUNDS			**959,144**		**945,658**	**27.9**	**(13,487)**	**14,854**	**1.6**
Total Fixed Income			**959,144**		**945,658**	**27.9**	**(13,487)**	**14,854**	**1.6**
Equity									
ENERGY									
CENOVUS ENERGY INC US$	425	30.53	12,973	24.76	10,523	0.3	(2,450)	453	4.3
CHEVRON CORP	150	94.65	14,198	119.95	17,993	0.5	3,795	642	3 6
CONOCOPHILLIPS	210	69.34	14,561	72.15	15,152	0.4	590	613	4.1
EOG RESOURCES INC	70	31.13	2,179	95.05	6,654	0 2	4,474	47	0.7
HALLIBURTON CO	175	35.98	6,297	55.14	9,650	0.3	3,353	126	1.3
NOBLE ENERGY INC	255	38.72	9,875	57.63	14,696	0.4	4,821	184	1.3
SCHLUMBERGER LTD	255	44.70	11,397	98 66	25,158	0 7	13,761	408	1.6
TOTAL ENERGY			**71,480**		**99,824**	**2.9**	**28,344**	**2,472**	**2.5**
MATERIALS									
AIR PRODUCTS & CHEMICALS INC	115	50 53	5,811	134.66	15,486	0.5	9,674	354	2 3
DOW CHEMICAL CO	215	39.59	8,511	49.40	10,621	0.3	2,110	318	3.0

001688 4/12

JOHN BROWN COOK FOUNDATION INC.
Account Number: XXXX59400

As of October 31, 2014
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
MONSANTO CO NEW COM	150	67 11	10,066	115 04	17,256	0.5	7,190	294	1.7
MOSAIC CO/THE	45	53 24	2,396	44.31	1,994	0.1	(402)	45	2.3
PRAXAIR INC	65	132.14	8,589	125.99	8,189	0.2	(400)	169	2 1
TOTAL MATERIALS			**35,374**		**53,546**	**1.6**	**18,172**	**1,180**	**2.2**
INDUSTRIALS									
B/E AEROSPACE INC	160	69.45	11,112	74 45	11,912	0.4	800	0	0.0
BOEING CO	145	90.05	13,058	124 91	18,112	0.5	5,054	423	2.3
CATERPILLAR INC	100	87.83	8,783	101 41	10,141	0.3	1,358	280	2.8
DANAHER CORP	255	30.48	7,772	80.40	20,502	0.6	12,730	102	0.5
EATON CORP PLC	360	55.48	19,972	68 39	24,620	0.7	4,649	706	2.9
EMERSON ELECTRIC CO	60	29.97	1,798	64.06	3,844	0.1	2,045	103	2 7
HEXCEL CORP	245	40.38	9,892	41 89	10,263	0 3	371	0	0.0
IDEX CORP	105	67.37	7,074	74.91	7,866	0.2	791	118	1.5
NIELSEN NV US$	520	29 65	15,418	42.49	22,095	0 7	6,677	520	2.4
NORFOLK SOUTHERN CORP	205	61.47	12,601	110.64	22,681	0.7	10,080	467	2.1
SIEMENS AG ADR	80	121.60	9,728	112.65	9,012	0.3	(716)	241	2.7
TOWERS WATSON & COMPANY CL A	95	111.50	10,592	110.29	10,478	0.3	(115)	57	0.5
UNITED TECHNOLOGIES CORP	170	65.87	11,199	107.00	18,190	0.5	6,992	401	2.2
WASTE CONNECTIONS INC	335	42.21	14,141	49.90	16,717	0.5	2,575	174	1.0
TOTAL INDUSTRIALS			**153,140**		**206,431**	**6.1**	**53,291**	**3,593**	**1.7**
CONSUMER DISCRETIONARY									
CARNIVAL CORP COMMON PAIRED STOCK	145	30 02	4,352	40.15	5,822	0.2	1,469	145	2 5
CHARTER COMMUNICATIONS INC CL A	30	117.87	3,536	158.39	4,752	0.1	1,216	0	0.0

Detailed Holdings List by Sector

JOHN BROWN COOK FOUNDATION INC.
Account Number: XXXX59400

As of October 31, 2014
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
COMCAST CORP CL A (NEW)	625	19 34	12,087	55.35	34,594	1.0	22,507	563	1 6
DAIMLER AG ADR	135	80.07	10,809	77.72	10,492	0.3	(317)	307	2 9
DELPHI AUTOMOTIVE PLC	125	57.98	7,247	68.98	8,623	0.3	1,376	125	1.5
HOME DEPOT INC	160	33.91	5,426	97.52	15,603	0.5	10,177	301	1.9
JOHNSON CONTROLS INC	45	51.25	2,306	47.25	2,126	0 1	(180)	40	1.9
NEWELL RUBBERMAID INC	690	21.95	15,146	33.33	22,998	0.7	7,851	469	2.0
NIKE INC CL B	85	44.25	3,761	92.97	7,902	0.2	4,142	82	1.0
NORWEGIAN CRUISE LINE HOLDINGS LTD	140	33.24	4,654	39.00	5,460	0.2	806	0	0.0
ROSS STORES INC	35	74.74	2,616	80 72	2,825	0.1	209	28	1.0
SCRIPPS NETWORKS INTERACTIVE CL A	185	52.35	9,685	77 24	14,289	0.4	4,605	148	1.0
SIRIUS XM HOLDINGS INC	1,700	3.14	5,340	3 43	5,831	0.2	491	0	0 0
STARBUCKS CORP	90	60 67	5,460	75.56	6,800	0.2	1,340	94	1.4
TIFFANY & CO NEW	25	42 30	1,058	96.12	2,403	0.1	1,345	38	1.6
TOTAL CONSUMER DISCRETIONARY			**93,483**		**150,520**	**4.4**	**57,037**	**2,339**	**1.6**
CONSUMER STAPLES									
DIAGEO PLC SPONSORED ADR	25	99.20	2,480	117.97	2,949	0.1	469	84	2 9
NESTLE NAM SPON ADR	122	28.29	3,452	73.15	8,924	0.3	5,472	247	2 8
PHILIP MORRIS INTERNATIONAL INC	145	63.86	9,259	89 01	12,906	0.4	3,647	580	4 5
PROCTER & GAMBLE CO	120	78.64	9,437	87.27	10,472	0.3	1,035	309	3.0
UNILEVER PLC ADR AMER SHS SPON	300	41.49	12,448	40.23	12,069	0 4	(379)	448	3 7
TOTAL CONSUMER STAPLES			**37,076**		**47,321**	**1.4**	**10,244**	**1,668**	**3.5**

001688 5/12

JOHN BROWN COOK FOUNDATION INC.
Account Number. XXXX59400

As of October 31, 2014
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
HEALTH CARE									
ABBVIE INC	215	51.00	10,965	63 46	13,644	0.4	2,679	421	3.1
AMERISOURCEBERGEN CORP	130	71.24	9,261	85.41	11,103	0 3	1,842	122	1.1
ASTRAZENECA PLC ADR	90	73.86	6,648	72.94	6,565	0.2	(83)	252	3 8
BRISTOL-MYERS SQUIBB CO	470	28.42	13,359	58.19	27,349	0.8	13,990	677	2.5
CERNER CORP	210	10.30	2,163	63.34	13,301	0 4	11,138	0	0.0
EXPRESS SCRIPTS HOLDING CO	310	48.58	15,060	76.82	23,814	0 7	8,754	0	0.0
GILEAD SCIENCES INC	375	24.60	9,226	112.00	42,000	1.2	32,774	0	0 0
NOVO NORDISK A/S CL B ADR	125	14.46	1,808	45.18	5,648	0.2	3,840	76	1.3
PFIZER INC	125	20.62	2,578	29.95	3,744	0 1	1,166	130	3.5
SEATTLE GENETICS INC	280	18 06	5,057	36 67	10,268	0.3	5,211	0	0.0
ST JUDE MEDICAL	165	63.47	10,473	64.17	10,588	0.3	115	178	1.7
UNITEDHEALTH GROUP INC	70	28 08	1,965	95.01	6,651	0 2	4,685	105	1.6
TOTAL HEALTH CARE			**88,562**		**174,674**	**5.2**	**86,111**	**1,961**	**1.1**
FINANCIALS									
ACE LTD	130	78 90	10,257	109.30	14,209	0.4	3,952	338	2 4
AMERICAN TOWER CORP	180	52.38	9,429	97.50	17,550	0.5	8,121	259	1.5
AON PLC	100	63 26	6,326	86.00	8,600	0.3	2,274	100	1.2
BB&T CORP	265	28.06	7,437	37.88	10,038	0.3	2,601	254	2.5
CME GROUP INC	195	57.40	11,193	83.81	16,343	0.5	5,150	367	2.2
GOLDMAN SACHS GROUP INC	105	110.01	11,551	189.99	19,949	0.6	8,398	252	1.3
IRON MOUNTAIN INC	513	27.93	14,328	36 07	18,504	0.5	4,176	975	5.3
JPMORGAN CHASE & CO	284	30.88	8,771	60.48	17,176	0.5	8,405	454	2.7
MARSH & MCLENNAN COS INC	420	37.18	15,615	54.37	22,835	0.7	7,221	470	2.1

JOHN BROWN COOK FOUNDATION INC.
Account Number: XXXX59400

As of October 31, 2014
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
PNC FINANCIAL SERVICES GROUP INC	105	85 54	8,981	86 39	9,071	0.3	90	202	2.2
WELLS FARGO & CO (NEW)	295	48.37	14,270	53.09	15,662	0.5	1,391	413	2 6
TOTAL FINANCIALS			**118,159**		**169,937**	**5.0**	**51,779**	**4,084**	**2.4**
INFORMATION TECHNOLOGY									
ACCENTURE PLC US$	80	55.60	4,448	81.12	6,490	0.2	2,042	163	2.5
APPLE INC	105	13.60	1,428	108.00	11,340	0.3	9,912	197	1.7
AUTOMATIC DATA PROCESSING INC	215	67 39	14,490	81.78	17,583	0.5	3,093	413	2 4
AVAGO TECHNOLOGIES LTD	195	53.21	10,376	86.25	16,819	0.5	6,443	250	1 5
BROADCOM CORP	180	21.32	3,837	41.88	7,538	0.2	3,701	86	1.2
GOOGLE INC CL A	18	211.99	3,816	567 87	10,222	0.3	6,406	0	0.0
GOOGLE INC CL C	18	212 55	3,826	559.08	10,063	0 3	6,238	0	0 0
JABIL CIRCUIT INC	330	17.82	5,882	20.95	6,914	0.2	1,032	106	1.5
JACK HENRY & ASSOC INC	350	33.88	11,857	59 82	20,937	0.6	9,080	308	1.5
MICROSOFT CORP	230	6.30	1,450	46 95	10,799	0.3	9,348	285	2 6
ORACLE CORP	295	26 64	7,860	39 05	11,520	0 3	3,660	142	1 2
QUALCOMM INC	150	43.88	6,582	78.51	11,777	0.3	5,195	252	2.1
TEXAS INSTRUMENTS INC	350	35.44	12,405	49.66	17,381	0.5	4,976	476	2.7
VERISIGN INC	395	47.46	18,746	59 76	23,605	0.7	4,859	0	0.0
VISA INC CL A	35	75 24	2,633	241.43	8,450	0.2	5,817	67	0.8
TOTAL INFORMATION TECHNOLOGY			**109,636**		**191,436**	**5.6**	**81,802**	**2,745**	**1.4**
TELECOMMUNICATION SERVICES									
VERIZON COMMUNICATIONS	255	49 62	12,654	50.25	12,814	0 4	160	561	4 4
TOTAL TELECOMMUNICATION SERVICES			**12,654**		**12,814**	**0.4**	**160**	**561**	**4.4**

Detailed Holdings List by Sector

JOHN BROWN COOK FOUNDATION INC.
Account Number: XXXX59400

As of October 31, 2014
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
UTILITIES									
NATIONAL GRID PLC - SP ADR	75	55.05	4,129	74.39	5,579	0.2	1,451	259	4.6
TOTAL UTILITIES			**4,129**		**5,579**	**0.2**	**1,451**	**259**	**4.6**
MUTUAL FUNDS									
CAPITAL WORLD GROWTH & INCOME FD CL F2	6,689	43.07	288,092	47.17	315,520	9 3	27,428	6,635	2 1
EUROPACIFIC GROWTH FUND CL F2	9,451	46 50	439,481	48.78	460,998	13 6	21,517	5,425	1.2
NEW WORLD FUND CL F2	5,567	54.22	301,813	59 33	330,269	9.7	28,456	4,181	1.3
SMALLCAP WORLD FUND CL F2	3,249	44.10	143,261	49.75	161,628	4.8	18,367	0	0.0
TOTAL MUTUAL FUNDS			**1,172,647**		**1,268,415**	**37.4**	**95,768**	**16,241**	**1.3**
Total Equity			**1,896,340**		**2,380,499**	**70.2**	**484,159**	**37,103**	**1.6**
Total Net Assets			**2,918,910**		**3,389,582**	**100.0**	**470,672**	**51,957**	**1.5**