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EXTENDED TO AUGUST 17, 2015
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 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		B Telephone number 910-692-6703
City or town, state or province, country, and ZIP or foreign postal code SOUTHERN PINES, NC 28388		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,948,255.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		5,275.	5,275.		STATEMENT 1
4 Dividends and interest from securities		146,218.	146,218.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,326.			
b Gross sales price for all assets on line 8a 319,432.					
7 Capital gain net income (from Part IV, line 2)			1,326.		
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		146.	146.		STATEMENT 3
12 Total. Add lines 1 through 11		152,965.	152,965.		
13 Compensation of officers, directors, trustees, etc		1,500.			0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		40,000.	10,000.		30,000.
b Accounting fees STMT 5		5,575.	1,394.		4,181.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		2,340.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		594.	149.		445.
24 Total operating and administrative expenses. Add lines 13 through 23		50,009.	11,543.		34,626.
25 Contributions, gifts, grants paid		192,000.			192,000.
26 Total expenses and disbursements. Add lines 24 and 25		242,009.	11,543.		226,626.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<89,044.>			
b Net investment income (if negative, enter -0-)			141,422.		
c Adjusted net income (if negative, enter -0-)				N/A	

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	810,845.	705,133.	705,133.
	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 8	175,000.	25,000.	25,052.
	b Investments - corporate stock STMT 9	2,976,359.	3,142,784.	3,844,523.
	c Investments - corporate bonds STMT 10	324,564.	324,807.	373,547.
	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 I)	4,286,768.	4,197,724.	4,948,255.	
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	<372,208.>	<461,252.>	
	30 Total net assets or fund balances	4,286,768.	4,197,724.	
31 Total liabilities and net assets/fund balances	4,286,768.	4,197,724.		

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	4,286,768.
2 Enter amount from Part I, line 27a	2	<89,044.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,197,724.
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	4,197,724.

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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 SEE ATTACHED SCHEDULE				
d CAPITAL GAINS DIVIDENDS				
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 58,599.		52,475.	6,124.
b 19,305.		19,280.	25.
c 241,220.		246,351.	<5,131.>
d 308.			308.
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			6,124.
b			25.
c			<5,131.>
d			308.
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	1,326.
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))
2013	199,555.	4,230,911.	.047166
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

2 Total of line 1, column (d)	2	.252600
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	.050520
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	4,709,829.
5 Multiply line 4 by line 3	5	237,941.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,414.
7 Add lines 5 and 6	7	239,355.
8 Enter qualifying distributions from Part XII, line 4	8	226,626.

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)			
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		1	2,828.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,828.
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	2,828.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	3,040.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,040.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	212.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 212. Refunded <input type="checkbox"/>	11	0.	

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 2014 or the taxable year beginning in 2014 (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

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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 215 TALL TIMBERS DRIVE, PINEHURST, NC ZIP+4 28374			
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 2014, 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 FinCEN Form 114, (formerly 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years N/A 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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b	
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 2014 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 2014) 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 2014?	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 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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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	3,845,467.
b	Average of monthly cash balances	1b	936,085.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,781,552.
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	4,781,552.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	71,723.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,709,829.
6	Minimum investment return. Enter 5% of line 5	6	235,491.

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	235,491.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,828.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,828.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	232,663.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	232,663.
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	232,663.

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	226,626.
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	226,626.
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	226,626.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				232,663.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011	36,896.			
d From 2012				
e From 2013				
f Total of lines 3a through e	36,896.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$	226,626.			
a Applied to 2013, 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 2014 distributable amount				226,626.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	6,037.			6,037.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	30,859.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	30,859.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011	30,859.			
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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)

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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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	N/A	N/A	CHARITABLE	5,000.
BOYS AND GIRLS HOMES OF NC	N/A	N/A	CHARITABLE	5,000.
CAMPBELL UNIVERSITY BUIES CREEK, NC	N/A	N/A	EDUCATIONAL SCHOLARSHIP	70,000.
CYPRESS HOUSE CHILDREN'S CENTER	N/A	N/A	CHARITABLE	10,000.
GIVENS MEMORIAL LIBRARY PINEHURST, NC	N/A	N/A	CHARITABLE	5,000.
Total	SEE CONTINUATION SHEET(S)		3a	192,000.
b Approved for future payment				
NONE				
Total			3b	0.

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.		

[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

18/5/15
Date

President
Title

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

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

ROBIN PORTER

Preparer's signature

Robin Porter

Date _____

7/23/15

Check ☐ if self-employed

PTIN

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

Form **990-PF** (2014)

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	10,000.
MEALS ON WHEELS OF THE SANDHILLS, INC. CARTHAGE, NC	N/A	N/A	CHARITABLE	1,000.
NORTH CAROLINA ZOOLOGICAL SOCIETY ASHEBORO, NC	N/A	N/A	CHARITABLE	10,000.
NORTH MOORE HIGH SCHOOL	N/A	N/A	EDUCATIONAL	1,000.
SANDHILLS COMMUNITY COLLEGE FOUNDATION SOUTHERN PINES, NC	N/A	N/A	EDUCATIONAL	15,000.
THE CHAPIN SCHOOL NEW YORK, NY	N/A	N/A	EDUCATIONAL	1,000.
THE NATURE CONSERVANACY, NORTH CAROLINA CHAPTER/SANDHILLS	N/A	N/A	CHARITABLE	1,000.
TOWN OF CARTHAGE	N/A	N/A	CHARITABLE	10,000.
UNION PINES HIGH SCHOOL CARTHAGE, NC	N/A	N/A	EDUCATIONAL	6,000.
WAKE FOREST UNIVERSITY WINSTON SALEM, NC	N/A	N/A	EDUCATIONAL	5,000.
Total from continuation sheets				97,000.

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
WEYMOUTH CENTER FOR THE ARTS & HUMANITIES	N/A	N/A	EDUCATIONAL	5,000.
UNC CENTER FOR PUBLIC TV	N/A	N/A	CHARITABLE	5,000.
THE WALTHOUR-MOSS FOUNDATION	N/A	N/A	CHARITABLE	2,500.
WOUNDED WARRIORS PROJECT	N/A	N/A	CHARITABLE	2,500.
SANDHILLS CHILDREN'S CENTER	N/A	N/A	EDUCATIONAL	5,000.
AMERICAN RED CROSS	N/A	N/A	CHARITABLE	2,500.
NORTHERN MOORE FAMILY RESOURCE CENTER	N/A	N/A	CHARITABLE	5,000.
DUKE UNIVERSITY	N/A	N/A	EDUCATIONAL	5,000.
SANDHILLS/MOORE COALITION FOR HUMAN CARE	N/A	N/A	CHARITABLE	2,500.
MIRA FOUNDATION	N/A	N/A	CHARITABLE	2,000.
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	5,012.	5,012.	
INTEREST - MONEY MARKET ACCOUNTS	263.	263.	
TOTAL TO PART I, LINE 3	5,275.	5,275.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	102,920.	308.	102,612.	102,612.	
INTEREST - BONDS	43,606.	0.	43,606.	43,606.	
TO PART I, LINE 4	146,526.	308.	146,218.	146,218.	

FORM 990-PF

OTHER INCOME

STATEMENT

3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT	146.	146.	
TOTAL TO FORM 990-PF, PART I, LINE 11	146.	146.	

FORM 990-PF

LEGAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	40,000.	10,000.		30,000.
TO FM 990-PF, PG 1, LN 16A	40,000.	10,000.		30,000.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,575.	1,394.		4,181.
TO FORM 990-PF, PG 1, LN 16B	5,575.	1,394.		4,181.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENT INCOME	2,340.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,340.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	40.	10.		30.
POSTAGE	58.	15.		43.
OFFICE SUPPLIES	496.	124.		372.
TO FORM 990-PF, PG 1, LN 23	594.	149.		445.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
	X		25,000.	25,052.
TOTAL U.S. GOVERNMENT OBLIGATIONS			25,000.	25,052.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			25,000.	25,052.

FORM 990-PF

CORPORATE STOCK

STATEMENT

9

DESCRIPTIONBOOK VALUEFAIR MARKET
VALUE3,142,784.3,844,523.

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

3,142,784.3,844,523.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	324,807.	373,547.
TOTAL TO FORM 990-PF, PART II, LINE 10C	324,807.	373,547.

2014 Year-End Account Summary

Page 4 of 14

As of Date: 03/15/15

Account Number: 4198-1860

THE DONALD AND ELIZABETH COOKE
FOUNDATION

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.

Proceeds from Broker and Barter Exchange Transactions

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1f)	Code (Box 1g)	Adjustments (Box 1h)	Gain/Loss Amount	Additional Information
UNITEDHEALTH GROUP INC CUSIP: 91324P102	300.00000 200.00000	02/13/2013 07/31/2013	01/23/2014 01/23/2014	21,721.08 14,480.72	17,424.47 14,887.55		0.00 0.00	4,296.61 -406.83	
Subtotals	500.00000			\$36,201.80	\$32,312.02		\$0.00	\$3,889.78	
WEYERHAEUSER CO CUSIP: 962166104	700.00000	07/31/2013	06/26/2014	22,397.59	20,162.94		0.00	2,234.65	
Totals				\$58,599.39	\$52,474.96		\$0.00	\$6,124.43	

2014 Year-End Account Summary

Page 5 of 14

As of Date: 02/15/15

Account Number 4188-1200

THE DONALD AND ELIZABETH COOKE
FOUNDATION

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.

Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP	Quantity Sold	Date Acquired	Date Sold or Disposed	Proceeds	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
KINDER MORGAN IHC DEL CUSIP 494568101	300 00000	07/31/2013	08/11/2014	11 566 71	11 567 99		0 00	13 72	
	200 00000	07/31/2013	08/11/2014	7 713 62	7 711 99		0 00	6 63	
Subtotals	500 00000			\$19 305 33	\$19 279 98		\$0 00	\$25 35	
Totals				\$19 305 33	\$19 279 98		\$0 00	\$25 35	

2014 Year-End Account Summary

Page 6 of 14

As of Date: 03/15/15

Account Number: 4198-1860

THE DONALD AND ELIZABETH COOKE
FOUNDATION

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Proceeds from Broker and Dealer Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Noncovered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
BOEING 6.05% PFD CBTCS DUE 2/15/2033 CPN: 6.05% DUE: 02/15/2033 CUSIP: 21988G262	1000.00000	03/18/2004	09/23/2014	25,000.00	25,606.00		0.00	-606.00	
FIRST BANCORP CUSIP: 318910106	1000.00000	08/30/2005	08/11/2014	16,219.90	20,919.42		0.00	-4,699.52	
NORTH CAROLINA MED CARE COMMON FIRSTHEALTH CPN: 6.13% DUE: 10/01/2039 CUSIP: 65821DCT6	100000.00000	03/26/2009	10/01/2014	100,000.00	100,000.00		0.00	0.00	
TENN VALLEY AUTH ELECTRONOTES CPN: 4.75% DUE: 06/15/2029 CUSIP: 88059TER8	50000.00000	06/08/2009	01/07/2014	50,000.00	50,000.00		0.00	0.00	
WACHOVIA CORPORATION SUB NOTES CPN: 4.88% DUE: 02/15/2014 CUSIP: 929903AE2	50000.00000	04/03/2006	02/18/2014	50,000.00	49,825.52		0.00	174.48	Original Basis: 48,519.00
Totals				\$241,219.90	\$246,350.94		\$0.00	(\$5,131.04)	

The Code column will reflect W for wash sale, C for collectibles, or D for market discount.

For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds, Gain/Loss or Cost columns. In these situations, you should determine the actual cost or proceeds and calculate the Gain/Loss. Please note that the totals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.

ORM 990-PF

U S AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 8

SHARES	DESCRIPTION	BOOK VALUE 12/31/2013	BOOK VALUE 12/31/2014	FAIR MARKET VALUE 12/31/2014
50,000	TENN VALLEY AUTH 4.75% 6/15/29	50,000 00	-	-
00,000	NORTH CAROLINA MED CARE 6 125% 10/1/39	100,000 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	25,051 75
		175,000	25,000	25,052

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

SHARES	DESCRIPTION	BOOK VALUE 12/31/2013	BOOK VALUE 12/31/2014	FAIR MARKET VALUE 12/31/2014
300	3M CO	25,569.50	25,569.50	49,296.00
100	3M CO	10,471.02	10,471.02	16,432.00
100	3M CO	12,009.20	12,009.20	16,432.00
1000	AFLAC INC 5.5% PFD (PREFERRED/FIXED RATE)	25,000.00	25,000.00	24,560.00
500	AMERICAN ELECTRIC POWER INC	18,186.82	18,186.82	30,360.00
500	AMERICAN ELECTRIC POWER INC	19,438.15	19,438.15	30,360.00
500	AT&T INC	13,390.59	13,390.59	16,795.00
250	AT&T INC	7,219.38	7,219.38	8,397.50
250	AT&T INC	7,343.57	7,343.57	8,397.50
500	AT&T INC	14,526.43	14,526.43	16,795.00
384	AT&T INC	-	13,508.54	12,898.56
116	AT&T INC	-	4,078.97	3,896.44
300	BANK OF AMERICA	13,953.67	13,953.67	5,367.00
500	BANK OF AMERICA	26,077.29	26,077.29	8,945.00
200	BANK OF AMERICA CORP	9,810.50	9,810.50	3,578.00
300	BAXTER INTERNATIONAL INC	17,947.03	17,947.03	21,987.00
300	BAXTER INTERNATIONAL INC	20,926.09	20,926.09	21,987.00
200	BAXTER INTERNATIONAL INC	14,939.83	14,939.83	14,658.00
500	BB&T CORP	19,916.20	19,916.20	19,445.00
500	BB&T CORP	18,533.80	18,533.80	19,445.00
150	BB&T CORP	4,694.03	4,694.03	5,833.50
1000	BB&T CORP 5.625% PFD (PREFERRED/FIXED RATE)	25,000.00	25,000.00	24,190.00
1000	BB&T CORP 5.85% PFD (PREFERRED/FIXED RATE)	25,000.00	25,000.00	25,050.00
2500	BLACKROCK BUILD AMERICA BOND TRUST (CLOSED END MUT FUND)	50,000.00	50,000.00	55,400.00
1000	BOEING 6.05% PFD (PREFERRED/FIXED RATE)	25,606.00	-	-
300	BOEING CO	22,103.60	22,103.60	38,994.00
200	BOEING CO	11,956.85	11,956.85	25,996.00
300	BRISTOL MYERS SQUIBB CO	8,558.43	8,558.43	17,709.00
300	BRISTOL MYERS SQUIBB CO	7,516.31	7,516.31	17,709.00
400	BRISTOL MYERS SQUIBB CO	11,426.62	11,426.62	23,612.00
200	BRISTOL MYERS SQUIBB CO	6,453.02	6,453.02	11,806.00
200	CATERPILLAR INC	18,285.80	18,285.80	18,306.00
200	CATERPILLAR INC	19,664.82	19,664.82	18,306.00
100	CATERPILLAR INC	8,912.77	8,912.77	9,153.00
250	CHEVRON CORPORATION	24,442.55	24,442.55	28,045.00
200	CHEVRON CORPORATION	23,423.03	23,423.03	22,436.00
100	CHEVRON CORPORATION	12,195.20	12,195.20	11,218.00
500	CISCO SYSTEMS INC	9,665.45	9,665.45	13,907.50
400	CISCO SYSTEMS INC	10,498.50	10,498.50	11,126.00
100	CISCO SYSTEMS INC	2,630.12	2,630.12	2,781.50
200	CLOROX COMPANY	11,655.98	11,655.98	20,842.00
300	CLOROX COMPANY	21,083.39	21,083.39	31,263.00
150	CLOROX COMPANY	12,359.47	12,359.47	15,631.50
500	COCA-COLA COMPANY	16,915.90	16,915.90	21,110.00
600	COCA-COLA COMPANY	20,557.07	20,557.07	25,332.00
200	COCA-COLA COMPANY	7,604.69	7,604.69	8,444.00
500	COLGATE-PALMOLIVE CO	20,426.25	20,426.25	34,595.00
600	COLGATE-PALMOLIVE CO	32,695.95	32,695.95	41,514.00
250	CONOCOPHILLIPS	13,044.40	13,044.40	17,265.00
250	CONOCOPHILLIPS	7,834.67	7,834.67	17,265.00
200	CONOCOPHILLIPS	12,106.99	12,106.99	13,812.00
300	CONOCOPHILLIPS	15,873.92	15,873.92	20,718.00

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

SHARES	DESCRIPTION	BOOK VALUE 12/31/2013	BOOK VALUE 12/31/2014	FAIR MARKET VALUE 12/31/2014
	500 CONOCOPHILLIPS	-	35,292 93	34,530 00
	500 CONSOLIDATED EDISON INC	-	28,518 69	33,005 00
	200 CUMMINS INC	24,546 40	24,546 40	28,834 00
	200 CUMMINS INC	24,144 52	24,144 52	28,834 00
	200 DEERE & CO	14,976 38	14,976.38	17,694 00
	100 DEERE & CO	7,495 52	7,495 52	8,847.00
	200 DEERE & CO	16,936 40	16,936 40	17,694 00
	200 DEERE & CO	18,036 38	18,036 38	17,694 00
	500 DOMINION RES INC VA NEW	16,161 77	16,161 77	38,450 00
	500 DOW CHEMICAL COMPANY	13,784 73	13,784 73	22,805.00
	300 DOW CHEMICAL COMPANY	10,472 51	10,472 51	13,683 00
	300 DOW CHEMICAL COMPANY	10,129 21	10,129 21	13,683 00
	500 DU PONT E I DE NEMOURS AND COMPANY	23,462 69	23,462 69	36,970.00
	200 DU PONT E I DE NEMOURS AND COMPANY	10,771 42	10,771 42	14,788 00
	200 DU PONT E I DE NEMOURS AND COMPANY	11,838 11	11,838.11	14,788 00
	333 DUKE ENERGY CORP	15,723 85	15,723 85	27,846 67
	217 5 DUKE ENERGY CORP	11,569 85	11,569.85	18,169 95
	217 5 DUKE ENERGY CORP	10,577 23	10,577 23	18,169 95
	166 66 DUKE ENERGY CORP	9,265 33	9,265.33	13,923 33
	2000 DUKE ENERGY 5 125% PFD (PREFERRED/FIXED RATE)	50,000 00	50,000.00	49,900 00
	600 ELI LILLY & CO	21,103 78	21,103.78	41,394 00
	400 ELI LILLY & CO	16,288 10	16,288.10	27,596.00
	200 ELI LILLY & CO	10,109 67	10,109.67	13,798.00
	400 EMERSON ELECTRIC CO	20,808 89	20,808 89	24,692.00
	200 EMERSON ELECTRIC CO	12,456 20	12,456 20	12,346 00
	200 EMERSON ELECTRIC CO	-	12,766.36	12,346.00
	2000 ENTERGY ARKANSAS 4 9% PFD (PREFERRED/FIXED RATE)	50,000 00	50,000 00	46,640 00
	1000 ENTERGY MISS INC (PREFERRED/FIXED RATE)	25,579 17	25,579 17	25,430 20
	500 EXELON CORPORATION	20,140 98	20,140 98	18,540.00
	250 EXELON CORPORATION	9,412 69	9,412 69	9,270 00
	100 EXXON MOBIL CORP	6,560 50	6,560 50	9,245.00
	100 EXXON MOBIL CORP	5,890 50	5,890 50	9,245 00
	100 EXXON MOBIL CORP	8,395 50	8,395 50	9,245.00
	100 EXXON MOBIL CORP	8,419 00	8,419 00	9,245 00
	200 EXXON MOBIL CORP	14,210 00	14,210.00	18,490 00
	1000 FIRST BANCORP	20,919 42	-	-
	1000 FIRST BANCORP	21,147 15	21,147 15	18,470.00
	600 FIRST BANCORP	11,687 83	11,687 83	11,082 00
	1400 FIRST BANCORP	27,282 52	27,282 52	25,858.00
	1000 FIRST BANCORP	17,129 56	17,129 56	18,470 00
	2000 GE CAP CORP 4 875% PFD (PREFERRED/FIXED RATE)	50,000 00	50,000 00	49,520.00
	500 GENERAL ELECTRIC CO	15,677 85	15,677 85	12,635.00
	500 GENERAL ELECTRIC CO	16,858 27	16,858 27	12,635.00
	500 GENERAL ELECTRIC CO	10,339 35	10,339 35	12,635 00
	500 GENERAL ELECTRIC CO	12,503.49	12,503 49	12,635 00
	500 GENERAL ELECTRIC CO	-	13,290 53	12,635 00
	600 GENERAL MILLS INC	21,902.83	21,902 83	31,998 00
	200 GENERAL MILLS INC	7,855.10	7,855 10	10,666 00
	200 GENERAL MILLS INC	7,924 16	7,924.16	10,666.00
	500 GLAXOSMITHKLINE PLC - ADR	22,736 28	22,736 28	21,370 00
	300 GLAXOSMITHKLINE PLC - ADR	15,565 51	15,565 51	12,822 00
	200 GLAXOSMITHKLINE PLC - ADR	10,399 87	10,399 87	8,548 00
	1000 GOLDMAN SACHS GRP 6.2% (PREFERRED/FIXED RATE)	25,016 00	25,016 00	25,363 40

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CORPORATE STOCK

STATEMENT 9

SHARES	DESCRIPTION	BOOK VALUE 12/31/2013	BOOK VALUE 12/31/2014	FAIR MARKET VALUE 12/31/2014
25	HALYARD HEALTH INC	-	520.46	1,136.75
37.5	HALYARD HEALTH INC	-	816.35	1,705.13
37.5	HALYARD HEALTH INC	-	919.04	1,705.12
125	HOME DEPOT INC	3,959.02	3,959.02	13,121.25
125	HOME DEPOT INC	4,759.48	4,759.48	13,121.25
300	HOME DEPOT INC	-	25,270.13	31,491.00
200	HONEYWELL INTERNATIONAL INC	16,778.89	16,778.89	19,984.00
500	INTEL CORP	11,140.46	11,140.46	18,145.00
500	INTEL CORP	11,931.78	11,931.78	18,145.00
100	JOHNSON & JOHNSON	6,751.10	6,751.10	10,457.00
100	JOHNSON & JOHNSON	6,486.50	6,486.50	10,457.00
200	JOHNSON & JOHNSON	12,510.00	12,510.00	20,914.00
250	JOHNSON & JOHNSON	14,926.00	14,926.00	26,142.50
100	JOHNSON & JOHNSON	5,981.16	5,981.16	10,457.00
250	JOHNSON & JOHNSON	-	27,625.26	26,142.50
250	KELLOGG COMPANY	9,524.74	9,524.74	16,360.00
250	KELLOGG COMPANY	14,149.78	14,149.78	16,360.00
300	KELLOGG COMPANY	15,083.85	15,083.85	19,632.00
200	KELLOGG COMPANY	12,092.31	12,092.31	13,088.00
200	KIMBERLY CLARK CORP	12,622.58	12,102.12	23,108.00
300	KIMBERLY-CLARK CORP	19,798.53	18,982.18	34,662.00
300	KIMBERLY-CLARK CORP	22,289.00	21,369.96	34,662.00
500	KINDER MORGAN INC	19,279.98	-	-
167	KRAFT FOODS INC CL A	5,482.91	5,482.91	10,432.89
67	KRAFT FOODS INC CL A	2,392.73	2,392.73	4,173.16
100	KRAFT FOODS INC CL A	4,112.30	4,112.30	6,259.73
667	KRAFT FOODS INC CL A	31,742.51	31,742.51	41,794.22
300	MCDONALD'S CORP	23,435.48	23,435.48	28,110.00
200	MCDONALD'S CORP	17,863.20	17,863.20	18,740.00
200	MCDONALD'S CORP	19,934.85	19,934.85	18,740.00
500	MERCK & CO INC NEW	19,651.84	19,651.84	28,395.00
300	MERCK & CO INC NEW	13,345.32	13,345.32	17,037.00
200	MERCK & CO INC NEW	8,895.56	8,895.56	11,358.00
400	METLIFE INC	19,933.56	19,933.56	21,636.00
400	METLIFE INC	-	21,070.42	21,636.00
1000	MICROSOFT CORP	28,500.16	28,500.16	46,450.00
500	MICROSOFT CORP	16,308.17	16,308.17	23,225.00
500	MONDELEZ INTL INC	10,152.57	10,152.57	18,162.50
200	MONDELEZ INTL INC	4,430.56	4,430.56	7,265.00
300	MONDELEZ INTL INC	7,614.62	7,614.62	10,897.50
500	MONDELEZ INTL INC	15,999.90	15,999.90	18,162.50
2000	NEXTERA ENERGY 5.7% PDF (PREFERRED/FIXED RATE)	50,000.00	50,000.00	49,280.00
400	NORFOLK SOUTHERN CORP	26,370.69	26,370.69	43,844.00
200	NORFOLK SOUTHERN CORP	15,187.12	15,187.12	21,922.00
250	PEPSICO INCORPORATED	13,829.63	13,829.63	23,640.00
250	PEPSICO INCORPORATED	16,249.81	16,249.81	23,640.00
250	PEPSICO INCORPORATED	18,283.50	18,283.50	23,640.00
375	PFIZER INCORPORATED	9,115.10	9,115.10	11,681.25
525	PFIZER INCORPORATED	9,845.04	9,845.04	16,353.75
600	PFIZER INCORPORATED	18,105.78	18,105.78	18,690.00
500	PFIZER INCORPORATED	-	14,437.03	15,575.00
500	PIEDMONT NATURAL GAS	12,264.90	12,264.90	19,705.00
500	PIEDMONT NATURAL GAS	14,589.25	14,589.25	19,705.00

3M 990-PF

CORPORATE STOCK

STATEMENT 9

SHARES	DESCRIPTION	BOOK VALUE 12/31/2013	BOOK VALUE 12/31/2014	FAIR MARKET VALUE 12/31/2014
400	PIEDMONT NATURAL GAS	14,157 83	14,157 83	15,764 00
400	PIEDMONT NATURAL GAS	-	14,440 69	15,764 00
1000	PPL CAPITAL FDG 5 9% PFD (PREFERRED/FIXED RATE)	25,000 00	25,000 00	24,900 00
300	PROCTOR & GAMBLE CO	16,269 70	16,269 70	27,327 00
200	PROCTOR & GAMBLE CO	12,943.50	12,943 50	18,218 00
200	PROCTOR & GAMBLE CO	12,567 06	12,567 06	18,218 00
300	PRUDENTIAL FINANCIAL INC	-	26,604.68	27,138 00
300	PUBLIC SVC ENTERPRISE GROUP INC	9,779 48	9,779 48	12,423 00
100	PUBLIC SVC ENTERPRISE GROUP INC	3,264 93	3,264 93	4,141 00
100	PUBLIC SVC ENTERPRISE GROUP INC	3,259 60	3,259 60	4,141 00
500	PUBLIC SVC ENTERPRISE GROUP INC	15,370 39	15,370.39	20,705 00
500	SCANA CORP COM	20,453 42	20,453 42	30,200 00
500	SCANA CORP COM	22,943 75	22,943 75	30,200 00
500	SPECTRA ENERGY CORP	11,334 91	11,334.91	18,150 00
500	SPECTRA ENERGY CORP	14,773 14	14,773.14	18,150 00
500	SPECTRA ENERGY CORP	15,025 43	15,025 43	18,150 00
750	SYSCO CORPORATION	21,232 63	21,232 63	29,767 50
250	SYSCO CORPORATION	8,839 13	8,839 13	9,922 50
200	TARGET CORP	14,547 67	14,547 67	15,182 00
50	TARGET CORP	3,635 67	3,635.67	3,795 50
800	TECO ENERGY INC	14,106 14	14,106.14	16,392 00
200	TECO ENERGY INC	3,533 58	3,533 58	4,098 00
200	TENN VALLEY AUTH 5 952% DUE 6/1/28 (PREFERRED/FIXED RATE)	51,381 68	51,381 68	47,820 00
300	THE SOUTHERN COMPANY	9,290 65	9,290 65	14,733 00
200	THE SOUTHERN COMPANY	7,191 91	7,191 91	9,822.00
500	THE SOUTHERN COMPANY	23,346 47	23,346.47	24,555 00
100	UNITED PARCEL SERVICE-B	6,910 50	6,910 50	11,117 00
200	UNITED PARCEL SERVICE-B	15,136 00	15,136 00	22,234 00
200	UNITED PARCEL SERVICE-B	15,613 04	15,613 04	22,234 00
100	UNITED PARCEL SERVICE-B	-	9,811 08	11,117 00
300	UNITEDHEALTH GROUP INC	17,424 47	-	-
200	UNITEDHEALTH GROUP INC	14,887 55	-	-
300	VERIZON COMMUNICATIONS COM	11,008 84	11,008 84	14,034 00
700	VERIZON COMMUNICATIONS COM	26,782 00	26,782 00	32,746 00
300	VERIZON COMMUNICATIONS COM	-	14,894 30	14,034.00
100	WAL-MART STORES INC	4,408 50	4,408.50	8 588 00
400	WAL-MART STORES INC	22,209 26	22,209 26	34,352 00
200	WAL-MART STORES INC	11,918 31	11,918.31	17,176 00
500	WASTE MGMT INC DEL	19,342 66	19,342 66	25,660 00
300	WASTE MGMT INC DEL	-	13,854 58	15,396 00
200	WASTE MGMT INC DEL	-	9,241 39	10,264 00
39 73333	WELLS FARGO COMPANY (FORMERLY WACHOVIA CORP 200 SHS 9516 09	9,495 37	9,495 37	2,178 18
59 60000	WELLS FARGO COMPANY (FORMERLY WACHOVIA CORP 300 SHS 13550.27	13,520.77	13,520 77	3,267 27
39 73333	WELLS FARGO COMPANY (FORMERLY WACHOVIA CORP 200 SHS 10906	10,882 26	10,882 26	2,178 18
59 60000	WELLS FARGO COMPANY (FORMERLY WACHOVIA CORP 300 SHS 16929	16,892 15	16,892 15	3,267 27
39 33334	WELLS FARGO COMPANY (FORMERLY WACHOVIA CORP 500 SHS 27209 38	27,150 15	27,150 15	5,445 46
1000	WELLS FARGO 5.2% PFD (PREFERRED/FIXED RATE)	25,000.00	25,000.00	23,170 00
700	WEYERHAEUSER CO	20,162 94	-	-
		<u>2,976,359</u>	<u>3,142,784</u>	<u>3,844,523</u>

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

SHARES	DESCRIPTION	BOOK VALUE 12/31/2013	BOOK VALUE 12/31/2014	FAIR MARKET VALUE 12/31/2014
25,000	DUKE CAPITAL CORP SENIOR NOTES 8 000% DUE 10/01/19 24804 61	24,687 50	24,687 50	30,311 50
25,000	FORD MOTO CO DEBENTURES 7 5% DUE 8/1/26 25599 75	25,000 00	25,000 00	31,765 00
25,000	FORD MOTO CO DEBENTURES 6 625% DUE 2/15/28 23553	23,547 00	23,547 00	30,248 50
50,000	WACHOVIA CORPORATION 4 875% DUE 2/15/14 48637 43	49,801 37	0 00	-
50,000	BB&T 5 25% 11/1/19	50,003 50	50,003 50	55,935 00
25,000	WALMART STORES 5 25% 9/1/35	25,238 00	25,238 00	30,440 25
25,000	ALLSTATE CORP 5 35% DUE 6/1/33	24,947 25	24,947 25	29,730 75
25,000	CAROLINA POWER & LIGHT 6 125% DUE 9/15/33	26,734 50	26,734 50	32,142 00
25,000	BELLSOUTH CORP 6 0% DUE 11/15/34	24,975 00	24,975 00	27,622.50
25,000	HARTFORD FINL SVCS GRP 5 95% DUE 10/15/36	24,630 00	24,630 00	30,393 50
25,000	NATL RURAL UTIL COOP 4 0% DUE 02/15/30	25,000 00	25,000 00	24,858 75
50,000	DUKE ENERGY CORP 3 350% DUE 3/15/27	-	50,044 00	50,099 50
		<u>324,564</u>	<u>324,807</u>	<u>373,547</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
	THE DONALD & ELIZABETH COOKE FOUNDATION	Employer identification number (EIN) or 58-1408721
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 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)

04

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

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, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2014** 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	\$	3,040.
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	\$	3,040.
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.