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

OMB No 1545-0052

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation COOPER FAMILY FOUNDATION, INC		A Employer identification number 20-1326428
	Number and street (or P O box number if mail is not delivered to street address) C/O ROBERT F. COOPER 176 MARINER'S COVE	Room/suite	B Telephone number (see page 10 of the instructions) (802) 862-8004
	City or town, state, and ZIP code SHELBURNE, VT 05482		C If exemption application is pending check here <input type="checkbox"/>
			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) ▶ \$ 1,746,135.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <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) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants etc received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	32,697.	32,697.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-15,192.			
	b Gross sales price for all assets on line 6a 450,147.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	17,505.	32,697.		
	13 Compensation of officers, directors, trustees etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	4,478.	0.	0.	0.
	c Other professional fees (attach schedule) *	7,508.	7,508.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) 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	11,986.	7,508.	0.	0.
	25 Contributions, gifts, grants paid	64,000.			64,000.
	26 Total expenses and disbursements Add lines 24 and 25	75,986.	7,508.	0.	64,000.
	27 Subtract line 26 from line 12	-58,481.			
	a Excess of revenue over expenses and disbursements		25,189.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)			-0-	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	348,901.	297,042.	302,113.
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule) **	170,838.	0.	0.
	b Investments - corporate stock (attach schedule) <u>ATCH 5</u>	1,155,849.	1,261,575.	1,293,286.
	c Investments - corporate bonds (attach schedule) <u>ATCH 6</u>	77,591.	136,081.	150,736.
	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)	1,753,179.	1,694,698.	1,746,135.	
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 (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 ▶ <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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,753,179.	1,694,698.	
	30 Total net assets or fund balances (see page 17 of the instructions)	1,753,179.	1,694,698.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,753,179.	1,694,698.		

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	1,753,179.
2 Enter amount from Part I, line 27a	2	-58,481.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,694,698.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,694,698.

** ATCH 4

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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 PART IV SCHEDULE					
b					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-15,192.	
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 pages 13 and 17 of the 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 page 18 of 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))	
2008	50,550.	1,277,355.	0.039574	
2007	50,816.	1,070,561.	0.047467	
2006	50,533.	1,056,043.	0.047851	
2005	1,692.	1,012,488.	0.001671	
2004	0.	1,000,511.	0.000000	
2 Total of line 1, column (d)			2	0.136563
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	0.027313
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4	1,600,147.
5 Multiply line 4 by line 3			5	43,705.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	252.
7 Add lines 5 and 6			7	43,957.
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8	64,000.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 252.
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-)		2 252.
3 Add lines 1 and 2		3 0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4 252.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5
6 Credits/Payments:		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 734.	
b Exempt foreign organizations-tax withheld at source	6b 0.	
c Tax paid with application for extension of time to file (Form 8868)	6c 0.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d		7 734.
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		10 482.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 482. Refunded		11

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for 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
c 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 \$ (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		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?		X
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 page 19 of the instructions) VT		
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 ATTACHMENT 7		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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> ROBERT F. COOPER Telephone no <input type="checkbox"/> 802-862-8004			
Located at <input type="checkbox"/> 176 MARINER'S COVE SHELBURNE, VT ZIP + 4 <input type="checkbox"/> 05482				
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		

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 page 20 of the instructions)? <input type="checkbox"/> 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 2009? <input type="checkbox"/> 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years <input type="checkbox"/> 2007		
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 page 20 of the instructions) <input type="checkbox"/> 2b	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 <input type="checkbox"/>		
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 2009 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 2009) <input type="checkbox"/> 3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> 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 2009? <input type="checkbox"/> 4b		X

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? ☐ **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? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
ATTACHMENT 8		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 ☐

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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 page 23 of the 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,175,568.
b	Average of monthly cash balances	1b	448,947.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,624,515.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,624,515.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	24,368.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,600,147.
6	Minimum investment return. Enter 5% of line 5	6	80,007.

Part XI Distributable Amount (see page 25 of the 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	80,007.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	252.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	252.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	79,755.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	79,755.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	79,755.

Part XII Qualifying Distributions (see page 25 of the 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	64,000.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	64,000.
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 page 26 of the instructions)	5	252.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	63,748.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				79,755.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			63,418.	
b Total for prior years 20 07, 20 06, 20 05		767.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 64,000.				
a Applied to 2008, but not more than line 2a			63,418.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		582.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		185.		
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 page 27 of the instructions		185.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				79,755.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	0.			

Form 990-PF (2009)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a Assets' alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b Endowment' alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c Support alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the 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))

ROBERT F. COOPER

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

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ATTACHMENT 9

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

NO SPECIAL REQUIREMENTS

c Any submission deadlines

NONE

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 <i>Paid during the year</i> ATTACHMENT 10				
Total.			▶ 3a	64,000.
b <i>Approved for future payment</i>				
Total.			▶ 3b	

Form **990-PF** (2009)

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					1,531.	
115,030.		SEE ATTACHED STATEMENT B PAGE 1 OF 1 PROPERTY TYPE: SECURITIES 111,584.				P	VARIOUS	VARIOUS
							3,446.	
333,586.		SEE ATTACHED STATEMENT B PAGE 1 OF 1 PROPERTY TYPE: SECURITIES 353,755.				P	VARIOUS	VARIOUS
							-20,169.	
TOTAL GAIN(LOSS)							<u>-15,192.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS	22,287.	22,287.
INTEREST	8,975.	8,975.
U.S. INTEREST	1,435.	1,435.
TOTAL	<u>32,697.</u>	<u>32,697.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	4,478.			
TOTALS	<u>4,478.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	7,508.	7,508.
TOTALS	7,508.	7,508.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 4

<u>DESCRIPTION</u>	<u>ENDING</u>	
	<u>BOOK VALUE</u>	<u>FMV</u>
U.S. OBLIGATIONS	0.	0.
US OBLIGATIONS TOTAL	0.	0.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
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EQUITIES & MUTUAL FUNDS

SEE ATT. STATEMENT A PAGE 8

	1,261,575.	1,293,286.
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TOTALS

	<u>1,261,575.</u>	<u>1,293,286.</u>
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FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 6

DESCRIPTION

<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
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CORPORATE BONDS - SEE ATTACHED
STATEMENT A PAGE 5 OF 8

136,081.	150,736.
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TOTALS

<u>136,081.</u>	<u>150,736.</u>
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Statement Detail
COOPER FAMILY FOUNDATION
Holdings

Period Ended December 31, 2009

CASH, DEPOSITS & MONEY MARKET FUNDS

DEPOSITS & MONEY MARKET FUNDS

DEPOSITS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
--	----------	--------------	----------------------------------	-----------	----------------------------------	-----------------------------	--------------------------------------	----------------------------

GOLDMAN SACHS BANK DEPOSIT (BDA)14

	21,388.00	1.0000	21,388.00	1.0000	21,388.00	0.00	0.1157	24.74
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FIXED INCOME

INVESTMENT GRADE FIXED INCOME

GS SHORT DURATION GOVERNMENT FUND

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
--	----------------------------	--------------	----------------------------------	-----------	----------------------------------	---	------------------------------------	----------------------------

GOLDMAN SACHS SHORT DURAT GOVT MUTUAL FUND CLASS
A

	23,658.686	10.3100	243,921.05	10.0458	237,671.10	6,249.95 23,921.05		4,660.76
--	------------	---------	------------	---------	------------	-----------------------	--	----------

OTHER FIXED INCOME

GS HIGH YIELD FUND

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
--	----------	--------------	----------------------------------	-----------	----------------------------------	---	------------------------------------	----------------------------

GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I

	4,019.700	6.9500	27,936.92	6.6353	26,671.95	1,264.97 5,059.98		2,263.09
--	-----------	--------	-----------	--------	-----------	----------------------	--	----------

TOTAL FIXED INCOME

① 271,857.97

					264,343.05	7,514.92		6,923.85
--	--	--	--	--	------------	----------	--	----------

PUBLIC EQUITY

US EQUITY

GS STRUCTURED US EQUITY FUND

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
--	----------	--------------	----------------------------------	-----------	------------	---	-------------------	----------------------------

GS STRUCTURED U S EQUITY CLASS A (GSSOX)

	2,696.714	20.9100	56,388.29	24.8322	66,955.32	(10,577.03) (8,611.72)	1.4395	811.71
--	-----------	---------	-----------	---------	-----------	---------------------------	--------	--------

GS US EQUITY DIVIDEND AND PREMIUM FUND

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
--	----------	--------------	----------------------------------	-----------	------------	---	-------------------	----------------------------

GOLDMAN SACHS U S EQUITY DIVID & PREMIUM FD - CL A
(GSPAX)

	23,723.605	8.2900	196,668.69	7.3193	173,640.50	23,028.19 26,668.68	1.5682	3,084.07
--	------------	--------	------------	--------	------------	------------------------	--------	----------

14 This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit). Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

Portfolio No. 010-59015-6

Page 12 of 28





Statement Detail
COOPER FAMILY FOUNDATION
Holdings (Continued)

Period Ended December 31, 2009

PUBLIC EQUITY (Continued)

US EQUITY

US EQUITY STRUCTURED PRODUCTS

AB SVENSK EXPORTKREDIT LINKED TO S&P 500 0% COUPON
DUE 12/08/2010 STRUCTURED NOTE (SPXELN19)

Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
100.00	1,220.8680	122,086.80	1,000.0000	100,000.00	22,086.80		
Unrealized / Economic Gain (Loss)							
				340,605.82	34,537.96	1.5395	3,895.78

TOTAL US EQUITY

NON-US EQUITY

NON-US EQUITY STRUCTURED PRODUCTS

EKSPORTFINANS ASA LINKED TO MSCI EAFE AND EEM 0%
COUPON DUE 01/24/2011 STRUCTURED NOTE (INTLBU12)

Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
100.00	1,226.1910	122,619.10	1,000.0000	100,000.00	22,619.10		
Unrealized / Economic Gain (Loss)							
				440,605.82	57,157.06	1.5395	3,895.78

TOTAL PUBLIC EQUITY

				Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO				726,336.87	64,671.98	10,844.37

* Original Cost is price paid by purchaser adjusted for annual original issue discount payments and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for accretion and/or amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

Account Number: C9B-210102
 Account Name: COOPER FO
 Statement Date: 12/01/2009 to 12/31/2009



EQUITIES 29.15%

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/09	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity								
DWS RREEF REAL ESTATE FD INC	SRQ	6,835,223	\$4.05	\$27,682.65	\$24,743.51		\$47,767.95	(\$20,085.30)
Dividend Option Reinvest	MARGIN							
Capital Gain Option Reinvest								
ISHARES TR RUSSELL 2000 VALUE	IWN	1,808,487	\$58.04	\$104,964.59	\$97,506.58	\$1,906.76	\$106,969.57	(\$2,004.98)
INDEX FD	MARGIN							
Estimated Yield 1.81%								
Dividend Option Reinvest								
Capital Gain Option Reinvest								
POWERSHARES WATER PORT ETF	PHO	2,336,314	\$18.86	\$39,390.25	\$37,292.83	\$270.03	\$51,438.84	(\$12,048.59)
Estimated Yield 0.68%	MARGIN							
Dividend Option Reinvest								
Capital Gain Option Reinvest								
S & P 500 DEPOSITORY RECEIPT	SPY	696,104	\$111.44	\$77,573.83	\$76,529.67	\$1,516.21	\$65,874.93	\$11,698.90
Estimated Yield 1.95%	MARGIN							
Dividend Option Reinvest								
Capital Gain Option Reinvest								
Next Dividend Payable 01/29/10								
VANGUARD SECTOR INDEX FDS	VFH	1,050,002	\$29.04	\$30,492.06	\$30,520.55	\$523.95	\$51,327.28	(\$20,835.22)
Estimated Yield 1.71%	MARGIN							
Dividend Option Reinvest								
Capital Gain Option Reinvest								
Total Equity				\$280,103.38		\$4,216.95	\$323,378.57	(\$43,275.19)
Total Equities				<u>①</u> \$280,103.38		\$4,216.95	\$323,378.57	(\$43,275.19)

FIXED INCOME 41.18%

For an explanation of fixed income pricing, please see the last page. Redemption schedule(s), bond rating(s), and other information are provided where available. If information does not appear regarding a particular investment, it is not available. The ratings on this statement are provided by Standard & Poor's and/or Moody's to rate the quality based on the respective rating agency's assessment.

Accrued Interest - Represents interest accumulated since the last coupon date on certain fixed income securities which may not yet have been paid by the issuer or received by NFS. There is no guarantee that the accrued interest will be paid by the issuer.

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/09	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Corporate Bonds								

Account Number: C9B-210102
Account Name: COOPER FO

Statement Date: 12/01/2009 to 12/31/2009



FIXED INCOME 41.18%

For an explanation of fixed income pricing, please see the last page. Redemption schedule(s), bond rating(s), and other information are provided where available. If information does not appear regarding a particular investment, it is not available. The ratings on this statement are provided by Standard & Poor's and/or Moody's to rate the quality based on the respective rating agency's assessment.

Accrued Interest - Represents interest accumulated since the last coupon date on certain fixed income securities which may not yet have been paid by the issuer or received by NFS. There is no guarantee that the accrued interest will be paid by the issuer.

Description	Symbol/Cusip	Quantity	Estimated Price on 12/31/09	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
GOLDMAN SACHS GROUP INC 5.25000%	38141GDD04	25,000	\$106.201	\$26,550.25	\$26,944.75	\$1,312.50	\$26,848.80	
10/15/2013 GLBL INT ISIN	MARGIN							
#US38141GDD047								
MOODY'S A1 /S&P A								
CPN PMT SEMI-ANNUAL								
ON APR 15, OCT 15								
Next Interest Payable 04/15/10								
Accrued Interest \$277.08							\$26,789.35	D (\$239.10)
Adjusted Cost Basis								
YTD Amortized Premium \$59.45	E							
AUTOZONE INC NOTE 06 50000%	053332AH5	30,000	\$110.223	\$33,066.90	\$33,287.70	\$1,950.00	\$31,866.90	
01/15/2014 MAKE WHOLE	CASH							
MOODY'S Baa2 /S&P BBB								
CPN PMT SEMI-ANNUAL								
ON JAN 15, JUL 15								
Next Interest Payable 01/15/10								
CONTINUOUSLY CALLABLE								
SUBJECT TO MAKE WHOLE CALL								
Accrued Interest \$899.17								
Adjusted Cost Basis								
YTD Amortized Premium \$166.67	E							
GENERAL ELECTRIC CAP CORP MTN BE	36962G3U6	50,000	\$102.474	\$51,237.00	\$51,554.00	\$2,812.50	\$41,686.30	
5.62500% 05/01/2018 SR NT ISIN	MARGIN							
#US36962G3U65								
MOODY'S Aa2 /S&P AA+								
CPN PMT SEMI-ANNUAL								
ON NOV 01, MAY 01								
Next Interest Payable 05/01/10								
Accrued Interest \$468.75								
Adjusted Cost Basis								
							\$41,686.30	D \$9,550.70



Account Number: C9B-210102
Account Name: COOPER FO

Statement Date: 12/01/2009 to 12/31/2009



FIXED INCOME 41.18%

For an explanation of fixed income pricing, please see the last page. Redemption schedule(s), bond rating(s), and other information are provided where available. If information does not appear regarding a particular investment, it is not available. The ratings on this statement are provided by Standard & Poor's and/or Moody's to rate the quality based on the respective rating agency's assessment.

Accrued Interest - Represents interest accumulated since the last coupon date on certain fixed income securities which may not yet have been paid by the issuer or received by NFS. There is no guarantee that the accrued interest will be paid by the issuer.

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/09	Estimated Current Market Value	Estimated Prior Market Value	Annual Income	Total Cost Basis	Unrealized Gain (Loss)
GENERAL ELEC CAP CORP MTN BE	36962GD35	40,000	\$99.705	\$39,882.00	\$40,356.80	\$2,000.00	\$35,904.80	
05 000000% 06/27/2018 CALL	MARGIN							
MOODY'S Aa2 /S&P AA+								
CPN PMT SEMI-ANNUAL								
ON DEC 27 JUN 27								
Next Interest Payable 06/27/10								
CALLABLE ON 06/27/2010 @ 100.0000								
STEP COUPON								
NEXT RESET 06/27/2013 @ 7.000000								
Accrued Interest \$22.22								
Adjusted Cost Basis								
Total Corporate Bonds		145,000		\$150,736.15		\$8,075.00	\$35,904.80	\$3,977.20

CDs

Certificates of deposit (CDs) that have a maturity of one year or less from the date of issue may be shown at face value. CDs with a maturity of more than one year from date of issue, including Market Indexed CDs and Market Linked CDs (MCDs), will be shown at market value based upon a matrix or model pricing method that may not represent the actual price if sold prior to maturity (provided that such CDs and MCDs may be shown at face value for up to seven days from date of issue if market value prices have not been received from a third party pricing vendor). CDs are subject to interest rate risk and the actual value of the CDs may be different from their purchase price. The sale or redemption of any fixed income security prior to maturity may result in a substantial gain or loss, and a penalty may apply to the early withdrawal of a CD. You may sell the CDs in the secondary market subject to market conditions. The secondary market for CDs is generally illiquid. Certain Step Rate CDs are also subject to reinvestment risk if call provisions are exercised by the issuer and if a CD with a comparable rate is not available. The price reflected for MCDs may not be based on the actual closing value of the linked market index on the final maturity date and the market value of MCDs may not correspond directly to increases or decreases in the underlying linked market index. If sold prior to maturity, the value of MCDs may be less than the purchase amount or face value. Certain MCDs may only be redeemed on pre-specified liquidation dates. Certain MCDs may have call features that allow the issuer to call the MCD prior to maturity. See sales material or contact your broker/dealer for additional information.

STATE BK INDIA NEW YORK NY	856284SV7	40,000	\$1.00	\$40,000.00	\$40,000.00		\$40,004.80	(\$4.80)
0.200000% 01/28/2010 CD	CASH							
FDIC INSURED								
MOODY'S Baa2								
CPN PMT @ MATURITY								
ON JAN 28								
1ST CPN DTE 01/28/2010								

Account Number: C9B-210102
Account Name: COOPER FO

Statement Date: 12/01/2009 to 12/31/2009



FIXED INCOME 41.18%

For an explanation of fixed income pricing, please see the last page. Redemption schedule(s), bond rating(s), and other information are provided where available. If information does not appear regarding a particular investment, it is not available. The ratings on this statement are provided by Standard & Poor's and/or Moody's to rate the quality based on the respective rating agency's assessment.

Accrued Interest - Represents interest accumulated since the last coupon date on certain fixed income securities which may not yet have been paid by the issuer or received by NFS. There is no guarantee that the accrued interest will be paid by the issuer.

Description	Symbol/Cusip	Quantity	Estimated Price on 12/31/09	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
WILMINGTON TR CO DEL CD 0.40000%	971804LJ6	40,000	\$1.00	\$40,000.00	\$40,000.00		\$40,004.80	(\$4.80)
04/30/2010	CASH							
FDIC INSURED								
MOODY'S Baa2								
CPN PMT @ MATURITY								
ON APR 30								
1ST CPN DTE 04/30/2010								
Accrued Interest \$27.62								
GE MONEY BK SALT LAKE CITY UTA	36159SG08	40,000	\$1.00	\$40,000.00	\$40,000.00		\$40,004.80	(\$4.80)
0.55000% 07/23/2010 CD	CASH							
FDIC INSURED								
CPN PMT @ MATURITY								
ON JUL 23								
1ST CPN DTE 07/23/2010								
Accrued Interest \$42.19								
MIZRAHI TEFHOT BK LTD CA	606857B02	40,000	\$1.00	\$40,000.00	\$40,000.00		\$40,004.80	(\$4.80)
0.90000% 10/22/2010 CD	CASH							
FDIC INSURED								
CPN PMT @ MATURITY								
ON OCT 22								
1ST CPN DTE 10/22/2010								
CAPITAL ONE BK GLEN ALLEN VA	14041AWB1	40,000	\$1.0554	\$42,216.00	\$42,231.60	\$1,860.00	\$40,000.00	
4.65000% 12/19/2012 CD	CASH							
FDIC INSURED								
MOODY'S A2								
CPN PMT SEMI-ANNUAL								
ON JUN 19, DEC 19								
Next Interest Payable: 06/19/10								
Estimated Yield 4.40%								
Accrued Interest \$66.25								
Adjusted Cost Basis							\$40,000.00	\$2,216.00



Account Number: C9B-210102
Account Name: COOPER FO

Statement Date: 12/01/2009 to 12/31/2009



FIXED INCOME 41.18%

For an explanation of fixed income pricing, please see the last page. Redemption schedule(s), bond rating(s), and other information are provided where available. If information does not appear regarding a particular investment, it is not available. The ratings on this statement are provided by Standard & Poor's and/or Moody's to rate the quality based on the respective rating agency's assessment.

Accrued Interest - Represents interest accumulated since the last coupon date on certain fixed income securities which may not yet have been paid by the issuer or received by NFS. There is no guarantee that the accrued interest will be paid by the issuer.

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/09	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
GOLDMAN SACHS BK USA SALT LAKE CITY UTAH 05 05000% 11/26/2013 FDIC INSURED CPN PMT SEMI-ANNUAL ON MAY 26, NOV 26 Next Interest Payable 05/26/10 Estimated Yield 4.71% Accrued Interest \$199.23 Adjusted Cost Basis YTD Amortized Premium \$0.87 E	381426U06 CASH	40,000	\$1 07196	\$42,878.40	\$42,904.80	\$2,020.00	\$40,004.80	
Total CDs		240,000		\$245,094.40		\$3,880.00	\$240,023.04	\$5,071.36
Total Fixed Income		385,000		\$395,830.55		\$11,955.00	\$376,103.72	\$19,726.83

MUTUAL FUNDS 25.34%

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/09	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity AMERICAN EUROPACIFIC GROWTH CLASS F1 Estimated Yield 1.65% Dividend Option Reinvest Capital Gain Option Reinvest AMERICAN GROWTH FUND OF AMERICA CLASS F1 Estimated Yield 0.81% Dividend Option Reinvest Capital Gain Option Reinvest AMERICAN WASHINGTON MUTUAL INVESTORS F1 Estimated Yield 2.86% Dividend Option Reinvest Capital Gain Option Reinvest	AEGFX MARGIN GFAFX MARGIN WSHFX MARGIN	2,335.002 944.044 3,516.034	\$38.15 \$27.15 \$24.58	\$89,080.33 \$25,630.79 \$86,424.12	\$88,043.51 \$24,962.56 \$85,150.83	\$1,477.36 \$209.77 \$2,479.86	\$81,462.90 \$25,212.85 \$81,216.16	\$7,617.43 \$417.94 \$5,207.96

Account Number: C9B-210102
Account Name: COOPER FO

Statement Date: 12/01/2009 to 12/31/2009



MUTUAL FUNDS 25.34%

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/09	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
JENNISON NATURAL RESOURCES CL A	FGNAX	939.667	\$45.15	\$42,425.97	\$41,157.41	\$606.29	\$45,355.12	(\$2,929.15)
Estimated Yield 1.42%	MARGIN							
Dividend Option Reinvest								
Capital Gain Option Reinvest								
Total Equity				\$243,561.21		\$4,773.28	\$233,247.03	\$10,314.18
Total Mutual Funds				\$243,561.21		\$4,773.28	\$233,247.03	\$10,314.18
Total Securities				\$919,495.14		\$20,945.23	\$932,729.32	(\$13,234.18)
TOTAL PORTFOLIO VALUE				\$961,128.67		\$20,945.23	\$932,729.32	(\$13,234.18)

Total ① = 1,293,285.

FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING

NO FILING IS REQUIRED.

COOPER FAMILY FOUNDATION, INC

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

20-1326428

ATTACHMENT 8

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

ROBERT F. COOPER
176 MARINER'S COVE
SHELBURNE, VT 05482

PRES/TREAS, AS REQ'D

R. SCOTT COOPER
24 FEARING ROAD
HINGHAM, MA 02043

V. PRES, AS REQ'D

TRACY LYNNE CRESTA
108 DEER RUN DRIVE
SHELBURNE, VT 05482

SECRETARY, AS REQ'D

GRAND TOTALS

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ROBERT F. COOPER
176 MARINER'S COVE
SHELBURNE, VT 05482
802-862-8004

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAMP TA KUM TA WATERBURY, VT 05676	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	2,000
KING STREET YOUTH CENTER BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	2,000
UNITED WAY BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	10,000
VISITING NURSES ASSOCIATION COLCHESTER, VT 05446	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000
BOYS AND GIRLS CLUB BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	2,000
FLYNN CENTER OF PERFORMING ARTS BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	24,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MOBIUS, THE MENTORING MOVEMENT BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000
MAKE-A-WISH FOUNDATION SOUTH BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	2,000
LAKE CHAMPLAIN MARITIME MUSEUM VERGENNES, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000
SHELburnE FARMS SHELburnE, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000
NATURE CONSERVANCY OF VERMONT MONTPELIER, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000
SHELburnE MUSEUM SHELburnE, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000

FORM 990PF, PART IV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RONALD McDONALD HOUSE BURLINGTON, VT		NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000
FLETCHER ALLEN HEALTH CARE BURLINGTON, VT		NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000
CHAMPLAIN COLLEGE BURLINGTON, VT		NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	2,500
SARA HOLBROOK CENTER BURLINGTON, VT		NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000
YMCA BURLINGTON, VT		NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000
CHILDREN'S MIRACLE NETWORK BURLINGTON, VT		NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
VERMONT CHILDREN'S HOSPITAL BURLINGTON, VT	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000
UNIVERSITY OF VERMONT FUND BURLINGTON, VT	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	3,500
ECHO CENTER BURLINGTON, VT	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000
KURN HATTIN HOMES WESTMINSTER, VT	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000
ST JUDE'S HINESBURG, VT	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000
LAST CHANCE CHRISTMAS BURLINGTON, VT	NO RELATIONSHIP	EXEMPT	GENERAL SUPPORT	1,000

TOTAL CONTRIBUTIONS PAID

64,000

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust

COOPER FAMILY FOUNDATION, INC

Employer identification number

20-1326428

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	3,446.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	3,446.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo day yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-20,169.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	1,531.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	-18,638.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part**

		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		3,446.
14	Net long-term gain or (loss):			
a	Total for year	14a		-18,638.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		-15,192.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	(3,000.)
a	The loss on line 15, column (3) or b \$3,000			

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero.	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23.	25		
26	Subtract line 25 from line 24.	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2009

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2009

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

COOPER FAMILY FOUNDATION, INC

20-1326428

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	3,446.
--	--------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-20,169.
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Cooper Family Foundation

20-1326428

Capital Gains/Losses

12/31/09

			<u>SALE PRICE</u>	<u>COST</u>	<u>GAIN (LOSS)</u>
10000 Omni Natl Atlanta GA CD	var	04/08/09	10,000.00	9,975.45	24.55
50 shs S&P 500 Depository	var	09/04/09	5,030.07	4,722.92	307.15
2420 14 shs Goldman Sachs Short Durat	08/13/08	02/12/09	25,000.00	24,273.96	726.04
2424 83 shs Goldman Sachs Short Durat	08/13/08	03/12/09	25,000.00	24,321.05	678.95
2413.13 shs Goldman Sachs Short Durat	08/13/08	04/13/09	25,000.00	24,203.66	796.34
2401.54 shs Goldman Sachs Short Durat	08/13/08	05/11/09	25,000.00	24,087.42	912.58
Short-Term Sales			<u>115,030.07</u>	<u>111,584.46</u>	<u>3,445.61</u>
40000 United States Treasury	var	01/26/09	42,619.88	40,083.34	2,536.54
40000 United States Treasury	var	01/26/09	43,832.40	40,215.77	3,616.63
40000 United States Treasury	var	01/26/09	41,251.76	40,081.50	1,170.26
50000 United States Treasury	var	01/26/09	53,898.80	50,457.59	3,441.21
12000 Wachovia Bank	var	08/14/09	12,000.00	11,964.00	36.00
2152 shs Ishares TR Russell	var	09/17/09	119,987.85	149,606.85	(29,619.00)
443 164 shs Jennison Natural Resources	var	11/13/09	19,995.20	21,345.79	(1,350.59)
Long-Term Sales			<u>333,585.89</u>	<u>353,754.84</u>	<u>(20,168.95)</u>

**"Request for Abatement Under Section 4962"
Return of Certain Excise Taxes Under Chapters
41 and 42 of the Internal Revenue Code**

(Sections 170(f)(10), 664(c)(2), 4911, 4912, 4941, 4942, 4943, 4944, 4945, 4955, 4958, 4965, 4966, and 4967)

▶ See separate instructions.

2009

For calendar year 2009 or other tax year beginning

2009, and ending

Name of organization or entity

COOPER FAMILY FOUNDATION, INC

Employer identification number

20-1326428

Number, street, and room or suite no (or P O box if mail is not delivered to street address)

C/O ROBERT F. COOPER

176 MARINER'S COVE

Check box for type of annual return

☐ Form 990 ☐ Form 990-EZ☒ Form 990-PF☐ Form 5227

City or town, state, and ZIP code

SHELBURNE

VT 05482

Yes	No
X	

A Is the organization a foreign private foundation within the meaning of section 4948(b)?**B** Has corrective action been taken on any taxable event that resulted in Chapter 42 taxes being reported on this form? (Enter "N/A" if not applicable)

X

If "Yes," attach a detailed description and documentation of the corrective action taken and, if applicable, enter the fair market value of any property recovered as a result of the correction ▶ \$ 0. If "No," (i.e., any uncorrected

acts, or transactions), attach an explanation (see page 4 of the instructions) **ATTACHMENT 11****Part I****Taxes on Organization** (Sections 170(f)(10), 664(c)(2), 4911(a), 4912(a), 4942(a), 4943(a), 4944(a)(1), 4945(a)(1), 4955(a)(1), 4965(a)(1), and 4966(a)(1))

1	Tax on undistributed income - Schedule B, line 4	1	56.
2	Tax on excess business holdings - Schedule C, line 7	2	
3	Tax on investments that jeopardize charitable purpose - Schedule D, Part I, column (e)	3	
4	Tax on taxable expenditures - Schedule E, Part I, column (g)	4	
5	Tax on political expenditures - Schedule F, Part I, column (e)	5	
6	Tax on excess lobbying expenditures - Schedule G, line 4	6	
7	Tax on disqualifying lobbying expenditures - Schedule H, Part I, column (e)	7	
8	Tax on premiums paid on personal benefit contracts	8	
9	Tax on being a party to prohibited tax shelter transactions - Schedule J, Part I, column (h)	9	
10	Tax on taxable distributions - Schedule K, Part I, column (f)	10	
11	Tax on a charitable remainder trust's unrelated business taxable income. Attach schedule	11	
12	Total (add lines 1-11)	12	56.

Part II-A**Taxes on Managers, Self-Dealers, Disqualified Persons, Donors, Donor Advisors, and Related Persons**
(Sections 4912(b), 4941(a), 4944(a)(2), 4945(a)(2), 4955(a)(2), 4958(a), 4965(a)(2), 4966(a)(2), and 4967(a))

(a) Name and address of person subject to tax		(b) Taxpayer identification number	
a			
b			
c			
d			

	(c) Tax on self-dealing - Schedule A, Part II, col (d), and Part III, col (d)	(d) Tax on investments that jeopardize charitable purpose - Schedule D, Part II, col (d)	(e) Tax on taxable expenditures - Schedule E, Part II, col (d)	(f) Tax on political expenditures - Schedule F, Part II, col (d)
a				
b				
c				
d				
Total				

	(g) Tax on disqualifying lobbying expenditures - Schedule H, Part II, col (d)	(h) Tax on excess benefit transactions - Schedule I, Part II, col (d), and Part III, col (d)	(i) Tax on being a party to prohibited tax shelter transactions - Schedule J, Part II, col (d)	(j) Tax on taxable distributions - Schedule K, Part II, col (d)
a				
b				
c				
d				
Total				

	(k) Tax on prohibited benefits - Sch L, Part II, col (d), and Part III, col (d)	(l) Total - Add cols (c) through (k)
a		
b		
c		
d		
Total		

Part II-B Summary of Taxes (See Tax Payments on page 3 of the instructions.)

1	Enter the taxes listed in Part II-A, column (I), that apply to managers, self-dealers, disqualified persons, donors, donor advisors, and related persons who sign this form. If all sign, enter the total amount from Part II-A, column (I)	1	
2	Total tax. Add Part I, line 12, and Part II-B, line 1 (Make check(s) or money order(s) payable to the United States Treasury)	2	56.

SCHEDULE A - Initial Taxes on Self-Dealing (Section 4941)**Part I Acts of Self-Dealing and Tax Computation**

(a) Act number	(b) Date of act	(c) Description of act	(d) Question number from Form 990-PF, Part VII-B, or Form 5227, Part VI-B, applicable to the act	(e) Amount involved in act	(f) Initial tax on self-dealing (10% of col (e))	(g) Tax on foundation managers (if applicable) (lesser of \$20,000 or 5% of col (e))
1						
2						
3						
4						
5						

Part II Summary of Tax Liability of Self-Dealers and Proration of Payments

(a) Names of self-dealers liable for tax	(b) Act no. from Part I, col (a)	(c) Tax from Part I, col (f), or prorated amount	(d) Self-dealer's total tax liability (add amounts in col (c)) (see page 6 of the instructions)

Part III Summary of Tax Liability of Foundation Managers and Proration of Payments

(a) Names of foundation managers liable for tax	(b) Act no. from Part I, col (a)	(c) Tax from Part I, col (g), or prorated amount	(d) Manager's total tax liability (add amounts in col (c)) (see page 6 of the instructions)

SCHEDULE B - Initial Tax on Undistributed Income (Section 4942)

1	Undistributed income for years before 2008 (from Form 990-PF for 2009, Part XIII, line 6d)	1	185.
2	Undistributed income for 2008 (from Form 990-PF for 2009, Part XIII, line 6e)	2	
3	Total undistributed income at end of current tax year beginning in 2009 and subject to tax under section 4942 (add lines 1 and 2)	3	185.
4	Tax - Enter 30% of line 3 here and on page 1, Part I, line 1.	4	56.

SCHEDULE C - Initial Tax on Excess Business Holdings (Section 4943)**Business Holdings and Computation of Tax**

If you have taxable excess holdings in more than one business enterprise, attach a separate schedule for each enterprise. Refer to the instructions on page 7 for each line item before making any entries.

Name and address of business enterprise

Employer identification number ►

Form of enterprise (corporation, partnership, trust, joint venture, sole proprietorship, etc) ►

		(a) Voting stock (profits interest or beneficial interest)	(b) Value	(c) Nonvoting stock (capital interest)
1	Foundation holdings in business enterprise	1	%	%
2	Permitted holdings in business enterprise	2	%	%
3	Value of excess holdings in business enterprise	3		
4	Value of excess holdings disposed of within 90 days, or, other value of excess holdings not subject to section 4943 tax (attach explanation)	4		
5	Taxable excess holdings in business enterprise - line 3 minus line 4	5		
6	Tax - Enter 10% of line 5	6		
7	Total tax - Add amounts on line 6, columns (a), (b), and (c), enter total here and on page 1, Part I, line 2	7		

SCHEDULE D - Initial Taxes on Investments That Jeopardize Charitable Purpose (Section 4944)**Part I Investments and Tax Computation**

(a) Investment number	(b) Date of investment	(c) Description of investment	(d) Amount of investment	(e) Initial tax on foundation (10% of col (d))	(f) Initial tax on foundation managers (if applicable) - (lesser of \$10,000 or 10% of col (d))
1					
2					
3					
4					
5					

Total - column (e) Enter here and on page 1, Part I, line 3

Total - column (f) Enter total (or prorated amount) here and in Part II, column (c), below

Part II Summary of Tax Liability of Foundation Managers and Proration of Payments

(a) Names of foundation managers liable for tax	(b) Investment no from Part I, col (a)	(c) Tax from Part I, col (f), or prorated amount	(d) Manager's total tax liability (add amounts in col (c)) (see page 10 of the instructions)

SCHEDULE E - Initial Taxes on Taxable Expenditures (Section 4945)**Part I Expenditures and Computation of Tax**

(a) Item number	(b) Amount	(c) Date paid or incurred	(d) Name and address of recipient	(e) Description of expenditure and purposes for which made
1				
2				
3				
4				
5				
(f) Question number from Form 990-PF, Part VII-B, or Form 5227, Part VI-B, applicable to the expenditure			(g) Initial tax imposed on foundation (20% of col (b))	(h) Initial tax imposed on foundation managers (if applicable) - (lesser of \$10,000 or 5% of col (b))
Total - column (g) Enter here and on page 1, Part I, line 4				
Total - column (h) Enter total (or prorated amount) here and in Part II, column (c), below				

Part II Summary of Tax Liability of Foundation Managers and Proration of Payments

(a) Names of foundation managers liable for tax	(b) Item no. from Part I, col (a)	(c) Tax from Part I, col (h) or prorated amount	(d) Manager's total tax liability (add amounts in col (c)) (see page 10 of the instructions)

SCHEDULE F - Initial Taxes on Political Expenditures (Section 4955)**Part I Expenditures and Computation of Tax**

(a) Item number	(b) Amount	(c) Date paid or incurred	(d) Description of political expenditure	(e) Initial tax imposed on organization or foundation (10% of col (b))	(f) Initial tax imposed on managers (if applicable) (lesser of \$5,000 or 2 1/2% of col (b))
1					
2					
3					
4					
5					
Total - column (e) Enter here and on page 1, Part I, line 5					
Total - column (f) Enter total (or prorated amount) here and in Part II, column (c), below					

Part II Summary of Tax Liability of Organization Managers or Foundation Managers and Proration of Payments

(a) Names of organization managers or foundation managers liable for tax	(b) Item no. from Part I, col (a)	(c) Tax from Part I, col (f), or prorated amount	(d) Manager's total tax liability (add amounts in col (c)) (see page 11 of the instructions)

SCHEDULE G - Tax on Excess Lobbying Expenditures (Section 4911)

1	Excess of grassroots expenditures over grassroots nontaxable amount (from Schedule C (Form 990 or 990-EZ), Part II-A, column (b), line 1h) (See page 11 of the instructions before making entry)	1	
2	Excess of lobbying expenditures over lobbying nontaxable amount (from Schedule C (Form 990 or 990-EZ), Part II-A, column (b), line 1i) (See page 11 of the instructions before making entry)	2	
3	Taxable lobbying expenditures - enter the larger of line 1 or line 2	3	
4	Tax - Enter 25% of line 3 here and on page 1, Part I, line 6	4	

SCHEDULE H - Taxes on Disqualifying Lobbying Expenditures (Section 4912)**Part I Expenditures and Computation of Tax**

(a) Item number	(b) Amount	(c) Date paid or incurred	(d) Description of lobbying expenditures	(e) Tax imposed on organization (5% of col (b))	(f) Tax imposed on organization managers (if applicable) - (5% of col (b))
1					
2					
3					
4					
5					

Total - column (e) Enter here and on page 1, Part I, line 7

Total - column (f) Enter total (or prorated amount) here and in Part II, column (c), below

Part II Summary of Tax Liability of Organization Managers and Proration of Payments

(a) Names of organization managers liable for tax	(b) Item no from Part I col (a)	(c) Tax from Part I, col (f), or prorated amount	(d) Manager's total tax liability (add amounts in col (c)) (see page 11 of the instructions)

SCHEDULE I - Initial Taxes on Excess Benefit Transactions (Section 4958)**Part I Excess Benefit Transactions and Tax Computation**

(a) Transaction number	(b) Date of transaction	(c) Description of transaction
1		
2		
3		
4		
5		

(d) Amount of excess benefit	(e) Initial tax on disqualified persons (25% of col (d))	(f) Tax on organization managers (if applicable) (lesser of \$20,000 or 10% of col (d))

SCHEDULE I - Initial Taxes on Excess Benefit Transactions (Section 4958) *Continued*

Part II Summary of Tax Liability of Disqualified Persons and Proration of Payments

(a) Names of disqualified persons liable for tax	(b) Trans. no. from Part I, col. (a)	(c) Tax from Part I, col. (e), or prorated amount	(d) Disqualified person's total tax liability (add amounts in col. (c)) (see page 13 of the instructions)

Part III	Summary of Tax Liability of 501(c)(3) & (4) Organization Managers and Proration of Payments
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(a) Names of 501(c)(3) & (4) organization managers liable for tax	(b) Trans. no. from Part I, col. (a)	(c) Tax from Part I, col. (f), or prorated amount	(d) Manager's total tax liability (add amounts in col. (c)) (see page 13 of the instructions)

SCHEDULE J - Taxes on Being a Party to Prohibited Tax Shelter Transactions (Section 4965)

Part I Prohibited Tax Shelter Transactions (PTST) and Tax Imposed on the Tax-Exempt Entity
(see page 13 of the instructions)

(a) Transaction number	(b) Transaction date	(c) Type of transaction 1-Listed 2-Subsequently listed 3-Confidential 4-Contractual protection	(d) Description of transaction
1			
2			
3			
4			
5			

(e) Did the tax-exempt entity know or have reason to know this transaction was a PTST when it became a party to the trans ? Answer Yes or No	(f) Net income attributable to the PTST	(g) 75% of proceeds attributable to the PTST	(h) Tax imposed on the tax-exempt entity (see page 14 of the instructions)

Total - column (h) Enter here and on page 1, Part I, line 9

Part II Tax Imposed on Entity Managers (Section 4965) Continued

(a) Name of entity manager	(b) Transaction number from Part I, col (a)	(c) Tax - enter \$20,000 for each transaction listed in col (b) for each manager in col (a)	(d) Manager's total tax liability (add amounts in col (c))

**SCHEDULE K - Taxes on Taxable Distributions of Sponsoring Organizations Maintaining Donor
Advised Funds (Section 4966) See page 14 of the instructions**

Part I Taxable Distributions and Tax Computation

(a) Item number	(b) Name of sponsoring organization and donor advised fund	(c) Description of distribution	
1			
2			
3			
4			
(d) Date of distribution	(e) Amount of distribution	(f) Tax imposed on organization (20% of col (e))	(g) Tax on fund managers (lesser of 5% of col (e) or \$10,000)
Total - column (f) Enter here and on page 1, Part I, line 10 . . .			
Total - column (g) Enter total (or prorated amount) here and in Part II, column (c), below . . .			

Part II Summary of Tax Liability of Fund Managers and Proration of Payments

(a) Name of fund managers liable for tax	(b) Item no from Part I, col (a)	(c) Tax from Part I col (g) or prorated amount	(d) Manager's total tax liability (add amounts in col (c)) (see instructions)

SCHEDULE L - Taxes on Prohibited Benefits Distributed From Donor Advised Funds (Section 4967).
See page 14 of the instructions.

Part I Prohibited Benefits and Tax Computation

(a) Item number	(b) Date of prohibited benefit	(c) Description of benefit
1		
2		
3		
4		
5		

(d) Amount of prohibited benefit	(e) Tax on prohibited benefit (125% of col (d)) (see instructions)	(f) Tax on fund managers (if applicable) (lesser of 10% of col (d) or \$10 000) (see instructions)

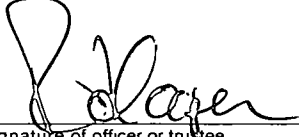
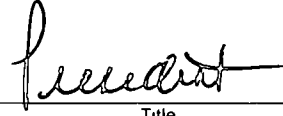
Part II Summary of Tax Liability of Donors, Donor Advisors, Related Persons and Proration of Payments

(a) Names of donors, donor advisor, or related persons liable for tax	(b) Item no. from Part I, col (a)	(c) Tax from Part I, col (e) or prorated amount	(d) Donor, donor advisor, or related persons total tax liability (add amounts in col (c)) (see instructions)

Part III Tax Liability of Fund Managers and Proration of Payments

(a) Names of fund managers liable for tax	(b) Item no. from Part I, col (a)	(c) Tax from Part I, col (f) or prorated amount	(d) Fund managers total tax liability (add amounts in col (c)) (see instructions)

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



7-9-2010

Signature of officer or trustee Title Date

Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor, or related person Date

Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor, or related person Date

Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor, or related person Date

Signature (and organization or entity name if applicable) of manager, self-dealer, disqualified person, donor, donor advisor, or related person Date

**Sign
Here**

**Paid
Preparer's
Use Only**

Preparer's
signature

 CFA

Date

7-9-2010

Check
if self-
employed ☐

Preparer's SSN or PTIN

P00641137

Firm's name (or
yours if self-employed),
address, and ZIP code

DANAHER ATTIG & PLANTE PLC

150 KENNEDY DRIVE, PO BOX 2166

SOUTH BURLINGTON, VT 05407-2166

EIN

20-3682035

Phone no

802-383-0399

Form **4720** (2009)

FORM 4720 - QUESTION B EXPLANATION

SCHEDULE AND ITEM NUMBER:

FORM 990-PF, PART XIII, LINE 6D

DESCRIPTION OF ACT OR TRANSACTION:

UNDISTRIBUTED INCOME FROM 2007

DATE OF CORRECTION:

07/09/2010

UNDISTRIBUTED INCOME OF \$185 WAS DISTRIBUTED AS SOON AS THE FOUNDATION WAS MADE AWARE OF THE SITUATION. A CHECK FOR \$200 WAS PAID TO A QUALIFYING ORGANIZATION ON JULY 9, 2010. THE FOUNDATION IMPLEMENTED PROCEDURES TO PREVENT UNDERDISTRIBUTION OF INCOME IN THE FUTURE. THE UNDERDISTRIBUTION WAS DUE TO A REASONABLE CAUSE AND WAS NOT DUE TO WILLFUL NEGLECT.

FEDERAL FOOTNOTES

FORM 4720, PART II-B, LINE 2:

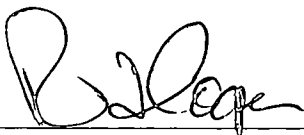
THE FOUNDATION RESPECTFULLY REQUESTS ABATEMENT OF THE EXCISE TAX FOR UNDISTRIBUTED INCOME FROM 2007. THE FOUNDATION PAID THE UNDISTRIBUTED INCOME AS SOON AS IT WAS MADE AWARE OF THE SITUATION. THE UNDISTRIBUTED INCOME AROSE FROM A REISSUANCE OF DISTRIBUTION CHECK THAT WAS NEVER CASHED. THE ORGANIZATION INADVERTENTLY INCLUDED THE AMOUNT OF THE REISSUED CHECK IN ITS INTERNAL CALCULATION FOR THE DISTRIBUTIONS TO BE PAID IN 2009. PROCEDURES HAVE BEEN PUT IN PLACE TO PREVENT A REOCCURANCE OF AN UNDERDISTRIBUTION OF INCOME. THE UNDERDISTRIBUTION OF INCOME FROM 2007 WAS DUE TO A REASONABLE CAUSE AND NOT WILLFUL NEGLECT.

Election Permitting Private Foundation to Avoid Excise Tax for Failure to Distribute Income IRC Section 4942(h)(2)

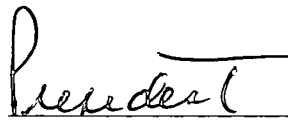
Section 4942(h)(2) Election

COOPER FAMILY FOUNDATION, elects pursuant to Section 4942(h)(2) of the Internal Revenue Code and Reg. § 53.4942(a)-3(d)(2) to treat qualifying distributions for the current tax year ended 12/31/2009, in excess of the undistributed income of the immediately preceding taxable year as being made from the UNDISTRIBUTED INCOME OF PRIOR YEARS as follows:

<u>Income</u>	<u>Tax Year</u>	<u>Amount</u>
<u>UNDISTRIBUTED</u>	<u>2007</u>	<u>767.</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
Total		<u><u>767.</u></u>



Signature of Officer, Director or Trustee



Title

7-9-2010

Date

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization COOPER FAMILY FOUNDATION, INC	Employer identification number 20-1326428
	Number, street, and room or suite no. If a P.O. box, see instructions C/O ROBERT F. COOPER 176 MARINER'S COVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SHELBURNE, VT 05482	

Check type of return to be filed (file a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► **ROBERT F. COOPER**

Telephone No ► **802 862-8004**

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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year 2009 or
 ► ☐ tax year beginning _____, _____, and ending _____

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 252
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 734
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

DANAHER ATTIG & PLANTE PLC
PO BOX 2166
SOUTH BURLINGTON, VT 05407