Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

**2009**

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

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
C/O DAVID E. WEISS

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
SNELL & WILMER, ONE ARIZONA CENTER

City or town, state, and ZIP code
PHOENIX, AZ 85004-0001

**A Employer identification number** 86-0905824

B Telephone number 602-382-6204

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 2,235,673.

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

**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) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | 0. | | N/A | |
| | 2 Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 31,086. | 31,086. | | STATEMENT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | <1,072,773.> | | | |
| | b Gross sales price for all assets on line 6a 765,090. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 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 | 6,634. | 6,634. | | STATEMENT 2 |
| | 12 **Total.** Add lines 1 through 11 | <1,035,053.> | 37,720. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0. | 0. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees STMT 3 | 3,000. | 1,500. | | 1,500. |
| | c Other professional fees STMT 4 | 18,679. | 18,679. | | 0. |
| | 17 Interest | | | | |
| | 18 Taxes STMT 5 | 867. | 867. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses | | | | |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 22,546. | 21,046. | | 1,500. |
| | 25 Contributions, gifts, grants paid | 502,000. | | | 502,000. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 524,546. | 21,046. | | 503,500. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | <1,559,599.> | | | |
| | b **Net investment income** (if negative, enter -0-) | | 16,674. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | N/A | |

RECEIVED
OCT 07 2010
IRS-OSC
OGDEN, UT

SCANNED OCT 08 2010



R 19

## Part II Balance Sheets

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

| | | Beginning of year (a) Book Value | End of year (b) Book Value | End of year (c) Fair Market Value |
|---|---|---|---|---|
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 432,139. | 422,572. | 422,572. |
| | 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 | | | |
| | b Investments - corporate stock STMT 7 | 1,661,354. | 1,137,785. | 1,244,358. |
| | c Investments - corporate bonds | | | |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 8 | 1,571,110. | 553,231. | 568,743. |
| | 14 Land, buildings, and equipment: basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 **Total assets** (to be completed by all filers) | 3,664,603. | 2,113,588. | 2,235,673. |
| Liabilities | 17 Accounts payable and accrued expenses | 12,425. | 12,425. | |
| | 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 ▶ STATEMENT 9 ) | 11,000. | 20,000. | |
| | 23 **Total liabilities** (add lines 17 through 22) | 23,425. | 32,425. | |
| Net Assets or Fund Balances | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.** | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 3,641,178. | 2,081,163. | STATEMENT 6 |
| | 30 **Total net assets or fund balances** | 3,641,178. | 2,081,163. | |
| | 31 **Total liabilities and net assets/fund balances** | 3,664,603. | 2,113,588. | |

## 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 | 3,641,178. |
| 2 | Enter amount from Part I, line 27a | 2 | <1,559,599.> |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 2,081,579. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 2,081,579. |

## 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 | | | | |
| b | SEE ATTACHED STATEMENT | | | |
| 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 | 765,090. | | 1,837,863. | <1,072,773.> |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | <1,072,773.> |

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 <1,072,773.>

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 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 | 740,261. | 3,540,926. | .209059 |
| 2007 | 770,500. | 4,939,765. | .155979 |
| 2006 | 721,500. | 4,985,622. | .144716 |
| 2005 | 681,000. | 5,068,595. | .134357 |
| 2004 | 690,500. | 5,279,166. | .130797 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | .774908 |
| 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 | .154982 |
| 4 | Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 2,053,249. |
| 5 | Multiply line 4 by line 3 | 5 | 318,217. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 167. |
| 7 | Add lines 5 and 6 | 7 | 318,384. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 503,500. |

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

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

| | | | |
|---|---|---|---|
| **1a** Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | 1 | 167. |
| **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 | 167. |
| **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 | 167. |
| **6** Credits/Payments: | | | |
| **a** 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a 4,253. | | |
| **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 | 4,253. |
| **8** Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached | | 8 | |
| **9** **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | 9 | |
| **10** **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | 10 | 4,086. |
| **11** Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 4,086. | **Refunded** ▶ | 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? | 1a | | X |
| **b** Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | 1b | | X |
| *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| **c** Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| **d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0. | | | |
| **e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 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.* | 2 | | X |
| **3** Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| **4a** Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| **b** If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| **5** Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | X |
| **6** Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| **7** Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| **8a** Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE | | | |
| **b** If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| **9** Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| **10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

**Part VII-A Statements Regarding Activities** *(continued)*

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation 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 ▶ N/A

14 The books are in care of ▶ DAVID E. WEISS Telephone no. ▶ (602) 382-6204

Located at ▶ ONE ARIZONA CENTER, PHOENIX, AZ ZIP+4 ▶ 85004

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

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

| **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | | Yes | No |
|---|---|---|---|---|
| **1a** During the year did the foundation (either directly or indirectly): | | | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | ☐ Yes ☒ No | | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | ☒ Yes ☐ No | | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | ☐ Yes ☒ No | | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | ☐ Yes ☒ No | | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | ☐ Yes ☒ No | | | |
| (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | ☐ Yes ☒ No | | | |
| **b** If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? | | 1b | | X |
| Organizations relying on a current notice regarding disaster assistance check here | ▶ ☐ | | | |
| **c** Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? | | 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? | ☐ Yes ☒ No | | | |
| If "Yes," list the years ▶ ______, ______, ______, ______ | | | | |
| **b** Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) | N/A | 2b | | |
| **c** If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______ | | | | |
| **3a** Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☒ Yes ☐ 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.)* | | 3b | | X |
| **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 2009? | | 4b | | X |

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

*If "Yes" to 6b, file Form 8870*

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

**1 List all officers, directors, trustees, foundation managers and their compensation.**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| GARY COOPER<br>ONE ARIZONA CENTER, PHOENIX, AZ 85004 | DIRECTOR<br>0.00 | 0. | 0. | 0. |
| DAVID E. WEISS<br>ONE ARIZONA CENTER, PHOENIX, AZ 85004 | DIRECTOR<br>0.00 | 0. | 0. | 0. |
| CHRISTINE COOPER<br>ONE ARIZONA CENTER, PHOENIX, AZ 85004 | DIRECTOR<br>0.00 | 0. | 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



923551
02-02-10

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

**3 Five highest-paid independent contractors for professional services. 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 ▶ 0

## 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 | 0. |
| 2 | |
| 3 | |
| 4 | |

## Part IX-B Summary of Program-Related Investments

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 | |
| 2 | |
| All other program-related investments. See instructions. | |
| 3 N/A | 0. |
| **Total.** Add lines 1 through 3 ▶ | 0. |

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

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 1,183,951. |
| b | Average of monthly cash balances | 1b | 459,331. |
| c | Fair market value of all other assets | 1c | 441,235. |
| d | **Total** (add lines 1a, b, and c) | 1d | 2,084,517. |
| 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 | 2,084,517. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 31,268. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 2,053,249. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 102,662. |

**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 | 102,662. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 — 2a: 167. | | |
| b | Income tax for 2009. (This does not include the tax from Part VI.) — 2b: | | |
| c | Add lines 2a and 2b | 2c | 167. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 102,495. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 102,495. |
| 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 | 102,495. |

**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 | 503,500. |
| 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 | 503,500. |
| 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 | 167. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 503,333. |

**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.



923571
02-02-10

**Part XIII Undistributed Income** (see instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|---|---|---|---|---|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 102,495. |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | 0. | |
| b Total for prior years: ___ , ___ , ___ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2009: | | | | |
| a From 2004 437,721. | | | | |
| b From 2005 434,683. | | | | |
| c From 2006 483,931. | | | | |
| d From 2007 535,554. | | | | |
| e From 2008 565,693. | | | | |
| f **Total** of lines 3a through e | 2,457,582. | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 503,500. | | | | |
| a Applied to 2008, 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 2009 distributable amount | | | | 102,495. |
| e Remaining amount distributed out of corpus | 401,005. | | | |
| 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 | 2,858,587. | | | |
| 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 2008. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 | 437,721. | | | |
| 9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a | 2,420,866. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2005 434,683. | | | | |
| b Excess from 2006 483,931. | | | | |
| c Excess from 2007 535,554. | | | | |
| d Excess from 2008 565,693. | | | | |
| e Excess from 2009 401,005. | | | | |

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

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

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 of the person to whom applications should be addressed:

SEE STATEMENT 10

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<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| *a Paid during the year* | | | | |
| SEE ATTACHED STATEMENT | NONE | PUBLIC CHARITY | CHARITABLE | |
| **Total** | | | ▶ 3a | 0. |
| *b Approved for future payment* | | | | |
| NONE | | | | |
| **Total** | | | ▶ 3b | 0. |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | Unrelated business income (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | Excluded by section 512, 513, or 514 (d) Amount | (e) Related or exempt function income |
|---|---|---|---|---|---|
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 31,086. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | 14 | 6,634. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | <1,072,773.> | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | <1,035,053.> | 0. |

**13 Total.** Add line 12, columns (b), (d), and (e) 13 <1,035,053.>

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

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). |
|---|---|
| | N/A |

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

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

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

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

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

b If "Yes," complete the following schedule

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

**Sign Here**

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

▶ Signature of officer or trustee — Date 9-2010 ▶ Title

**Paid Preparer's Use Only**

| | | Date | Check if self-employed ▶ ☐ | Preparer's identifying number |
|---|---|---|---|---|
| Preparer's signature ▶ | | 09/29/10 | | P00857640 |
| Firm's name (or yours if self-employed), address, and ZIP code ▶ | GENSPRING FAMILY OFFICES, LLC<br>2355 E. CAMELBACK RD., SUITE 750<br>PHOENIX, AZ 85016 | | EIN ▶<br>Phone no. 602-385-3266 | |



923622
02-02-10

**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 | CHARLES SCHWAB -0380 (SEE ATTACHED) | P | VARIOUS | VARIOUS |
| b | CHARLES SCHWAB -0380 (SEE ATTACHED) | P | VARIOUS | VARIOUS |
| c | CHARLES SCHWAB -6315 (SEE ATTACHED) | P | VARIOUS | VARIOUS |
| d | CHARLES SCHWAB -6315 (SEE ATTACHED) | P | VARIOUS | VARIOUS |
| e | CHARLES SCHWAB -1601 (SEE ATTACHED) | P | VARIOUS | VARIOUS |
| f | CHARLES SCHWAB -1601 (SEE ATTACHED) | P | VARIOUS | VARIOUS |
| g | OKUMUS OPPORTUNITY FUND, LTD (OFFSHORE) | P | 07/01/07 | 03/31/09 |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | (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 | 97,148. | | 98,427. | <1,279.> |
| b | 79,335. | | 153,279. | <73,944.> |
| c | 39,785. | | 47,582. | <7,797.> |
| d | 43,854. | | 31,780. | 12,074. |
| e | 50,337. | | 44,075. | 6,262. |
| f | 454,631. | | 652,164. | <197,533.> |
| g | | | 810,556. | <810,556.> |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | | <1,279.> |
| b | | | | <73,944.> |
| c | | | | <7,797.> |
| d | | | | 12,074. |
| e | | | | 6,262. |
| f | | | | <197,533.> |
| g | | | | <810,556.> |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | | | |
|---|---|---|---|
| 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 | <1,072,773.> |
| 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 |

COOPER FAMILY FOUNDATION EIN 86-0905824

GenSpring Family Offices
REALIZED GAINS AND LOSSES
Aletheia Research & Management
Cooper Family Foundation
31640380
From 01-01-09 Through 12-31-09

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 1/12/2007 | 1/6/2009 | 10 | GENERAL ELEC CO COM | 379 73 | | 165 76 | | -213 97 |
| 3/5/2008 | 1/6/2009 | 300 | GENERAL ELEC CO COM | 10081 68 | | 4972 66 | -5109 02 | |
| 3/5/2008 | 1/7/2009 | 15 | CATERPILLAR INC | 1084 98 | | 659 12 | -425 86 | |
| 1/12/2007 | 1/7/2009 | 15 | COCA COLA CO COM | 729 16 | | 652 96 | | -76 2 |
| 7/16/2008 | 1/7/2009 | 10 | STERICYCLE INC | 552 17 | | 487 09 | -65 08 | |
| 1/12/2007 | 1/7/2009 | 40 | ***TITANIUM METALS CORP COM | 1180 04 | | 331 28 | | -848 76 |
| 1/12/2007 | 1/7/2009 | 30 | ***WEBMD HEALTH CORP CL A | 1341 | | 655 86 | | -685 14 |
| 3/5/2008 | 1/9/2009 | 5 | CATERPILLAR INC | 361 66 | | 213 42 | -148 24 | |
| 11/13/2007 | 1/9/2009 | 20 | CATERPILLAR INC | 1422 6 | | 853 69 | | -568 91 |
| 1/12/2007 | 1/9/2009 | 240 | CHESAPEAKE ENERGY CORPORATION OK | 6727 58 | | 4046 92 | | -2680 66 |
| 1/12/2007 | 1/9/2009 | 25 | ***EMERSON ELECTRIC CO | 1103 97 | | 879 04 | | -224 93 |
| 12/26/2008 | 1/9/2009 | 5 | STREETTRACKS GOLD TR GOLD SHS | 424 09 | | 401 1 | -22 99 | |
| 7/10/2007 | 1/9/2009 | 30 | INTERNATIONAL BUSINESS MACHS CORP COM | 3274 57 | | 2546 13 | | -728 44 |
| 8/12/2008 | 1/9/2009 | 25 | SUNPOWER CORP COM CL A | 1891 21 | | 951 67 | -939 54 | |
| 1/12/2007 | 1/9/2009 | 210 | ***TITANIUM METALS CORP COM | 6195 22 | | 1702 46 | | -4492 76 |
| 1/12/2007 | 1/12/2009 | 55 | WAL MART STORES INC COM | 2639 34 | | 2820 78 | | 181 44 |
| 12/3/2007 | 1/26/2009 | 10 | DEVON ENERGY CORP NEW COM | 835 57 | | 617 54 | | -218 03 |
| 1/12/2007 | 1/26/2009 | 10 | DEVON ENERGY CORP NEW COM | 653 42 | | 617 54 | | -35 88 |
| 10/6/2008 | 1/26/2009 | 5 | FLUOR CORP COM | 207 11 | | 184 7 | -22 41 | |
| 1/12/2007 | 1/26/2009 | 5 | COCA COLA CO COM | 243 05 | | 193 84 | | -49 21 |
| 1/12/2007 | 1/26/2009 | 10 | PROCTER & GAMBLE CO COM | 650 37 | | 540 15 | | -110 22 |
| 3/5/2008 | 2/4/2009 | 25 | AGNICO EAGLE MINES LTD COM | 1840 08 | | 1319 61 | -520 47 | |
| 1/8/2008 | 2/4/2009 | 45 | AGNICO EAGLE MINES LTD COM | 2747 4 | | 2375 31 | | -372 09 |
| 11/13/2007 | 2/4/2009 | 10 | CATERPILLAR INC | 711 3 | | 304 05 | | -407 25 |
| 1/12/2007 | 2/4/2009 | 15 | CATERPILLAR INC | 891 32 | | 456 08 | | -435 24 |
| 5/20/2008 | 2/4/2009 | 65 | DEERE & COMPANY | 5355 6 | | 2468 26 | -2887 34 | |
| 7/10/2007 | 2/4/2009 | 20 | INTERNATIONAL BUSINESS MACHS CORP COM | 2183 05 | | 1873 04 | | -310 01 |
| 4/22/2008 | 2/4/2009 | 105 | ***WEBMD HEALTH CORP CL A | 3008 5 | | 2379 62 | -628 88 | |
| 2/20/2008 | 2/10/2009 | 15 | NEWMONT MINING CORP HOLDING CO | 758 26 | | 590 12 | -168 14 | |
| 1/8/2008 | 2/19/2009 | 10 | AGNICO EAGLE MINES LTD COM | 610 53 | | 503 58 | | -106 95 |
| 2/10/2009 | 2/19/2009 | 35 | MARKET VECTORS ETF TR GOLD MINER ETF | 1227 02 | | 1236 58 | 9 56 | |
| 12/26/2008 | 2/19/2009 | 10 | STREETTRACKS GOLD TR GOLD SHS | 848 17 | | 938 35 | 90 18 | |
| 7/3/2007 | 2/19/2009 | 75 | NORDSTROM INC COM | 3739 97 | | 894 67 | | -2845 3 |
| 12/21/2007 | 2/19/2009 | 90 | NORDSTROM INC COM | 3252 75 | | 1073 61 | | -2179 14 |
| 1/12/2007 | 2/19/2009 | 195 | MACYS INC COM | 7640 12 | | 1538 81 | | -6101 31 |
| 1/12/2007 | 2/19/2009 | 30 | MACYS INC COM | 1175 34 | | 236 74 | | -938 6 |
| 2/20/2008 | 2/19/2009 | 45 | NEWMONT MINING CORP HOLDING CO | 2274 77 | | 1862 56 | -412 21 | |
| 11/1/2007 | 2/19/2009 | 55 | NEWMONT MINING CORP HOLDING CO | 2759 93 | | 2276 46 | | -483 47 |
| 8/12/2008 | 2/19/2009 | 60 | SUNPOWER CORP COM CL A | 4538 9 | | 1994 68 | -2544 22 | |
| 10/28/2008 | 2/19/2009 | 10 | SUNPOWER CORP COM CL A | 316 25 | | 332 45 | 16 2 | |
| 7/7/2008 | 2/20/2009 | 120 | DELL COMPUTER CORP | 2754 17 | | 952 04 | -1802 13 | |
| 1/12/2007 | 2/20/2009 | 15 | DEVON ENERGY CORP NEW COM | 980 13 | | 687 29 | | -292 84 |
| 11/1/2007 | 2/20/2009 | 15 | NEWMONT MINING CORP HOLDING CO | 752 71 | | 647 84 | | -104 87 |
| 1/8/2008 | 2/27/2009 | 70 | AGNICO EAGLE MINES LTD COM | 4273 74 | | 3501 73 | | -772 01 |
| 1/12/2007 | 2/27/2009 | 35 | ALNYLAM PHARMACEUTICAL COM | 769 29 | | 633 74 | | -135 55 |
| 1/12/2007 | 2/27/2009 | 20 | DEVON ENERGY CORP NEW COM | 1306 84 | | 879 12 | | -427 72 |
| 2/10/2009 | 2/27/2009 | 35 | MARKET VECTORS ETF TR GOLD MINER ETF | 1227 02 | | 1156 78 | -70 24 | |
| 1/12/2007 | 2/27/2009 | 10 | GOLDCORP INC NEW COM | 262 35 | | 271 55 | | 9 2 |
| 11/1/2007 | 2/27/2009 | 15 | NEWMONT MINING CORP HOLDING CO | 752 71 | | 608 09 | | -144 62 |
| 10/28/2008 | 2/27/2009 | 15 | SUNPOWER CORP COM CL A | 474 37 | | 410 44 | -63 93 | |
| 1/4/2008 | 3/6/2009 | 185 | DELTA PETE CORP COM NEW | 3821 8 | | 195 21 | | -3626 59 |
| 1/12/2007 | 3/6/2009 | 15 | MURPHY OIL CORP COM | 695 97 | | 582 66 | | -113 31 |
| 11/19/2008 | 3/6/2009 | 40 | SEPRACOR INC | 546 47 | | 530 88 | -15 59 | |
| 1/12/2007 | 3/6/2009 | 35 | ***TITANIUM METALS CORP COM | 1032 54 | | 122 53 | | -910 01 |
| 1/8/2008 | 3/12/2009 | 15 | AGNICO EAGLE MINES LTD COM | 915 8 | | 720 34 | | -195 46 |
| 1/12/2007 | 3/12/2009 | 270 | GOLDCORP INC NEW COM | 7083 35 | | 7575 24 | | 491 89 |
| 7/7/2008 | 3/17/2009 | 20 | DELL COMPUTER CORP | 459 03 | | 161 66 | -297 37 | |
| 2/26/2008 | 3/17/2009 | 80 | MEDTRONIC INC COM | 3995 91 | | 2252 96 | | -1742 95 |
| 3/14/2008 | 3/17/2009 | 55 | MEDTRONIC INC COM | 2617 55 | | 1548 91 | | -1068 64 |
| 1/12/2007 | 3/17/2009 | 15 | MURPHY OIL CORP COM | 695 97 | | 682 34 | | -13 63 |
| 7/16/2008 | 3/24/2009 | 60 | STERICYCLE INC | 3312 99 | | 2833 83 | -479 16 | |
| 1/12/2007 | 4/23/2009 | 280 | ***TITANIUM METALS CORP COM | 8260 29 | | 1700 17 | | -6560 12 |
| 8/16/2007 | 4/23/2009 | 220 | ***TITANIUM METALS CORP COM | 6286 1 | | 1335 85 | | -4950 25 |
| 1/12/2007 | 5/6/2009 | 95 | AMERICAN EXPRESS CO COM | 5639 8 | | 2541 69 | | -3098 11 |
| 12/13/2007 | 5/6/2009 | 130 | AMERICAN EXPRESS CO COM | 6804 38 | | 3478 1 | | -3326 28 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 3/5/2008 | 5/6/2009 | 140 AMERICAN EXPRESS CO COM | 5931 67 | | 3745 65 | | -2186 02 |
| 1/7/2009 | 5/6/2009 | 290 ***BANK OF AMERICA CORP | 4094 45 | | 3579 59 | -514 86 | |
| 3/17/2009 | 5/6/2009 | 470 ***BANK OF AMERICA CORP | 2908 69 | | 5801 41 | 2892 72 | |
| 3/6/2009 | 5/6/2009 | 235 BLACKSTONE GROUP LP | 1363 74 | | 3158 62 | 1794 88 | |
| 3/17/2009 | 5/19/2009 | 145 ***BANK OF AMERICA CORP | 897 36 | | 1637 35 | 739 99 | |
| 2/24/2009 | 5/20/2009 | 95 AMERICAN EXPRESS CO COM | 1167 96 | | 2299 89 | 1131 93 | |
| 3/6/2009 | 5/22/2009 | 140 BLACKSTONE GROUP LP | 812 44 | | 1508 81 | 696 37 | |
| 1/9/2009 | 5/27/2009 | 180 WHOLE FOODS MARKET INC | 2332 36 | | 3267 5 | 935 14 | |
| 3/6/2009 | 6/3/2009 | 165 BLACKSTONE GROUP LP | 957 52 | | 1721 41 | 763 89 | |
| 8/27/2008 | 7/22/2009 | 20 CANADIAN NAT RES LTD COM | 1722 61 | | 1103 5 | -619 11 | |
| 1/2/2008 | 7/22/2009 | 15 PETROLEO BRASILEIRO SA SPONSORED ADR | 879 41 | | 602 7 | | -276 71 |
| 3/4/2009 | 7/22/2009 | 5 ***TRANSOCEAN INC | 288 24 | | 367 96 | 79 72 | |
| 11/19/2008 | 7/28/2009 | 235 SEPRACOR INC | 3210 54 | | 3772 9 | 562 36 | |
| 11/1/2007 | 7/31/2009 | 25 NEWMONT MINING CORP HOLDING CO | 1254 51 | | 1027 85 | | -226 66 |
| 1/12/2007 | 7/31/2009 | 40 NEWMONT MINING CORP HOLDING CO | 1734 52 | | 1644 56 | | -89 96 |
| 7/1/2008 | 8/3/2009 | 55 OILSANDS QUEST INC COM | 373 72 | | 39 99 | | -333 73 |
| 9/5/2007 | 8/3/2009 | 75 OILSANDS QUEST INC COM | 378 75 | | 54 54 | | -324 21 |
| 1/9/2009 | 8/10/2009 | 220 WHOLE FOODS MARKET INC | 2850 66 | | 6107 29 | 3256 63 | |
| 5/28/2009 | 8/13/2009 | 220 ***BANK OF AMERICA CORP | 2455 35 | | 3642 83 | 1187 48 | |
| 3/17/2009 | 8/13/2009 | 60 ***BANK OF AMERICA CORP | 371 32 | | 993 5 | 622 18 | |
| 2/24/2009 | 9/10/2009 | 75 AMERICAN EXPRESS CO COM | 922 08 | | 2548 8 | 1626 72 | |
| 6/12/2009 | 9/10/2009 | 115 ***MARVEL ENTERPRISES INC COM | 4280 37 | | 5684 03 | 1403 66 | |
| 3/4/2009 | 9/17/2009 | 5 ***TRANSOCEAN INC | 288 24 | | 404 48 | 116 24 | |
| 3/4/2009 | 9/21/2009 | 50 ***TRANSOCEAN INC | 2882 42 | | 4200 64 | 1318 21 | |
| 10/17/2008 | 9/24/2009 | 40 MONSANTO CO NEW COM | 3245 78 | | 3052 59 | -193 19 | |
| 5/28/2009 | 9/24/2009 | 5 MONSANTO CO NEW COM | 398 52 | | 381 57 | -16 95 | |
| 6/25/2008 | 10/16/2009 | 160 METRO GOLDWYN MAYER COM | 6288 29 | | 1891 16 | | -4397 13 |
| 8/5/2008 | 10/16/2009 | 5 METRO GOLDWYN MAYER COM | 173 67 | | 59 1 | | -114 57 |
| 9/27/2007 | 10/16/2009 | 45 SUNTECH PWR HLDGS CO ADR | 1846 17 | | 646 98 | | -1199 19 |
| 11/4/2008 | 10/16/2009 | 110 VALERO REFNG & MKTNG CO | 2323 7 | | 2166 86 | -156 84 | |
| 12/8/2008 | 10/27/2009 | 110 MOSAIC CO COM | 3336 55 | | 5404 04 | 2067 49 | |
| 9/27/2007 | 10/29/2009 | 85 SUNTECH PWR HLDGS CO ADR | 3487 21 | | 1108 91 | | -2378 3 |
| 7/31/2009 | 10/29/2009 | 185 SUNTECH PWR HLDGS CO ADR | 3405 17 | | 2413 52 | -991 65 | |
| 1/8/2008 | 10/30/2009 | 10 AGNICO EAGLE MINES LTD COM | 610 53 | | 522 42 | | -88 11 |
| 12/26/2008 | 10/30/2009 | 15 AGNICO EAGLE MINES LTD COM | 705 36 | | 783 62 | 78 25 | |
| 4/22/2008 | 11/6/2009 | 10 GENERAL CABLE DEL NEW COM | 710 55 | | 298 26 | | -412 29 |
| 2/23/2007 | 11/6/2009 | 245 L-1 IDENTITY SOLUTIONS COM | 4162 1 | | 1445 45 | | -2716 65 |
| 1/4/2008 | 11/16/2009 | 210 DELTA PETE CORP COM NEW | 4338 27 | | 214 51 | | -4123 76 |
| 9/17/2009 | 11/16/2009 | 1210 DELTA PETE CORP COM NEW | 4982 29 | | 1236 | -3746 29 | |
| 11/4/2008 | 11/16/2009 | 200 VALERO REFNG & MKTNG CO | 4224 91 | | 3422 16 | | -802 75 |
| 2/8/2007 | 12/4/2009 | 45 AES CORP | 1001 69 | | 569 53 | | -432 16 |
| 11/5/2009 | 12/4/2009 | 95 ***BANK OF AMERICA CORP | 1424 19 | | 1507 61 | 83 42 | |
| 8/6/2009 | 12/4/2009 | 15 COEUR D ALENE MINES ID COM | 241 81 | | 305 14 | 63 33 | |
| 2/10/2009 | 12/4/2009 | 15 MARKET VECTORS ETF TR GOLD MINER ETF | 525 87 | | 745 2 | 219 33 | |
| 11/19/2008 | 12/4/2009 | 5 STREETTRACKS GOLD TR GOLD SHS | 373 27 | | 555 99 | | 182 72 |
| 8/5/2008 | 12/4/2009 | 40 METRO GOLDWYN MAYER COM | 1389 37 | | 410 43 | | -978 94 |
| 4/18/2008 | 12/4/2009 | 35 NASDAQ STOCK MARKET COM | 1447 93 | | 667 81 | | -780 12 |
| 1/2/2008 | 12/4/2009 | 45 PETROLEO BRASILEIRO SA SPONSORED ADR | 2638 23 | | 2285 84 | | -352 39 |
| 7/31/2009 | 12/4/2009 | 15 SUNPOWER CORP COM CL A | 486 91 | | 315 2 | -171 71 | |
| TOTAL GAINS | | | | | | 21755 88 | 865 25 |
| TOTAL LOSSES | | | | | | -23033 42 | -74809 08 |
| | | | 251706 4 | 0 | 176485 | -1277 54 | -73943 83 |

| | | |
|---|---|---|
| TOTAL REALIZED GAIN/LOSS | | -75221 37 |
| Total Short Term Proceeds | 97149 | |
| Total Short Term Cost Basis | 98427 | |
| Total Long Term Proceeds | 79335 | |
| Total Long Term Cost Basis | 153279 | |

GenSpring Family Offices
REALIZED GAINS AND LOSSES
Okumus Opportunity Partners, LP Offshore
Cooper Family Foundation
02200300002602
From 01-01-09 Through 12-31-09

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| TOTAL GAINS | | | | | | | 0 | 0 |
| TOTAL LOSSES | | | | | | | 0 | 0 |
| | | | | 0 | 0 | 0 | 0 | 0 |

TOTAL REALIZED GAIN/LOSS 0

| | |
|---|---|
| Total Short Term Proceeds | 0 |
| Total Short Term Cost Basis | 0 |
| Total Long Term Proceeds | 0 |
| Total Long Term Cost Basis | 0 |

GenSpring Family Offices
REALIZED GAINS AND LOSSES
Wilkinson O'Grady
Cooper Family Foundation
11916315
From 01-01-09 Through 12-31-09

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 8/20/2003 | 2/2/2009 | 200 | BHP BILLITON LTD SPONSORED ADR | 2808 42 | | 7485 | | 4676 58 |
| 6/23/2003 | 2/20/2009 | 200 | PLUM CREEK TIMBER CO INCCOM | 5313 96 | | 5869 25 | | 555 29 |
| 11/30/2004 | 2/20/2009 | 100 | SAN JUAN BASIN RTY TR UNIT BEN INT | 3066 | | 1496 67 | | -1569 33 |
| 6/3/2003 | 2/20/2009 | 200 | SAN JUAN BASIN RTY TR UNIT BEN INT | 3629 36 | | 2993 33 | | -636 03 |
| 12/5/2006 | 4/22/2009 | 100 | ***JOHNSON & JOHNSON COM | 6638 8 | | 5165 49 | | -1473 31 |
| 7/11/2001 | 4/22/2009 | 100 | ***JOHNSON & JOHNSON COM | 5280 98 | | 5165 49 | | -115 49 |
| 2/27/2009 | 6/4/2009 | 30000 | UNITED STATES TREAS NTS 2 625% Due 02-29-16 | 29969 53 | 1 06 | 28942 97 | -1027 62 | |
| 12/10/2004 | 6/23/2009 | 200 | MONSANTO CO NEW COM | 5042 | | 15678 84 | | 10636 84 |
| 7/7/2009 | 11/17/2009 | 300 | PROSHARES TR PSHS ULSHT SP500 | 17612 95 | | 10842 07 | -6770 88 | |
| TOTAL GAINS | | | | | | | 0 | 15868 71 |
| TOTAL LOSSES | | | | | | | -7798 5 | -3794 16 |
| | | | | 79362 | 1 06 | 83639 11 | -7798 5 | 12074 55 |

| | |
|---|---|
| TOTAL REALIZED GAIN/LOSS | 4276 05 |
| Total Short Term Proceeds | 39785 |
| Total Short Term Cost Basis | 47582 |
| Total Long Term Proceeds | 43854 |
| Total Long Term Cost Basis | 31780 |

COOPER FAMILY FOUNDATION EIN 86-0905824

GenSpring Family Offices
REALIZED GAINS AND LOSSES
Mutual Funds
Cooper Family Foundation
24961601
From 01-01-09 Through 12-31-09

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 12/26/2007 | 5/8/2009 | 519 342 | LAZARD FDS INC EMERGING MKTS INSTL | 12391 49 | | 6951 92 | | -5439 57 |
| 12/26/2007 | 5/8/2009 | 173 856 | LAZARD FDS INC EMERGING MKTS INSTL | 4148 21 | | 2327 24 | | -1820 97 |
| 12/26/2007 | 5/8/2009 | 67 295 | LAZARD FDS INC EMERGING MKTS INSTL | 1605 65 | | 900 81 | | -704 84 |
| 8/27/2007 | 5/8/2009 | 34 736 | LAZARD FDS INC EMERGING MKTS INSTL | 809 7 | | 464 98 | | -344 72 |
| 8/27/2007 | 5/8/2009 | 20 261 | LAZARD FDS INC EMERGING MKTS INSTL | 472 28 | | 271 21 | | -201 07 |
| 1/16/2008 | 5/8/2009 | 4427 591 | LAZARD FDS INC EMERGING MKTS INSTL | 100000 | | 59267 83 | | -40732 17 |
| 12/20/2006 | 5/8/2009 | 306 12 | LAZARD FDS INC EMERGING MKTS INSTL | 6278 53 | | 4097 73 | | -2180 8 |
| 12/20/2006 | 5/8/2009 | 145 132 | LAZARD FDS INC EMERGING MKTS INSTL | 2976 66 | | 1942 74 | | -1033 92 |
| 12/20/2006 | 5/8/2009 | 61 459 | LAZARD FDS INC EMERGING MKTS INSTL | 1260 52 | | 822 69 | | -437 83 |
| 8/25/2008 | 5/8/2009 | 318 253 | LAZARD FDS INC EMERGING MKTS INSTL | 6415 99 | | 4260 14 | -2155 85 | |
| 8/25/2008 | 5/8/2009 | 79 425 | LAZARD FDS INC EMERGING MKTS INSTL | 1601 2 | | 1063 18 | -538 02 | |
| 8/28/2006 | 5/8/2009 | 89 631 | LAZARD FDS INC EMERGING MKTS INSTL | 1704 78 | | 1199 8 | | -504 98 |
| 8/28/2006 | 5/8/2009 | 21 176 | LAZARD FDS INC EMERGING MKTS INSTL | 402 76 | | 283 46 | | -119 3 |
| 8/28/2006 | 5/8/2009 | 5 56 | LAZARD FDS INC EMERGING MKTS INSTL | 105 75 | | 74 43 | | -31 32 |
| 12/1/2005 | 5/8/2009 | 2285 209 | LAZARD FDS INC EMERGING MKTS INSTL | 43101 19 | | 30589 86 | | -12511 33 |
| 12/20/2005 | 5/8/2009 | 258 854 | LAZARD FDS INC EMERGING MKTS INSTL | 4527 35 | | 3465 03 | | -1062 32 |
| 12/20/2005 | 5/8/2009 | 119 68 | LAZARD FDS INC EMERGING MKTS INSTL | 2093 21 | | 1602 04 | | -491 17 |
| 12/20/2005 | 5/8/2009 | 47 135 | LAZARD FDS INC EMERGING MKTS INSTL | 824 39 | | 630 95 | | -193 44 |
| 8/29/2005 | 5/8/2009 | 25 064 | LAZARD FDS INC EMERGING MKTS INSTL | 406 79 | | 335 51 | | -71 28 |
| 7/8/2005 | 5/8/2009 | 2155 534 | LAZARD FDS INC EMERGING MKTS INSTL | 33250 | | 28854 02 | | -4395 98 |
| 12/22/2008 | 5/8/2009 | 521 965 | LAZARD FDS INC EMERGING MKTS INSTL | 5522 39 | | 6987 03 | 1464 64 | |
| 12/22/2008 | 5/8/2009 | 340 789 | LAZARD FDS INC EMERGING MKTS INSTL | 3605 55 | | 4561 81 | 956 26 | |
| 12/22/2008 | 5/8/2009 | 289 339 | LAZARD FDS INC EMERGING MKTS INSTL | 3061 21 | | 3873 1 | 811 89 | |
| 12/28/2007 | 8/7/2009 | 334 19 | DODGE & COX FDS INTL STK FD | 15426 2 | | 9649 86 | | -5776 34 |
| 12/28/2007 | 8/7/2009 | 307 136 | DODGE & COX FDS INTL STK FD | 14177 41 | | 8868 67 | | -5308 74 |
| 12/28/2007 | 8/7/2009 | 90 974 | DODGE & COX FDS INTL STK FD | 4199 35 | | 2626 91 | | -1572 44 |
| 12/28/2006 | 8/7/2009 | 154 404 | DODGE & COX FDS INTL STK FD | 6735 11 | | 4458 47 | | -2276 64 |
| 12/28/2006 | 8/7/2009 | 128 715 | DODGE & COX FDS INTL STK FD | 5614 57 | | 3716 69 | | -1897 88 |
| 12/28/2006 | 8/7/2009 | 39 353 | DODGE & COX FDS INTL STK FD | 1716 56 | | 1136 33 | | -580 23 |
| 1/16/2008 | 8/7/2009 | 1175 329 | DODGE & COX FDS INTL STK FD | 50000 | | 33938 06 | | -16061 94 |
| 1/26/2005 | 8/7/2009 | 3172 427 | DODGE & COX FDS INTL STK FD | 95942 98 | | 91605 01 | | -4337 97 |
| 6/19/2008 | 8/7/2009 | 191 988 | PIMCO COMMODITY REAL RETURN INST | 3824 4 | | 1468 02 | | -2356 38 |
| 3/20/2008 | 8/7/2009 | 182 282 | PIMCO COMMODITY REAL RETURN INST | 3282 89 | | 1393 8 | | -1889 09 |
| 9/22/2005 | 8/7/2009 | 221 311 | PIMCO COMMODITY REAL RETURN INST | 3855 24 | | 1692 23 | | -2163 01 |
| 12/14/2005 | 8/7/2009 | 25 811 | PIMCO COMMODITY REAL RETURN INST | 447 3 | | 197 36 | | -249 94 |
| 12/14/2005 | 8/7/2009 | 8 065 | PIMCO COMMODITY REAL RETURN INST | 139 77 | | 61 67 | | -78 1 |
| 1/16/2008 | 8/7/2009 | 3550 918 | PIMCO COMMODITY REAL RETURN INST | 60000 | | 27151 71 | | -32848 29 |
| 6/23/2005 | 8/7/2009 | 101 597 | PIMCO COMMODITY REAL RETURN INST | 1645 87 | | 776 85 | | -869 02 |
| 12/27/2007 | 8/7/2009 | 257 311 | PIMCO COMMODITY REAL RETURN INST | 4147 85 | | 1967 5 | | -2180 35 |
| 4/20/2005 | 8/7/2009 | 2392 09 | PIMCO COMMODITY REAL RETURN INST | 38503 82 | | 18290 86 | | -20212 96 |
| 12/9/2009 | 12/22/2009 | 67 159 | DFA INVT DIMENSION GRP EMRG MKTS VAL | 2045 65 | | 2041 61 | -4 04 | |
| 12/9/2009 | 12/22/2009 | 37 927 | DFA INVT DIMENSION GRP EMRG MKTS VAL | 1155 25 | | 1152 97 | -2 28 | |
| 12/9/2009 | 12/22/2009 | 14 391 | DFA INVT DIMENSION GRP EMRG MKTS VAL | 438 35 | | 437 48 | -0 87 | |
| 9/9/2009 | 12/22/2009 | 13 466 | DFA INVT DIMENSION GRP EMRG MKTS VAL | 382 43 | | 409 36 | 26 93 | |
| 6/9/2009 | 12/22/2009 | 26 919 | DFA INVT DIMENSION GRP EMRG MKTS VAL | 651 72 | | 818 33 | 166 61 | |
| 5/8/2009 | 12/22/2009 | 662 517 | DFA INVT DIMENSION GRP EMRG MKTS VAL | 14638 66 | | 20140 25 | 5501 59 | |
| 12/21/2009 | 12/22/2009 | 145 716 | DODGE & COX FDS INTL STK FD | 4556 54 | | 4591 56 | 35 02 | |
| 1/26/2005 | 12/22/2009 | 1123 71 | DODGE & COX FDS INTL STK FD | 33984 1 | | 35408 44 | | 1424 34 |
| 4/20/2005 | 12/22/2009 | 1823 422 | PIMCO COMMODITY REAL RETURN INST | 29350 37 | | 15000 | | -14350 37 |
| 3/25/2008 | 12/23/2009 | 17 498 | VANGUARD INDEX FDS REIT ETF | 1114 25 | | 806 17 | | -308 08 |
| 6/24/2008 | 12/23/2009 | 31 089 | VANGUARD INDEX FDS REIT ETF | 1810 26 | | 1432 34 | | -377 92 |
| 9/24/2008 | 12/23/2009 | 30 667 | VANGUARD INDEX FDS REIT ETF | 1775 28 | | 1412 89 | | -362 39 |
| 1/17/2008 | 12/23/2009 | 1030 746 | VANGUARD INDEX FDS REIT ETF | 58111 32 | | 47488 68 | | -10622 64 |
| TOTAL GAINS | | | | | | | 8962 94 | 1424 34 |
| TOTAL LOSSES | | | | | | | -2701 06 | -198957 72 |
| | | | | 696239 1 | 0 | 504967 6 | 6261 88 | -197533 38 |

| | |
|---|---|
| TOTAL REALIZED GAIN/LOSS | -191271 5 |
| Total Short Term Proceeds | 50337 |
| Total Short Term Cost Basis | 44075 |
| Total Long Term Proceeds | 454631 |
| Total Long Term Cost Basis | 652164 |

2009 Schedule of Contributions

| Description | Amount |
|---|---|
| Jt. Council on Int'l Children's Service | 10,000 |
| Oakwood Foundation | 50,000 |
| SAIL | 25,000 |
| Seeds of Love (Semillas de Amour) | 1,000 |
| Broadway Cares | 30,000 |
| Crisis Nursery | 50,000 |
| Seeds of Love (Semillas de Amour) | 1,000 |
| Alliance for Community Care | 35,000 |
| Seeds of Love (Semillas de Amour) | 5,000 |
| Camp Ahwaga | 15,000 |
| Seeds of Love (Semillas de Amour) | 15,000 |
| Christina's Smiles | 50,000 |
| University of Wisconsin | 100,000 |
| Tioga County Open Door Mission | 10,000 |
| Tioga County Boys & Girls Club | 20,000 |
| Tioga County Council on the Arts | 10,000 |
| Tioga County Rural Ministry | 10,000 |
| Allied Christians of Tioga County | 10,000 |
| Owego Little League | 10,000 |
| Owego Apalachin School District | 10,000 |
| A New Hope Center | 10,000 |
| The Oakwood Foundation | 10,000 |
| Seeds of Love (Semillas de Amour) | 5,000 |
| Seeds of Love (Semillas de Amour) | 10,000 |
| **Total** | **502,000** |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| SCHWAB -0380 | 5,046. | 0. | 5,046. |
| SCHWAB -1601 | 22,949. | 0. | 22,949. |
| SCHWAB -6315 | 3,091. | 0. | 3,091. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 31,086. | 0. | 31,086. |

FORM 990-PF OTHER INCOME STATEMENT 2

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| TAX REFUND | 6,634. | 6,634. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 6,634. | 6,634. | |

FORM 990-PF ACCOUNTING FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ACCOUNTING FEES | 3,000. | 1,500. | | 1,500. |
| TO FORM 990-PF, PG 1, LN 16B | 3,000. | 1,500. | | 1,500. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ADVISOR FEES | 18,679. | 18,679. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 18,679. | 18,679. | | 0. |

FORM 990-PF TAXES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FOREIGN TAXES PAID | 867. | 867. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 867. | 867. | | 0. |

FORM 990-PF OTHER FUNDS STATEMENT 6

| DESCRIPTION | (A) BEGINNING OF YEAR | (B) END OF YEAR |
|---|---|---|
| ENDOWMENT FUND | 3,641,178. | 2,081,163. |
| TOTAL TO FORM 990-PF, PART II, LINE 29 | 3,641,178. | 2,081,163. |

FORM 990-PF CORPORATE STOCK STATEMENT 7

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| WILKINSON O'GRADY - STOCKS | 209,733. | 285,044. |
| SCHWAB MUTUAL FUNDS - EQUITY | 553,707. | 581,734. |
| ALETHEIA | 374,345. | 377,580. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 1,137,785. | 1,244,358. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| GOLDENTREE INVESTMENT | COST | 250,000. | 377,922. |
| OKUMUS OPPORTUNITY (OFF SHORE), LP | COST | 0. | 0. |
| KAYNE ANDERSON CIF (OFF SHORE) | COST | 2,540. | 2,360. |
| KAYNE ANDRERSON - MEF (OFF SHORE) | COST | 300,691. | 188,461. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 553,231. | 568,743. |

| FORM 990-PF | OTHER LIABILITIES | STATEMENT 9 |
|---|---|---|

| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
|---|---|---|
| CONTRIBUTIONS IN TRANSIT | 11,000. | 20,000. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 11,000. | 20,000. |

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DAVID E. WEISS, ONE ARIZONA CENTER, PHOENIX, AZ 85004

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST INCLUDING DOCUMENTATION OF EXEMPTION UNDER 501(C)(3) AND COMPLETE DESCRIPTION OF EXEMPT FUNCTION ACTIVITIES.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

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

▶ File a separate application for each return

OMB No. 1545-1709

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

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

## 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<br>File by the due date for filing your return See instructions | Name of Exempt Organization<br>COOPER FAMILY FOUNDATION<br>C/O DAVID E. WEISS | **Employer identification number**<br>86-0905824 |
|---|---|---|
| | Number, street, and room or suite no If a P.O. box, see instructions.<br>SNELL & WILMER, ONE ARIZONA CENTER | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions<br>PHOENIX, AZ 85004-0001 | |

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

| | | |
|---|---|---|
| [ ] Form 990 | [ ] Form 990-T (corporation) | [ ] Form 4720 |
| [ ] Form 990-BL | [ ] Form 990-T (sec. 401(a) or 408(a) trust) | [ ] Form 5227 |
| [ ] Form 990-EZ | [ ] Form 990-T (trust other than above) | [ ] Form 6069 |
| [X] Form 990-PF | [ ] Form 1041-A | [ ] Form 8870 |

- The books are in the care of ▶ DAVID E. WEISS
ONE ARIZONA CENTER, PHOENIX, AZ - 85004
Telephone No.▶ (602) 382-6204 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 AUGUST 15, 2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] 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 | $ 4,253. |
| 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 | $ 4,253. |
| 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 | $ 0. |

**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

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

● If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

**Part II** **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

| | | |
|---|---|---|
| **Type or print** | Name of Exempt Organization<br>COOPER FAMILY FOUNDATION<br>C/O DAVID E. WEISS | **Employer identification number**<br>86-0905824 |
| File by the extended due date for filing the return See instructions | Number, street, and room or suite no. If a P.O. box, see instructions.<br>SNELL & WILMER, ONE ARIZONA CENTER | For IRS use only |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions<br>PHOENIX, AZ 85004-0001 | |

**Check type of return to be filed** (File a separate application for each return).

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec. 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870

[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

● The books are in the care of ▶ DAVID E. WEISS ONE ARIZONA CENTER, PHOENIX, AZ - 85004

Telephone No.▶ (602) 382-6204 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009 , or other tax year beginning ______, and ending ______.

6 If this tax year is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NECESSARY IN ORDER TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN

| | | | |
|---|---|---|---|
| 8a | 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. | 8a | $ 4,253. |
| b | If this application is for Form 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 and any amount paid previously with Form 8868. | 8b | $ 4,253. |
| c | **Balance Due.** Subtract line 8b from line 8a. 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. | 8c | $ 0. |

## Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ [signature] Title ▶ TAXPAYER'S AUTH. REP Date ▶ 8/13/10



923832
05-26-09