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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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

, 2010, 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

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

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

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ 1,850,561.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

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

C If exemption application is pending, check here ▶ ☐D 1 Foreign organizations, check here ▶ ☐2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)

	(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)	0.			
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	34,901.	34,901.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	22,935.			
b Gross sales price for all assets on line 6a	626,015.			
7 Capital gain net income (from Part IV, line 2)		22,935.		
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) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	57,836.	57,836.		
Operating and Administrative Expenses				
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)	4,126.	0.	0.	0.
c Other professional fees (attach schedule)	7,566.	7,566.		
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	11,692.	7,566.	0.	0.
Add lines 13 through 23	80,200.			80,200.
25 Contributions, gifts, grants paid	91,892.	7,566.	0.	80,200.
26 Total expenses and disbursements. Add lines 24 and 25				
27 Subtract line 26 from line 12	-34,056.			
a Excess of revenue over expenses and disbursements		50,270.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

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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		297,042.	398,107.	400,735.
	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 15 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) . .				
	b	Investments - corporate stock (attach schedule) ATCH 4	1,261,575.	1,130,288.	1,313,825.	
	c	Investments - corporate bonds (attach schedule) ATCH 5	136,081.	132,247.	136,001.	
	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)		1,694,698.	1,660,642.	1,850,561.	
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)			0.		
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 and complete lines 27 through 31. ▶ ☒					
	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 . .	1,694,698.	1,660,642.		
	30	Total net assets or fund balances (see page 17 of the instructions)	1,694,698.	1,660,642.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,694,698.	1,660,642.			

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	1,694,698.
2	Enter amount from Part I, line 27a	2	-34,056.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,660,642.
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	1,660,642.

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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	22,935.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
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.					

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))
2009			
2008			
2007			
2006			
2005			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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.

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 ☐ and enter "N/A" on line 1		1	1,005.
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 ☐ 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)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	1,005.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,005.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 482.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 1,600.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	2,082.
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	1,077.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 1,077. 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)?		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?		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?		X
If "Yes," attach a detailed description of the activities		
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?		X
If "Yes," attach the statement required by General Instruction T		
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 6		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 2010 or the taxable year beginning in 2010 (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 N/A				
14	The books are in care of ROBERT F. COOPER Telephone no 802-862-8004			
	Located at 176 MARINER'S COVE SHELburne, VT ZIP + 4 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		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 22 of the instructions)?	1b	
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 page 22 of the instructions)	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 2010 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 2010)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	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)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

5b

6b

7b

X

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 7		-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 24 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	1,474,818.
b	Average of monthly cash balances	1b	304,158.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,778,976.
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	1,778,976.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	26,685.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,752,291.
6	Minimum investment return. Enter 5% of line 5	6	87,615.

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	87,615.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,005.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,005.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	86,610.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	86,610.
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	86,610.

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	80,200.
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	80,200.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	80,200.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				86,610.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			79,755.	
b Total for prior years 20 08, 20 07, 20 06		185.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 80,200.				
a Applied to 2009, but not more than line 2a			79,755.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		185.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				260.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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				
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				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				86,350.
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	0.			

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

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 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 8

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**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATTACHMENT 9				
Total ▶ 3a				80,200.
b Approved for future payment				
Total ▶ 3b				

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

2010

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 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	1,506.
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 2009 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	1,506.

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 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	20,836.
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	593.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 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	21,429.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			1,506.
14 Net long-term gain or (loss):				
a Total for year	14a			21,429.
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			22,935.

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	()
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? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ 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? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ 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 2010 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 2010 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) 2010

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

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

2010

Name of estate or trust

COOPER FAMILY FOUNDATION, INC

Employer identification number

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

1,506.

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

Schedule D-1 (Form 1041) 2010

JSA
0F1221 1 000

MWN07X 771P 5/13/2011 1:21:08 PM V 10-6.1

PAGE 30

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	20,836.
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**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

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

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

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

Part I only ☐

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

Type or print 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	

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

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

- 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 is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15**, 20 **11**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 **10** or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	2082
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.	3b \$	482
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	1600

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 Paperwork Reduction Act Notice, see Instructions.

DANAHER ATTIG & PLANTE PC (Rev. 1-2011)**PO BOX 2166****SOUTH BURLINGTON, VT 05407**

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS	22,833.	22,833.
INTEREST	12,068.	12,068.
TOTAL	<u>34,901.</u>	<u>34,901.</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	4,126.			
TOTALS	<u>4,126.</u>	<u>0.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	7,566.	7,566.
TOTALS	<u>7,566.</u>	<u>7,566.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 4

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EQUITIES & MUTUAL FUNDS	1,130,288.	1,313,825.
TOTALS	<u>1,130,288.</u>	<u>1,313,825.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS - SEE ATTACHED	132,247.	136,001.
TOTALS	<u>132,247.</u>	<u>136,001.</u>

Account Number:
Account Name: COOPER FO

Statement Date: 12/01/2010 to 12/31/2010

20-1326428

NFP Securities, Inc.

FINRA / SIPC / Registered Investment Adviser

DETAIL

PORTFOLIO VALUE

NFS-provided estimated cost basis (including cost basis and short sale proceeds information provided to NFS by customers), realized gain and loss, and holding period information may not reflect all adjustments necessary for tax reporting purposes. Taxpayers should verify such information against their own records when calculating reportable gain or loss resulting from a sale, redemption, or exchange. NFS does not report such information to the IRS or other taxing authorities and is not responsible for the accuracy of such information. Taxpayers may be required to report to federal, state, and other taxing authorities. NFS makes no warranties with respect to, and specifically disclaims any liability arising out of a customer's use of, or any tax position taken in reliance upon, such information. Unless otherwise specified, NFS determines cost basis at the time of sale based on the average cost-single category (ACSC) method for open-end mutual funds and based on the first-in, first-out (FIFO) method for all other securities.

Amortization, accretion and similar adjustments to cost basis have been provided for many fixed income securities (and some bond-like equities), however, they are not provided for certain types, such as short-term instruments, Unit Investment Trusts, foreign fixed income securities, or those that are subject to early prepayment of principal (pay downs). Where current year premium or acquisition premium amortization is provided, the prior years' cumulative amortization is reflected in the adjusted cost basis, but we cannot provide a breakdown or the total of such prior amortization amounts.

LIMITATION ON COST BASIS INFORMATION: NFS's cost basis information system has a cumulative lifetime limit on how much activity it can track for each individual security position in an account. For this purpose, each buy, sell, dividend, wash sale disallowed loss, stock split, stock merger, etc., is an event. For some customers, this limit can be reached with approximately 1500 events. Upon reaching the limit, the system no longer displays or tracks cost basis information for the affected position, and such information will usually show as not available or unknown. Once the limit is reached, all cost basis information for the affected position will need to be tracked and updated by you, the investor.

Please note that the processing fee for physical certificates for non-DRS-eligible securities will increase to \$220 beginning 8-1-2009. The fee for DRS-eligible shares will remain at \$30. Please contact your financial representative with any questions. The Direct Registration System, or DRS, is an industry-wide initiative aimed at increasing efficiency and reducing risks that arise with physical stock certificates by providing for electronic direct registration of securities in an investor's name on the books of the transfer agent.

CASH AND CASH EQUIVALENTS 2.05%

Description	Symbol/Cusip	Account Type	Quantity	Price on 12/31/10	Current Market Value	Prior Market Value	Estimated Annual Income
Money Markets							
PRIME FUND DAILY MONEY CLASS	FDAXX		20,113.29	\$1.00	\$20,113.29	\$111,197.18	
7 DAY AVG NET YIELD 01%	CASH						
Dividend Option Reinvest							
Capital Gain Option Reinvest							
Total Cash and Cash Equivalents					\$20,113.29		

ACCRUED INTEREST 0.07%

Description	Symbol/Cusip	Account Type	Quantity	Price on 12/31/10	Current Market Value	Prior Market Value	Estimated Annual Income
Accrued Interest							



Account Number: 0000000000

Account Name: COOPER FUND

Statement Date: 12/01/2010 to 12/31/2010

20-1326428

NFP Securities, Inc.

FINRA / SIPC / Registered Investment Adviser

ACCRUED INTEREST 0.07%

Description	Symbol/Cusip	Quantity	Price on 12/31/10	Current Market Value	Prior Market Value	Estimated Annual Income
Fixed Income	Account Type			\$731.35	\$1,916.35	

Total Accrued Interest \$731.35 \$1,916.35

EQUITIES 39.18%

Description	Symbol/Cusip	Quantity	Price on 12/31/10	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity	Account Type							
BLACKROCK DIVID ACHIEVERS TM TR	BOV	4,724.486	\$10.34	\$48,851.29	\$46,058.32	\$3,070.92	\$42,194.74	\$6,656.55
COM	MARGIN							
Estimated Yield 6.28%								
Dividend Option Reinvest								
Capital Gain Option Reinvest								
DWS RREEF REAL ESTATE FUND INC	233ESC979	6.925	unavailable	unavailable	unavailable			
ESCROW	MARGIN							
ISHARES BARCLAYS TREAS INFLATION	TIP	322.257	\$107.52	\$34,649.07	\$35,222.89	\$887.85	\$33,881.92	\$787.15
PROTECTED SECS FD	MARGIN							
Estimated Yield 2.50%								
Dividend Option Reinvest								
Capital Gain Option Reinvest								
Next Dividend Payable: 01/04/11								
ISHARES INC MSCI BRAZIL INDEX	EWZ	146.474	\$77.40	\$11,337.09	\$10,628.70	\$382.11	\$10,337.98	\$999.11
FUND	MARGIN							
Estimated Yield 3.37%								
Dividend Option Reinvest								
Capital Gain Option Reinvest								
Next Dividend Payable: 01/05/11								
ISHARES TR MSCI EMERGING MKTS	EEM	733.634	\$47.642	\$34,951.79	\$32,599.84	\$455.60	\$30,281.82	\$4,669.97
INDEX FD	MARGIN							
Estimated Yield 1.30%								
Dividend Option Reinvest								
Capital Gain Option Reinvest								
Next Dividend Payable: 01/05/11								
ISHARES TR RUSSELL 2000 VALUE	IWN	1,122.304	\$71.09	\$79,784.59	\$73,647.78	\$1,299.56	\$59,389.46	\$20,415.13
INDEX FD	MARGIN							
Estimated Yield 1.62%								
Dividend Option Reinvest								
Capital Gain Option Reinvest								

Account Number: COOPER FO

Account Name: COOPER FO

Statement Date: 12/01/2010 to 12/31/2010

20-1326428

NFP Securities, Inc.

FINRA / SIPC / Registered Investment Adviser

EQUITIES 39.18%

Description	Symbol/Cusip	Quantity	Price on 12/31/10	Current Market Value	Prior Market Value	Annual Income	Estimated	Total Cost Basis	Unrealized Gain (Loss)
LILLY ELI & CO	LLY	522.095	\$35.04	\$18,294.21	\$17,323.86	\$1,023.31		\$18,293.71	\$0.50
Estimated Yield 5.59%	MARGIN								
Dividend Option Reinvest									
Capital Gain Option Reinvest									
Next Dividend Payable 03/10/11									
POWERSHARES WATER PORT ETF	PHO	2,349.439	\$18.99	\$44,615.85	\$41,442.78	\$478.67		\$51,677.13	(\$7,061.28)
Estimated Yield 1.07%	MARGIN								
Dividend Option Reinvest									
Capital Gain Option Reinvest									
SPDR S&P 500 ETF TRUST UNIT SER	SPY	709.556	\$125.75	\$89,226.67	\$84,077.42	\$1,608.24		\$67,420.33	\$21,806.34
1 S&P	MARGIN								
Estimated Yield 1.80%									
Dividend Option Reinvest									
Capital Gain Option Reinvest									
Next Dividend Payable 01/31/11									
VANGUARD SECTOR INDEX FDS	VHT	406.925	\$56.25	\$22,889.53	\$21,720.00	\$396.38		\$22,697.40	\$192.13
Estimated Yield 1.74%	MARGIN								
Dividend Option Reinvest									
Capital Gain Option Reinvest									
Total Equity				\$384,600.09		\$9,584.64		\$336,134.49	\$48,465.60
Total Equities				\$384,600.09		\$9,584.64		\$336,134.49	\$48,465.60

FIXED INCOME 18.19%

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 12/31/10	Estimated Current Market Value	Estimated Prior Market Value	Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Corporate Bonds								



Account Number: COOPER FO
Account Name: COOPER FO
Statement Date: 12/01/2010 to 12/31/2010

20-1326428

NFP Securities, Inc.

FINRA / SIPC / Registered Investment Adviser

FIXED INCOME 18.19%

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 12/31/10	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
GOLDMAN SACHS GROUP INC 5.25000% 10/15/2013 GLBL NT ISIN #US38141G0047	38141G004 MARGIN	25,000	\$108,222	\$27,055.50	\$27,086.50	\$1,312.50	\$26,848.80	
MOODY'S A1 /S&P A CPN PMT SEMI-ANNUAL ON APR 15, OCT 15								
Next Interest Payable: 04/15/11								
Accrued Interest \$277.08								
Adjusted Cost Basis								
YTD Amortized Premium \$451.73 E								\$717.89
GENERAL ELEC CAP CORP MTN BE 05.00000% 06/27/2018 CALL	38982G035 MARGIN	40,000	\$100,964	\$40,385.60	\$40,428.40	\$2,000.00	\$35,904.80	
MOODY'S Aa2 /S&P AA+ CPN PMT SEMI-ANNUAL ON DEC 27, JUN 27								
Next Interest Payable: 06/27/11								
CALLABLE ON 06/27/2011 @ 100.0000								
STEP COUPON								
NEXT RESET 06/27/2013 @ 7.00000								
Accrued Interest \$22.22								
Adjusted Cost Basis								
MORGAN STANLEY GMTN 05.37500% 05/26/2025	61745EK42 MARGIN	70,000	\$97,942	\$68,559.40	\$70,146.30	\$3,782.50	\$35,904.80	\$4,480.80
MOODY'S A2 /S&P A CPN PMT SEMI-ANNUAL ON NOV 26, MAY 26								
Next Interest Payable: 05/26/11								
CALLABLE ON 02/26/2011 @ 100.0000								
STEP COUPON								
NEXT RESET 05/26/2015 @ 7.00000								
Accrued Interest \$365.80								
Adjusted Cost Basis								
YTD Amortized Premium \$0.19 E		135,000		\$136,000.50		\$7,075.00	\$132,247.02	\$3,753.48
Total Corporate Bonds								

Account Number: COOPER FO

Statement Date: 12/01/2010 to 12/31/2010

20-1326428

NFP Securities, Inc.

FINRA / SIPC / Registered Investment Adviser

FIXED INCOME 18.19%

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 12/31/10	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
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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.

CAPITAL ONE BK GLEN ALLEN VA	14041AWB1	40,000	\$1,05559	\$42,627.60	\$42,711.60	\$1,860.00	\$40,000.00	
4.65000% 12/19/2012 CD	CASH							
FDIC INSURED								
MOODY'S A2								
CPN PMT SEMI-ANNUAL								
ON JUN 15, DEC 19								
Next Interest Payable 05/19/11								
Estimated Yield 4.36%								
Accrued Interest \$66.25								
Adjusted Cost Basis								
Total Fixed Income		175,000		\$178,628.10		\$8,935.00	\$172,247.02	\$6,381.08

MUTUAL FUNDS 40.51%

Description	Symbol/Cusip	Quantity	Price on 12/31/10	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity								
AMERICAN EUROPACIFIC GROWTH	AEGFX	2,367.285	\$41.16	\$97,437.45	\$91,321.93	\$1,333.73	\$82,778.44	\$14,659.01
CLASS F1	MARGIN							
Estimated Yield 1.36%								
Dividend Option Reinvest								
Capital Gain Option Reinvest								



Account Number: COOPER FO

Statement Date: 12/01/2010 to 12/31/2010

20-1326428

NFP Securities, Inc.

FINRA / SIPC / Registered Investment Adviser

MUTUAL FUNDS 40.51%

Description	Symbol/Cusip	Quantity	Price on 12/31/10	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
AMERICAN GROWTH FUND OF AMERICA CLASS F1	GFAFX MARGIN	951.75	\$30.24	\$28,780.92	\$27,065.74	\$234.23	\$25,445.18	\$3,335.74
Estimated Yield 0.81%								
Dividend Option Reinvest								
Capital Gain Option Reinvest								
AMERICAN WASHINGTON MUTUAL INVESTORS F1	WSHFX MARGIN	3,608.107	\$27.14	\$97,924.02	\$92,128.63	\$2,141.05	\$83,571.79	\$14,352.23
Estimated Yield 2.18%								
Dividend Option Reinvest								
Capital Gain Option Reinvest								
FIDELITY ADVISOR TECHNOLOGY CL A	FADTX MARGIN	1,512.859	\$25.01	\$37,836.60	\$35,688.34		\$30,016.80	\$7,819.80
Dividend Option Reinvest								
Capital Gain Option Reinvest								
PRUDENTIAL JENNISON NATURAL RESOURCES A	PGNAX CASH	727.934	\$57.08	\$41,550.47	unavailable	\$412.67	\$37,271.70	\$4,278.77
Estimated Yield 0.99%								
Dividend Option Reinvest								
Capital Gain Option Reinvest								
PRUDENTIAL JENNISON NATURAL RESOURCES A N/C #REOR	PGNAX MARGIN	949.824	\$57.08	\$54,215.95	\$49,285.63	\$538.46	\$48,632.93	\$5,583.02
M0050622150001								
Estimated Yield 0.99%								
Dividend Option Reinvest								
Capital Gain Option Reinvest								
Total Equity				\$357,745.41		\$4,660.14	\$307,716.84	\$50,028.57
Fixed Income						\$1,115.29	\$42,216.39	(\$2,277.31)
PIMCO TOTAL RETURN CLASS A	PTTAX MARGIN	3,681.021	\$10.85	\$39,939.08	\$40,181.99			
Estimated Yield 2.79%								
Dividend Option Reinvest								
Capital Gain Option Reinvest								
Total Mutual Funds				\$397,684.49		\$5,775.43	\$349,933.23	\$47,751.26

Total Securities

\$960,912.68

TOTAL PORTFOLIO VALUE

\$981,757.32

731.35
981,025.97

Cooper
20-1326428

Statement Detail
COOPER FAMILY FOUNDATION
Holdings

Period Ended December 31, 2010

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	337,994.08	1.0000	337,994.08	1.0000	337,994.08	0.00	0.1348	455.58

FIXED INCOME

	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
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GOLDMAN SACHS HIGH YIELD INSTL MUTUAL FUND CLASS I	4,350,935	7.3000	31,761.83	6.6701	29,021.28	2,740.55 8,884.89		2,453.93

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS STRUCTURED US EQUITY FUND								
GS STRUCTURED U.S. EQUITY CLASS A (GSSQX)	2,730,595	23.3300	63,704.78	24,8067	67,737.12	(4,032.34) (1,295.24)	1.2259	780.95
GS US EQUITY DIVIDEND AND PREMIUM FUND								
GOLDMAN SACHS U.S. EQUITY DIVID & PREMIUM FD - INSTL (GSPKX)	24,226,120	9.3600	226,756.48		No Cost 177,189.91		1.9979	4,530.28

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.



Cooper
20-1326428

Statement Detail
COOPER FAMILY FOUNDATION
Holdings (Continued)

Period Ended December 31, 2010

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
S&P 500 INDEX FUND (SPDR)								
SPDR S&P 500 ETF TRUST SPDR (SPY)	560.00	125.7500	70,420.00 365.55	124.5400	69,742.40	677.60	1.8025	1,269.30
TOTAL US EQUITY								
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
			360,881.26 365.55		137,479.52	(3,354.74)	1.8235	6,580.53
NON-US EQUITY								
NON-US EQUITY STRUCTURED PRODUCTS								
EKSPORTFINANS ASA LINKED TO MSCI EAFE AND EEM 0% COUPON DUE 01/24/2011 STRUCTURED NOTE (INTLBUI2)	100.00	1,385.3180	138,531.80	1,000.0000	100,000.00	38,531.80		
TOTAL PUBLIC EQUITY								
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
			499,413.06 365.55		237,479.52	35,177.06	1.8235	6,580.53
TOTAL PORTFOLIO								
			Market Value 869,534.52	Adjusted Cost / Original Cost 604,494.88		Unrealized Gain (Loss) 37,917.61		Estimated Annual Income 9,490.04

+ 17718.91
782 213.79

⁶ Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GWS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

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

NO FILING IS REQUIRED.

COOPER FAMILY FOUNDATION, INC

20-1326428

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

ATTACHMENT 7

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 YEARATTACHMENT 9

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	2,200.
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	4,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (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 XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

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	4,000.
CHAMPLAIN COLLEGE BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000.
SARA HOLBROOK CENTER BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
YMCA BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000.
CHILDREN'S MIRACLE NETWORK BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	3,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF VERMONT FUND BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	5,000.
ECHO CENTER BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	11,000.
KURN HATTIN HOMES WESTMINSTER, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL MEMPHIS, TN	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000.
LAST CHANCE CHRISTMAS BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000.
FLYNN CENTER - ANDREA'S LEGACY FUND BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	20,000.

TOTAL CONTRIBUTIONS PAID

80,200.

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 12/31/2010, 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>185.</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
Total		<u><u>185.</u></u>



 Signature of Officer, Director or Trustee

President

 Title

5-24-11

 Date

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					593.	
33,127.		30000 AUTOZONE INC 31,755.					VARIOUS 1,372.	01/27/2010
2,500.		VANGUARD SECTOR INDEX FUND 2,386.					VARIOUS 114.	03/19/2010
31,002.		VANGUARD SECTOR INDEX FUND 48,942.					VARIOUS -17,940.	03/19/2010
43,228.		40000 GOLDMAN SACHS BK 40,918.					VARIOUS 2,310.	05/10/2010
25.		DWS RREEF REAL ESTATE 41.					VARIOUS -16.	06/23/2010
30,286.		DWS RREEF REAL ESTATE 48,136.					VARIOUS -17,850.	06/23/2010
39,998.		708 SHS ISHARES TR RUSSELL 49,005.					VARIOUS -9,007.	07/07/2010
56,582.		50000 GENERAL ELECTRIC 43,053.					VARIOUS 13,529.	10/26/2010
6,500.		622.55 SHS GOLDMAN SACHS SHORT DURAT 6,464.					VARIOUS 36.	09/16/2010
241,674.		23148.87 SHS GOLDMAN SACHS SHORT DURAT 232,380.					VARIOUS 9,294.	09/16/2010
140,500.		100 SHS AB SVENSK EXPORTKREDIT 100,000.					12/17/2008 40,500.	12/08/2010
TOTAL GAIN(LOSS)							<u>22,935.</u>	