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Department of the Treasury Internal Revenue Service

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, Amended return, Initial return of a former public charity, Address change, Final return, Name change

Name of foundation: BERNEICE M. HOPPER PRIVATE FOUNDATION C/O SECURITY NATIONAL BANK; Employer identification number: 20-8132019

Number and street (or P O box number if mail is not delivered to street address): 1120 SOUTH 101ST STREET; Room/suite; Telephone number: (402) 221-0122

City or town, state, and ZIP code: OMAHA, NE 68124

H Check type of organization: [X] Section 501(c)(3) exempt private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,457,605; J Accounting method: [X] Cash

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))

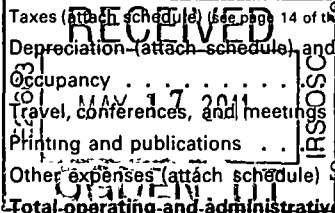
Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Contributions, Dividends, Gross rents, Net gain or loss from sale of assets, Other income, and Total.

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Compensation of officers, Legal fees, Accounting fees, Interest, Taxes, Depreciation, Occupancy, Travel, Printing, and Other expenses.

Summary rows: 24 Total operating and administrative expenses, 25 Contributions, gifts, grants paid, 26 Total expenses and disbursements, 27 Subtract line 26 from line 12, resulting in Net investment income and Adjusted net income.

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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 . . . . .	23,208.	31,060.	31,060.
	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) . . . . .	NONE		
	b Investments - corporate stock (attach schedule) . . . . .			
	c Investments - corporate bonds (attach schedule) . . . . .			
	11 Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .	1,650,320.	1,590,800.	1,426,545.
	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) . . . . .	1,673,528.	1,621,860.	1,457,605.	
Liabilities	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ )			
23 Total liabilities (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	1,001,984.	1,621,860.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	671,544.		
30 Total net assets or fund balances (see page 17 of the instructions) . . . . .	1,673,528.	1,621,860.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	1,673,528.	1,621,860.		

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	1,673,528.
2 Enter amount from Part I, line 27a . . . . .	2	-51,671.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	3.
4 Add lines 1, 2, and 3 . . . . .	4	1,621,860.
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	1,621,860.

**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.)
<b>1a SEE PART IV DETAIL</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2 Capital gain net income or (net capital loss)</b>		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	-4,499.
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			{ 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. }	<b>3</b>

**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	107,963.	1,322,716.	0.08162220764
2008	44,052.	1,254,394.	0.03511815267
2007	485.	672,776.	0.00072089373
2006			
2005			
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.11746125404
<b>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</b>			<b>3</b> 0.03915375135
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>			<b>4</b> 1,384,684.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 54,216.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 379.
<b>7 Add lines 5 and 6</b>			<b>7</b> 54,595.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 79,850.

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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		
	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	379.
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	379.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	379.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . .	6a	11.
b	Exempt foreign organizations-tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	11.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	368.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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 SEE STATEMENT 9 Telephone no
Located at ZIP + 4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 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 X
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

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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X 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 X 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 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 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 X 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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X 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

**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

**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
SEE STATEMENT 10		21,409.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000  NONE

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

<b>3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
<b>Total number of others receiving over \$50,000 for professional services</b>		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 NONE	
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	
<b>Total. Add lines 1 through 3</b>	

**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	1,369,673.
b	Average of monthly cash balances	1b	36,098.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,405,771.
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	NONE
3	Subtract line 2 from line 1d	3	1,405,771.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	21,087.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,384,684.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	69,234.

**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	69,234.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	379.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	379.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	68,855.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	68,855.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	68,855.

**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	79,850.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	79,850.
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	379.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	79,471.

**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
<b>1</b> Distributable amount for 2010 from Part XI, line 7 . . . . .				68,855.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only . . . . .			5,660.	
<b>b</b> Total for prior years: 20 <u>08</u> , 20 <u>    </u> , 20 <u>    </u>		NONE		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005 . . . . .				NONE
<b>b</b> From 2006 . . . . .				NONE
<b>c</b> From 2007 . . . . .				NONE
<b>d</b> From 2008 . . . . .				NONE
<b>e</b> From 2009 . . . . .				NONE
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ <u>79,850.</u>				
<b>a</b> Applied to 2009, but not more than line 2a . . . . .			5,660.	
<b>b</b> Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
<b>d</b> Applied to 2010 distributable amount . . . . .				68,855.
<b>e</b> Remaining amount distributed out of corpus . . . . .	5,335.			
<b>5</b> Excess distributions carryover applied to 2010 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	5,335.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				NONE
<b>7</b> 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) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	5,335.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006 . . . . .				NONE
<b>b</b> Excess from 2007 . . . . .				NONE
<b>c</b> Excess from 2008 . . . . .				NONE
<b>d</b> Excess from 2009 . . . . .				NONE
<b>e</b> Excess from 2010 . . . . .	5,335.			

**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 . . . . .  **4942(j)(3) or**  **4942(j)(5)**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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).)

N/A

**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:  
SEE STATEMENT 11

**b** The form in which applications should be submitted and information and materials they should include:  
SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:  
SEE ATTACHED STATEMENT FOR LINE 2

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
SEE ATTACHED STATEMENT FOR LINE 2

**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
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 13</p>				
<b>Total</b> .....				73,916.
<p>b <i>Approved for future payment</i></p>				
<b>Total</b> .....				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include items like Program service revenue, Membership dues, Dividends, Net rental income, etc.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Table with 2 columns: Line No. and 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.

NOT APPLICABLE



**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 SHORT-TERM CAPITAL GAIN DIVIDENDS					841.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					4,365.	
1,823.00		55.221 EMERGING MKTS VALUE DFA FUND PROPERTY TYPE: SECURITIES 2,152.00					05/25/2007 -329.00	04/29/2010
177.00		5.348 EMERGING MKTS VALUE DFA FUND PROPERTY TYPE: SECURITIES 221.00					08/07/2007 -44.00	04/29/2010
2,391.00		114.204 EMERGING MKTS SMALL CAP PORT DFA PROPERTY TYPE: SECURITIES 2,452.00					05/25/2007 -61.00	04/29/2010
109.00		5.185 EMERGING MKTS SMALL CAP PORT DFA PROPERTY TYPE: SECURITIES 119.00					08/07/2007 -10.00	04/29/2010
4,704.00		461.16 DFA 2 YR GLOBAL FIXED INC PT PROPERTY TYPE: SECURITIES 4,768.00					05/25/2007 -64.00	04/29/2010
9,335.00		915.222 DFA 2 YR GLOBAL FIXED INC PT PROPERTY TYPE: SECURITIES 9,500.00					07/05/2007 -165.00	04/29/2010
9,779.00		958.773 DFA 2 YR GLOBAL FIXED INC PT PROPERTY TYPE: SECURITIES 10,000.00					08/07/2007 -221.00	04/29/2010
3,681.00		360.924 DFA 2 YR GLOBAL FIXED INC PT PROPERTY TYPE: SECURITIES 3,750.00					05/20/2008 -69.00	04/29/2010
2,000.00		70.274 EMERGING MARKETS PORTFOLIO DFA PROPERTY TYPE: SECURITIES 2,197.00					08/07/2007 -197.00	04/29/2010
7,407.00		353.905 REAL EST SECURITIES PORT DFA FUN PROPERTY TYPE: SECURITIES 10,978.00					05/25/2007 -3,571.00	04/29/2010

**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)		
2,414.00		115.34					05/20/2008	04/29/2010	
		2,967.00					-553.00		
6,006.00		286.945					08/07/2007	04/29/2010	
		8,000.00					-1,994.00		
5,173.00		247.154					07/05/2007	04/29/2010	
		7,600.00					-2,427.00		
TOTAL GAIN (LOSS) .....								-4,499.	
							=====		







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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
5-YEAR GOVERNMENT DFA FUND	1,363.	1,363.
US MICRO CAP PORTFOLIO	403.	403.
EMERGING MKTS VALUE DFA FUND	180.	180.
ONE YEAR FIXED INCOME DFA FUND	402.	402.
EMERGING MKTS SMALL CAP PORT DFA	350.	350.
INTL SMALL CO DFA FUND	658.	658.
ENHANCED US LARGE CO PORT DFA FUND	763.	763.
DFA 2 YR GLOBAL FIXED INC PT	329.	329.
INTL SMALL CAP VALUE PORT DFA FUND	445.	445.
EMERGING MARKETS PORTFOLIO DFA	262.	262.
US SMALL CAP VALUE PORT DFA FUND	300.	300.
LARGE CAP VALUE PORTFOLIO DFA FUND	1,927.	1,927.
REAL EST SECURITIES PORT DFA FUND	945.	945.
5 YEAR GLOBAL FIXED INCOME DFA FUND	2,727.	2,727.
DFA INTERNATL VALUE PORT	1,136.	1,136.
FEDERATED GOVERNMENT OBLIGATIONS #05 MMK	14.	14.
PERMANENT PORTFOLIO FUND	209.	209.
VANGUARD INFLTN PROTC TD SECS FD #119	413.	413.
	-----	-----
TOTAL	12,826.	12,826.
	=====	=====

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----
ROYALTY INCOME	37,262.	37,262.	37,262.
TOTALS	37,262.	37,262.	37,262.
	=====	=====	=====

FORM 990PF, PART I - LEGAL FEES  
 =====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	7,425.	5,940.		1,485.
TOTALS	7,425.	5,940.	NONE	1,485.

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	450.	360.		90.
TOTALS	450.	360.	NONE	90.

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	11.	
FEDERAL ESTIMATES - PRINCIPAL	11.	
FOREIGN TAXES ON QUALIFIED FOR	75.	75.
FOREIGN TAXES ON NONQUALIFIED	47.	47.
TOTALS	144.	122.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT AND ROYALTY EXPENSES	5,210.		
OTHER NON-ALLOCABLE EXPENSE -	385.	308.	77.
TOTALS	5,595.	308.	77.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

-----

-----

ROUNDING

3.

-----

TOTAL

3.

=====

-----  
STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

NE

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

=====

NAME: SECURITY NATIONAL BANK

ADDRESS: 1120 SOUTH 101ST. STREET, SUITE 420  
OMAHA, NE 68124-1091

TELEPHONE NUMBER: (402)221-0122

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

OFFICER NAME:

SECURITY NATIONAL BANK

ADDRESS:

1120 SOUTH 101ST. STREET, SUITE 420  
OMAHA, NE 68124

COMPENSATION ..... 21,409.

TOTAL COMPENSATION: 21,409.

=====

RECIPIENT NAME:

BERNEICE M HOPPER PFDN C/O WEEPING WATER PUBLIC SC

ADDRESS:

PO BOX 326

WEEPING WATER, NE 68463

RECIPIENT'S PHONE NUMBER: 402-267-4265

FORM, INFORMATION AND MATERIALS:

COMPLETE BERNEICE HOPPER PFDN SCHOLARSHIP APPLICATION & INCLUDE FINANCIALS, EXTRA-CURRICULAR, COMMUNITY ACTIVITIES, LETTERS OF RECOMMENDATION, ACADEMIC HISTORY, PERSONAL STATEMENT, TRANSCRIPTS, AND CONDITIONAL LETTER.

SUBMISSION DEADLINES:

SET ANNUALLY BY TRUSTEES.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AWARD TO HS SENIORS WHO GRADUATE FROM WEEPING WATER HIGH SCHOOL AND SURROUNDING HS & WILL BE PAID DIRECTLY TO THE EDUCATIONAL INSTITUTION UPON RECEIPT OF GRADE TRANSCRIPTS & PROOF OF ENROLLMENT.

ADDRESS:

WEEPING WATER

WEEPING WATER, NE

RECIPIENT NAME:

BERNEICE HOPPER PRIVATE FOUNDATION

ADDRESS:

1120 SOUTH 101ST STREET

OMAHA, NE 68124

RECIPIENT'S PHONE NUMBER: 402-221-0122

FORM, INFORMATION AND MATERIALS:

COMPLETE THE BERNEICE M HOOPER PRIVATE FDN GRANT APPLICATION FOR FUNDED PROJECTS OR AGENCIES MUST BE LOCATED IN THE GREATER WEEPING WATER, NEBRASKA AREA.

SUBMISSION DEADLINES:

POSTMARKED BY APRIL 1, 2010.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GRANTS WILL ONLY BE GIVEN TO 501(C)(3) NONPROFIT ORGANIZATIONS, OR TO GOVERNMENT ENTITIES OR THEIR AGENCIES. GRANTS WILL NOT ORDINARILY BE GIVEN TO ANY ORG FOR MORE THAN TWO CONSECUTIVE YEARS.

RECIPIENT NAME:  
WEeping WATER COMMUNITY  
BUILDING FOUNDATION  
ADDRESS:  
PO BOX 329  
WEeping WATER, NE 68463  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PROJECT ENHANCEMENTS  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 53,916.

RECIPIENT NAME:  
THE LIGHTHOUSE  
FAITH MISSIONARY CHURCH  
ADDRESS:  
P.O. BOX 321  
WEeping WATER, NE 68463  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 3,650.

RECIPIENT NAME:  
CASS COUNTY PULBLIC SAFETY FDN  
ADDRESS:  
336 MAIN ST  
PLATTSMOUTH, NE 68048  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
DARE PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
N/A  
AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:

LOFTE COMMUNITY THEATRE

ADDRESS:

PO BOX 62

MANLEY, NE 68403

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID ..... 8,850.

TOTAL GRANTS PAID:

73,916.

=====

RENT AND ROYALTY SUMMARY

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PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
PASTURE LEASE WITH P	175.		1,157.	-982.
CASH FARM LEASE WITH	11,504.		4,053.	7,451.
MINERAL RIGHTS LEASE	37,262.			37,262.
	-----	-----	-----	-----
TOTALS	48,941.		5,210.	43,731.
	=====	=====	=====	=====

## Investment Review

Account: 9285002

BERNEICE M. HOPPER PRIVATE FOUNDATION CREATED UNDER SEVENTH RESTATEMENT OF THE BERNEICE M. HOPPER REVOCABLE TRUST DATED JUNE 6, 2005.



As of 12/31/2010

### Account Basics

Account Type: Charitable Foundation Trust  
Opened Date: 2/8/2007  
Admin Officer: SARAH LIERMAN  
Investment Officer: Brent Boyce  
Investment Model: 70% Equity 30% Fixed  
Investment Objective: 80% Equity 20% Fixed  
Investment Powers: FULL  
Review Cycle: Annual - Mar

### Summary

Asset Type	Market Value	Cost Basis	Unrealized Gain/Loss	% Portfolio at Market	Est. Annual Income	Yield at Market
Cash	\$0.00	\$0.00		0.00 %		
Equity Mutual Funds	\$481,378.78	\$556,060.55	(\$74,681.77)	33.03 %	\$7,697.29	1.60 %
International Equity Mutual Funds	\$159,569.17	\$187,108.00	(\$27,538.83)	10.95 %	\$4,222.51	2.65 %
Fixed Income Mutual Fund	\$235,790.86	\$231,310.09	\$4,480.77	16.18 %	\$9,432.51	4.00 %
Money Market Funds	\$31,060.36	\$31,060.36	\$0.00	2.13 %	\$4.33	0.01 %
Real Estate	\$549,800.00	\$616,315.00	(\$66,515.00)	37.72 %	\$0.00	0.00 %
Equipment & Leases	\$4.00	\$4.00	\$0.00	0.00 %	\$0.00	0.00 %
Other Assets	\$1.00	\$1.00	\$0.00	0.00 %	\$0.00	0.00 %
Miscellaneous	\$1.00	\$1.00	\$0.00	0.00 %	\$0.00	0.00 %
Grand Total:	\$1,457,605.17	\$1,621,860.00	(\$164,254.83)		\$21,356.64	1.47 %

### Realized Gains/Losses

From 12/31/2010 To 12/31/2010

Short Term Gain/Loss for Period: \$0.00

Long Term Gain/Loss for Period: \$0.00