Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

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 FOUNDATION

A Employer identification number: 47-0401230

Number and street (or P O box number if mail is not delivered to street address): 870 WELLS FARGO CENTER, 1248 O STREET

Room/suite

B Telephone number (see page 10 of the instructions): (402) 476-7571

City or town, state, and ZIP code: LINCOLN, NE 68508

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 ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 21,978,666.

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0.			
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	78.	78.		
	4 Dividends and interest from securities	285,211.	285,211.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	119,109.			
	b Gross sales price for all assets on line 6a 2,096,891.				
	7 Capital gain net income (from Part IV, line 2)		119,109.		
	8 Net short-term capital gain				
	9 Income modifications			10,000.	
	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	404,398.	404,398.	10,000.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	121,282.	6,834.		114,448.
	14 Other employee salaries and wages	51,215.			51,215.
	15 Pension plans, employee benefits	53,493.	2,531.		50,962.
	16a Legal fees (attach schedule)	1,955.	98.		1,857.
	b Accounting fees (attach schedule)	11,569.	5,178.		6,391.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)**	24,773.	587.		11,811.
	19 Depreciation (attach schedule) and depletion	6,738.	319.		
	20 Occupancy	49,835.	2,358.		47,477.
	21 Travel, conferences, and meetings	2,290.			1,178.
	22 Printing and publications	424.			424.
	23 Other expenses (attach schedule) ATCH 2	18,107.	677.		17,430.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	341,681.	18,582.		303,193.
	25 Contributions, gifts, grants paid	886,631.			481,628.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,228,312.	18,582.		784,821.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-823,914.			
	b **Net investment income** (if negative, enter -0-)		385,816.		
	c **Adjusted net income** (if negative, enter -0-)			10,000.	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	27,497.	23,220.	23,220.
3	Accounts receivable ▶ 2,890.			
	Less allowance for doubtful accounts ▶	2,760.	2,890.	2,890.
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	16,727.	2,047.	2,047.
10 a	Investments - U S and state government obligations (attach schedule)			
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) ATCH 3	19,783,612.	21,930,540.	21,930,540.
14	Land, buildings, and equipment basis ▶ 109,841.			
	Less accumulated depreciation (attach schedule) ▶ 89,872.	26,707.	19,969.	19,969.
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	19,857,303.	21,978,666.	21,978,666.
17	Accounts payable and accrued expenses	27,315.	26,802.	
18	Grants payable	70,642.	475,646.	
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 ▶ ATCH 4)		2,116.	
23	Total liabilities (add lines 17 through 22)	97,957.	504,564.	
	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	14,759,346.	16,474,102.	
25	Temporarily restricted			
26	Permanently restricted	5,000,000.	5,000,000.	
	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			
30	Total net assets or fund balances (see page 17 of the instructions)	19,759,346.	21,474,102.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	19,857,303.	21,978,666.	

Assets (lines 1–16); Liabilities (lines 17–23); Net Assets or Fund Balances (lines 24–31)

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	19,759,346.
2	Enter amount from Part I, line 27a	2	-823,914.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 5	3	2,538,670.
4	Add lines 1, 2, and 3	4	21,474,102.
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	21,474,102.

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	119,109.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	697,561.	16,376,203.	0.042596
2008	1,017,564.	20,961,394.	0.048545
2007	1,230,413.	24,493,143.	0.050235
2006	1,069,831.	22,054,360.	0.048509
2005	997,925.	19,868,180.	0.050227

2	**Total** of line 1, column (d)	2	0.240112
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048022
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	19,615,122.
5	Multiply line 4 by line 3	5	941,957.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,858.
7	Add lines 5 and 6	7	945,815.
8	Enter qualifying distributions from Part XII, line 4	8	784,821.

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. 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	1	7,716.
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	7,716.
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	7,716.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 5,600.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	5,600.
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	2,116.
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** ▶ 0. **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?	1a		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)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c	N/A	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NE,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ WWW.COOPERFOUNDATION.ORG

14 The books are in care of ▶ COOPER FOUNDATION Telephone no ▶ 402-476-7571

Located at ▶ 870 WELLS FARGO CENTER, 1248 O STREET LINCOLN, NE ZIP + 4 ▶ 68508

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 N/A ▶ 15

			Yes	No
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		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. 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

			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	N/A	
	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 ▶ ______, ______, ______, ______

			Yes	No
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	N/A	

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ ______, ______, ______, ______

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

			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	N/A	
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 [X]		
(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 [X]		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
(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 [X]		
(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 [X]		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A Yes [ ] No [ ]		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes [ ] No [X]		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No: X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [ ] No [X]		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 6		121,282.	11,346.	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

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

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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 ▶	

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	19,854,545.
b	Average of monthly cash balances	1b	34,378.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	24,906.
d	**Total** (add lines 1a, b, and c)	1d	19,913,829.
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	19,913,829.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	298,707.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,615,122.
6	**Minimum investment return.** Enter 5% of line 5	6	980,756.

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	980,756.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	7,716.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,716.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	973,040.
4	Recoveries of amounts treated as qualifying distributions			4	10,000.
5	Add lines 3 and 4			5	983,040.
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	983,040.

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	784,821.
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	784,821.
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	784,821.

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				983,040.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			68,785.	
b	Total for prior years 20 08 ,20 07 ,20 06				
3	Excess distributions carryover, if any, to 2010				
a	From 2005				
b	From 2006				
c	From 2007				
d	From 2008				
e	From 2009				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 784,821.				
a	Applied to 2009, but not more than line 2a			68,785.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2010 distributable amount				716,036.
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).)*				
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				267,004.
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

1a 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)

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

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2))

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:

ATTACHMENT 7

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

SEE EXHIBIT 1

c Any submission deadlines:

APPLICATIONS ARE REVIEWED AT BOARD OF TRUSTEE MEETINGS.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

GRANTS ARE LIMITED TO NEBRASKA NON-PROFIT ORGANIZATIONS.

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				
SEE EXHIBIT 2				481,628.
Total ▶ 3a				481,628.
b Approved for future payment				
ATTACHMENT 8				
Total ▶ 3b				532,200.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	78.	
4 Dividends and interest from securities			14	285,211.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	119,109.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				404,398.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 404,398.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	NOT APPLICABLE

JSA
0E1492 1 000
030420 K923 5/3/2011 8:12:27 AM V 10-6 60786

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/10/2011 Title: President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KRISTIN TYNON	[signature]	5/9/11		P01063388

Firm's name ▶ BKD, LLP Firm's EIN ▶ 44-0160260

Firm's address ▶ 1248 O STREET, STE 1040 LINCOLN, NE 68508-1461 Phone no 402-473-7600

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)	
		CALAMOS GROWTH & INCOME PROPERTY TYPE: SECURITIES				P	VAR	VAR
834,353.		920,706.					-86,353.	
		FUNDAMENTAL INVESTORS PROPERTY TYPE: SECURITIES				P	VAR	VAR
21,392.		18,784.					2,608.	
		NEW PERSPECTIVE FUND PROPERTY TYPE: SECURITIES				P	VAR	VAR
250,327.		200,654.					49,673.	
		GROWTH AMERICA FUND PROPERTY TYPE: SECURITIES				P	VAR	VAR
60,329.		44,658.					15,671.	
		EUROPACIFIC GROWTH FUND PROPERTY TYPE: SECURITIES				P	VAR	VAR
690,857.		606,714.					84,143.	
		ROYCE OPPORTUNITY FUND PROPERTY TYPE: SECURITIES				P	VAR	VAR
152,178.		114,856.					37,322.	
		HARTFORD MID CAP PROPERTY TYPE: SECURITIES				P	VAR	VAR
87,455.		71,410.					16,045.	
TOTAL GAIN (LOSS)							119,109.	

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PERSONAL PROPERTY TAX	464.	22.	442.
PAYROLL TAXES	11,934.	565.	11,369.
EXCISE TAXES	12,375.		
TOTALS	24,773.	587.	11,811.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DUES		1,245.		1,245.
POSTAGE		974.	46.	928.
SUPPLIES		1,367.	65.	1,302.
MISCELLANEOUS		2,549.	38.	2,511.
INSURANCE		2,417.	114.	2,303.
SPECIAL SERVICES		800.		800.
COPIER LEASE		3,623.	171.	3,452.
COMPUTER EXPENSE		5,132.	243.	4,889.
	TOTALS	18,107.	677.	17,430.

ATTACHMENT 3

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NEW PERSPECTIVE FUND, INC.	2,241,454.	2,241,454.
EMERGING MARKET GROWTH FUND	2,923,968.	2,923,968.
EUROPACIFIC GROWTH FUND	1,167,070.	1,167,070.
FUNDAMENTAL INVESTORS	5,565,265.	5,565,265.
GROWTH FUND OF AMERICA	3,960,177.	3,960,177.
ROYCE OPPORTUNITY FUND	1,378,189.	1,378,189.
CALAMOS GROWTH & INCOME	1,718,689.	1,718,689.
PRIME FUND- CAPITAL RESERVES	182,564.	182,564.
HARTFORD MID CAP	1,620,664.	1,620,664.
ING GLOBAL REAL ESTATE	1,172,500.	1,172,500.
TOTALS	21,930,540.	21,930,540.

COOPER FOUNDATION 47-0401230

ATTACHMENT 4

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
FEDERAL EXCISE TAX PAYABLE		2,116.
	TOTALS	2,116.

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

DESCRIPTION		AMOUNT
UNREALIZED GAINS		2,528,670.
GRANT RECOVERIES		10,000.
	TOTAL	2,538,670.

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

ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BRAD KORELL 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,650.	0.	0.
JACK CAMPBELL 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	CHAIRMAN 2.00	1,800.	0.	0.
JANE HOOD 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,700.	0.	0.
JOHN WHITE 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,800.	0.	0.
LINDA CRUMP 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,750.	0.	0.

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

ATTACHMENT 6 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
NORTON WARNER 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,500.	0.	0.
RICHARD VIERK 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TREASURER 2.00	1,800.	0.	0.
ROBERT NEFSKY 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	VICE CHAIR 2.00	1,950.	0.	0.
ELWOOD A. THOMPSON 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	PRESIDENT 40.00	105,882.	11,346.	0.
KIM ROBAK 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,450.	0.	0.
	GRAND TOTALS	121,282.	11,346.	0.

ATTACHMENT 7

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

COOPER FOUNDATION
870 WELLS FARGO CENTER, 1248 O ST
LINCOLN, NE 68508
402-476-7571

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BELLEVUE UNIVERSITY BELLEVUE, NE	NONE	SCHOLARSHIP	12,000.
COLLEGE OF SAINT MARY OMAHA, NE	NONE	SCHOLARSHIP	12,000.
DOANE COLLEGE CRETE, NE	NONE	SCHOLARSHIP	12,000
FAMILY SERVICE ASSOCIATION LINCOLN, NE	NONE	AUTISM SPECTRUM-SPECIFIC TREATMENT	10,000
FLATWATER SHAKESPEARE COMPANY LINCOLN, NE	NONE	GENERAL OPERATING SUPPORT	12,000.
FRIENDSHIP HOME LINCOLN, NE	NONE	PROJECT MANAGEMENT CONSULTANT FOR THE NEW CLIENT DATABASE	14,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HASTINGS COLLEGE HASTINGS, NE	NONE	SCHOLARSHIP	12,000
MIDLAND UNIVERSITY FREMONT, NE	NONE	SCHOLARSHIP	12,000.
NEBRASKA WESLEYAN UNIVERSITY LINCOLN, NE	NONE	COOPER FOUNDATION SCHOLARSHIP FOR STUDENTS OF COLOR	12,000
PRAIRIE GOLD HOMES, INC LINCOLN, NE	NONE	TUITION, BOOKS AND ADMINISTRATIVE SUPPORT	9,200.
REGION V SYSTEMS LINCOLN, NE	NONE	CONTINUATION OF "LET'S BUILD" CAPACITY BUILDING PROGRAM FOR NONPROFIT ORGANIZATIONS	10,000.
TADA PRODUCTIONS, INC LINCOLN, NE	NONE	GENERAL OPERATING SUPPORT	5,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNL, E N. THOMPSON FORUM ON WORLD ISSUES LINCOLN, NE	NONE	CAMPAIGN FOR NEBRASKA	400,000.
		TOTAL CONTRIBUTIONS APPROVED	532,200.

Lincoln/Lancaster County Grantmakers Application Form

1/1/2011

Each grantmaker is governed by its own board and maintains its own guidelines, priorities, and deadlines. It is important to contact each for specific requirements before submitting an application.

Provide the information in the order requested, and number and restate the headings. Submit the number of copies required by each grantmaker. Do not put proposals in binders, notebooks or other presentation packages. Do not send additional materials (articles, brochures letters, etc.) unless they contribute in an important way to our understanding. Call, write, fax or e-mail if you have questions.

Abel Foundation
Ross McCown, Vice President
1815 Y Street
Lincoln, NE 68508
Phone (402) 434-1212 *Fax* (402) 434-1799
rossm@nebcoinc com

Building Strong Families Fund
Deb Daily, Beatty Brasch
3901 N 27th St., Unit 1
Lincoln, NE 68521-4177
Phone (402) 476-4364 *Fax* (402) 476-4358
ddaily@buildingstrongfamiliesfund.org
bbrasch@buildingstrongfamiliesfund org
www.buildingstrongfamiliesfund.org

Cooper Foundation
Art Thompson, President
Victoria Kovar, Program Officer
870 Wells Fargo Center, 1248 O Street
Lincoln, NE 68508
Phone (402) 476-7571 *Fax* (402) 476-2356
art@cooperfoundation.org
victoria@cooperfoundation.org
www.cooperfoundation org

Duncan Family Trust
Vickie A. Smith
P.O. Box 81887
Lincoln, NE 68501
Phone (402) 479-8103 *Fax* (402) 479-1628
vickie.smith@duncanaviation.com
www.duncanfamilytrust org

Lincoln Community Foundation, Inc.
Sarah Peetz, Vice President for Community Outreach
215 Centennial Mall South, Rm. 100
Lincoln, NE 68508
Phone (402) 474-2345 *Fax* (402) 476-8532
sarahp@lcf org
www.lcf.org

Foundation for Lincoln Public Schools
Sharon Wherry, President
5901 O Street
Lincoln, NE 68510
Phone (402) 436-1612 *Fax* (402) 436-1692
swherry@lps.org
www FoundationForLPS org

Woods Charitable Fund, Inc.*
Pam Baker, Executive Director
Tom Woods, Program Officer
Angie Zmarzly, Program Associate
1440 M Street
P.O. Box 81309
Lincoln, NE 68501
Phone (402) 436-5971 *Fax* (402) 742-0123
pbaker@woodscharitable.org
twoods@woodscharitable.org
azmarzly@woodscharitable org
www.woodscharitable.org

*Woods Charitable Fund uses a web-based application system . Although its questions are taken from this Form, slight changes in wording and formatting exist. Please contact the Fund to access the application system.

Lincoln/Lancaster County Grantmakers
Application Form 1/1/2011

Follow this format, and number and restate the headings.

Foundation Applied To: ______________________________

Application Date: ______________________________

Organization's Federal Tax I.D. Number: ______________________________

I. ORGANIZATIONAL INFORMATION

Provide the following information in two pages using this format.

A. Organization Name ______________________________
(List fiscal agent for collaborations)

B. Address/9-digit Zip Code ______________________________

____

C. Website ______________________________

D. Chief Executive Officer ______________________________

D.1. Telephone number ____________ D.2. Fax ____________

D.3. Email address ______________________________

E. Contact Person and Title ______________________________
(If other than the Chief Executive)

E.1. Telephone number ____________ E.2. Fax ____________

E.3. Email address ______________________________

F. Purpose of Request
A brief summary of the amount requested and its purpose. Limit it to this space.

(Signature of Chairperson of the Board) **(Signature of the Chief Executive Officer)**

Consult individual grantmakers' guidelines and instructions.

Lincoln/Lancaster County Grantmakers
Application Form 1/1/2011

Follow this format, and number and restate the headings.

II. PROPOSAL NARRATIVE: 10 Pages Maximum. Clarity and brevity are encouraged.

A. ORGANIZATION MISSION STATEMENT

B. FUNDING REQUEST

1. *Amount Requested*
2. *Objective & Effect*...State the objective(s) and the underlying need, problem or opportunity. Describe the effect and anticipated outcome(s).
3. *Who and how many will be served?*.........Include as much relevant information as is available, such as location, socio-economic status, ethnicity, gender, age, physical ability, and language.
4. *Partnerships*..........Discuss partnerships relevant to this proposal.
5. *Work Plan*............Include key dates, activities, and actions.
6. *Evaluation Plan*......State how proposed objective(s), activities and outcome(s) will be evaluated.

C. FINANCIAL PLAN

1. *Project Budget*........List sources & amounts of income, including this request, and their status (confirmed, pending, not yet applied for), and detailed expenses.
2. *Development Plan*...Outline your plan for funding this proposal now and, if applicable, in the future.
3. *Timing* ... .State when funding would be needed.

D. BACKGROUND OF THE ORGANIZATION – FOR FIRST-TIME APPLICANTS ONLY

1. *History & Mission*...A brief description.
2. *Programs*.................Key programs not otherwise included in this application.

III. REQUIRED SUPPORTING MATERIAL

A. OPERATING BUDGET
For your current fiscal year and the year for which support is requested, if different (include sources and amounts of income for all years).

B. FINANCIAL REPORT
For the current period. Include income/expense statement and balance sheet.

C. REVIEW OF FINANCIAL STATEMENTS
Provide the highest level financial statement review available for the most recent complete fiscal year. (If your statements are not audited or reviewed indicate why and submit a balance sheet and income/expense statement for your organization's most recently completed fiscal year.)

D. IRS FORM 990
For the most recent complete fiscal year. Include Schedule A. (If you do not file with the I.R.S., indicate why.)

E. BOARD OF DIRECTORS & STAFF
Number and composition (ethnicity-gender) of each group. For board of directors, include addresses, phone numbers and affiliations.

F. IRS EXEMPTION LETTER
Provide the most recent letter confirming your agency's tax exempt status.

Cooper Grant Payments Made - 2010

4/18/2011

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Arts					
Angels Theatre Company, Inc. *Playwriting Workshop* $850.00	1384	5/31/2010	$850.00	Cooper Foundation	6732
Haydon Art Center, Friends of *General operating support* $5,000.00	1359	3/24/2010	$5,000.00	Cooper Foundation	6662
Lincoln Arts Council *Website update* $10,000 00	1354	3/24/2010	$10,000.00	Cooper Foundation	6663
Lincoln Community Playhouse *General operating support* $10,000 00	1376	6/25/2010	$10,000 00	Cooper Foundation	6760
Lincoln Music Teachers Association *Music Outreach Program* $2,500.00	1449	3/17/2010	$2,500.00	Cooper Foundation	6664
Lincoln Symphony Orchestra *General operating support* $10,000.00	1360	3/24/2010	$10,000 00	Cooper Foundation	6665
Lux Center for the Arts *General operating support* $10,000 00	1377	6/25/2010	$10,000.00	Cooper Foundation	6761
Metropolitan Opera/Nebraska Auditions *2011 Auditions* $1,000.00	1415	12/17/2010	$1,000 00	Cooper Foundation	6952

EXHIBIT 2

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Nebraska Brass *Educational outreach projects* $9,000 00	1399	10/22/2010	$9,000 00	Cooper Foundation	6886
Sheldon Art Association *Outsider Art celebration* $5,183.00	1386	11/17/2010	$5,183 00	Cooper Foundation	6923
Sheldon Art Association *Community-based education initiative* $10,000.00	1390	12/17/2010	$10,000 00	Cooper Foundation	6958
TADA Productions, Inc. *General operating support* $10,000.00	1389	10/22/2010	$5,000.00	Cooper Foundation	6889
University of Nebraska Lincoln, Lied Center for Performing Arts *Public Information System (closed circuit video)* $10,000 00	1402	10/22/2010	$10,000.00	Cooper Foundation	6891
		Total Arts (13 items)	$88,533.00		
<u>Community Improvement</u>					
Community Services Fund *2009 Campaign* $4,200.00	1357	3/24/2010	$4,200 00	Cooper Foundation	6661
Wyuka Historical Foundation *Public park design costs* $5,000 00	1380	6/25/2010	$5,000.00	Cooper Foundation	6764
	Total Community Improvement	(2 items)	$9,200.00		

EXHIBIT 2

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Education					
Bright Lights, Inc. *General operating support* $10,000 00	1385	6/25/2010	$10,000 00	Cooper Foundation	6756
Junior Achievement of Lincoln, Inc. *General operating support* $5,000.00	1394	10/22/2010	$5,000.00	Cooper Foundation	6884
Lincoln Literacy Council *English language and literacy tutoring services* $12,000.00	1319	1/7/2010	$12,000.00	Cooper Foundation	6593
Foundation for Lincoln Public Schools *Elliott Elementary School Playground and Park* $7,500.00	1379	6/25/2010	$7,500.00	Cooper Foundation	6759
Foundation for Lincoln Public Schools *Project TRUST* $3,478 00	1373	7/30/2010	$3,478.00	Cooper Foundation	6798
Nebraska Appleseed Center for Law in the Public Interest *Choosing Education Program* $8,000.00	1374	6/25/2010	$8,000.00	Cooper Foundation	6762
Nebraska State Bar Foundation *We the People. The Citizen and the Constitution Teachers Summer Institute* $7,500.00	1355	7/30/2010	$7,500 00	Cooper Foundation	6799
Planned Parenthood of the Heartland *Educational programming - Year 2* $9,500.00	1372	8/2/2010	$9,500.00	Cooper Foundation	6800

EXHIBIT 2

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Sheridan Elementary School PTO *Nature Explore Outdoor Classroom* $5,000 00	1371	6/25/2010	$5,000.00	Cooper Foundation	6763
University of Nebraska Lincoln, E.N. Thompson Forum on World Issues *Thompson Family Fund 2010* $13,921.00	1419	12/17/2010	$13,921.00	Thompson Family Fund	6960
University of Nebraska Lincoln, E.N. Thompson Forum on World Issues *Memorial grant in honor of E N Thompson* $200,000.00	837	12/17/2010	$40,000 00	Cooper Foundation	6959
		Total Education (11 items)	$121,899.00		
Environment					
Groundwater Foundation *General operating support* $10,000.00	1417	12/17/2010	$10,000.00	Cooper Foundation	6949
Nature Conservancy *Natural Resources Coordinator position of the Saline Wetlands Conservation Partnership* $10,000.00	1404	12/17/2010	$10,000.00	Cooper Foundation	6953
Nebraska Water Center Foundation *Educational programming* $25,000 00	1150	3/24/2010	$5,000 00	Cooper Foundation	6667 Send to Chad Adams, Treasurer c/o Adams Bank & Trust, PO Box 720, Ogallala, NE 69153
		Total Environment (3 items)	$25,000.00		

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<u>**Human Services**</u>					
Arc of Lincoln/Lancaster County *General operating support* $10,000.00	1422	12/17/2010	$10,000 00	Cooper Foundation	6945
Boys and Girls Club of Lincoln-Lancaster County *General operating support* $5,000 00	1382	6/25/2010	$5,000.00	Cooper Foundation	6755
CASA for Lancaster County *General operating support* $10,000.00	1367	9/14/2010	$5,000 00	Cooper Foundation	6841
CASA for Lancaster County *General operating support* $10,000 00	1367	10/22/2010	$2,500 00	Cooper Foundation	6878
Center for People in Need *AmeriCorps Program Director salary* $15,000.00	1413	12/17/2010	$15,000.00	Cooper Foundation	6946
Child Guidance Center *Therapeutic supplies and training* $8,000.00	1352	6/25/2010	$8,000.00	Cooper Foundation	6757
Community CROPS *General operating support* $10,000.00	1368	6/25/2010	$7,000.00	Cooper Foundation	6758
Community CROPS *General operating support* $10,000.00	1368	12/17/2010	$3,000 00	Cooper Foundation	6947
Community Development Resources *General operating support* $15,000 00	1393	10/22/2010	$15,000.00	Cooper Foundation	6879

EXHIBIT 2

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
Girl Scouts - Spirit of Nebraska *Funding for outreach troops at Clinton and Elliott elementary schools* $5,000.00	1407	12/17/2010	$5,000.00	Cooper Foundation	6948
Heartland Big Brothers Big Sisters *General operating support* $10,000.00	1391	10/22/2010	$10,000 00	Cooper Foundation	6883
El Centro de Las Americas *General operating support* $10,000.00	1403	10/22/2010	$10,000 00	Cooper Foundation	6880
Legal Aid of Nebraska *Extended legal representation to 10 low-income people in Lancaster County* $10,000.00	1406	12/17/2010	$10,000 00	Cooper Foundation	6950
Matt Talbot Kitchen & Outreach *General operating support* $15,000.00	1401	10/22/2010	$15,000 00	Cooper Foundation	6885
Nebraska Lawyers Foundation *Lancaster County Self-Help Desk* $10,000.00	1409	12/17/2010	$10,000.00	Cooper Foundation	6955
Northeast Family Center *Academy of Rock* $10,000 00	1418	12/17/2010	$10,000.00	Cooper Foundation	6956
United Way of Lincoln/Lancaster County *2010 United Way Campaign* $14,709.00	1405	10/22/2010	$14,709.00	Cooper Foundation	6890
YWCA *General operating support* $10,000.00	1400	10/22/2010	$10,000.00	Cooper Foundation	6892

EXHIBIT 2

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
		Total Human Services (18 items)	$165,209 00		
Humanities					
Foundation for Lincoln City Libraries *Establishing an office in Bennett Martin Public Library and hiring an administrative assistant* $10,000.00	1398	10/25/2010	$10,000 00	Cooper Foundation	6882
Lincoln Children's Museum *Design for a new interactive water exhibit* $20,000 00	1421	12/17/2010	$20,000 00	Cooper Foundation	6951
Nebraska Humanities Council *E N Thompson Forum on World Issues simulcasting* $2,000.00	1396	10/22/2010	$2,000.00	Cooper Foundation	6887
Nebraska Humanities Council *Humanities programming to engage younger adults* $10,000 00	1397	12/17/2010	$10,000.00	Cooper Foundation	6954
Nebraska State Historical Society Foundation *"We the People" exhibition video booth* $6,887.00	1383	10/22/2010	$6,887 00	Cooper Foundation	6888
University of Nebraska Lincoln, International Quilt Study Center *"Elegant Geometry· American and British Mosaic Patchwork" exhibition* $8,825.00	1410	12/17/2010	$8,825 00	Cooper Foundation	6961

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
University of Nebraska State Museum *A Turning Point Navajo Weaving in the Late Twentieth Century* $9,335 00	1366	3/24/2010	$9,335.00	Cooper Foundation	6668
		Total Humanities (7 items)	$67,047 00		
Other					
Council on Foundations *2010 general support* $1,990 00	1330	3/24/2010	$1,990 00	Cooper Foundation	6669
Foundation Center *Annual Support* $2,750.00	1388	10/22/2010	$2,750.00	Cooper Foundation	6881
		Total Other (2 items)	$4,740 00		
		Grand Total (56 items)	$481,628 00		

EXHIBIT 2