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 , **and ending**

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

Name of foundation
COOPER FAMILY FOUNDATION
C/O DAVID E. WEISS

A Employer identification number 86-0905824

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

B Telephone number 602-382-6204

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

C If exemption application is pending, check here ▶☐
D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,067,764.

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

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Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	33,330.	33,330.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,051.			
	b Gross sales price for all assets on line 6a 691,160.				
	7 Capital gain net income (from Part IV, line 2)		4,051.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	4,086.	4,086.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	41,467.	41,467.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,000.	1,500.		1,500.
	c Other professional fees STMT 4	17,844.	17,844.		0.
	17 Interest				
	18 Taxes STMT 5	897.	897.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,741.	20,241.		1,500.
	25 Contributions, gifts, grants paid	457,500.			457,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	479,241.	20,241.		459,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<437,774.>			
	b **Net investment income** (if negative, enter -0-)		21,226.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions.**

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Part II Balance Sheets

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

			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	422,572.	369,188.	369,188.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 7	1,137,785.	842,710.	1,097,789.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	553,231.	450,691.	600,787.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	2,113,588.	1,662,589.	2,067,764.
Liabilities	17	Accounts payable and accrued expenses	12,425.	12,425.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 9)	20,000.	0.	
	23	**Total liabilities** (add lines 17 through 22)	32,425.	12,425.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	2,081,163.	1,650,164.	STATEMENT 6
	30	**Total net assets or fund balances**	2,081,163.	1,650,164.	
	31	**Total liabilities and net assets/fund balances**	2,113,588.	1,662,589.	

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	2,081,163.
2	Enter amount from Part I, line 27a	2	<437,774.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,643,389.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,643,389.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CHARLES SCHWAB -0380 (SEE ATTACHED)	P	VARIOUS	VARIOUS
b	CHARLES SCHWAB -0380 (SEE ATTACHED)	P	VARIOUS	VARIOUS
c	CHARLES SCHWAB -6315 (SEE ATTACHED)	P	VARIOUS	VARIOUS
d	CHARLES SCHWAB -6315 (SEE ATTACHED)	P	VARIOUS	VARIOUS
e	CHARLES SCHWAB -1601 (SEE ATTACHED)	P	VARIOUS	VARIOUS

	(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	220,159.		226,778.	<6,619.>
b	312,723.		295,321.	17,402.
c	75,548.		81,141.	<5,593.>
d	12,085.		11,920.	165.
e	70,645.		71,949.	<1,304.>

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				<6,619.>
b				17,402.
c				<5,593.>
d				165.
e				<1,304.>

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	4,051.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	503,333.	2,053,249.	.245140
2008	740,261.	3,540,926.	.209059
2007	770,500.	4,939,765.	.155979
2006	721,500.	4,985,622.	.144716
2005	681,000.	5,068,595.	.134357

2 Total of line 1, column (d)	2	.889251
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	.177850
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,053,387.
5 Multiply line 4 by line 3	5	365,195.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	212.
7 Add lines 5 and 6	7	365,407.
8 Enter qualifying distributions from Part XII, line 4	8	459,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	212.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	212.
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	212.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	4,086.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	4,086.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,874.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶		3,874. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? N/A	13		

Website address ▶ N/A

14 The books are in care of ▶ SNELL & WILMER C/O DAVID E. WEISS Telephone no. ▶ (602) 382-6204

Located at ▶ ONE ARIZONA CENTER, PHOENIX, AZ ZIP+4 ▶ 85004-2202

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		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? SEE STATEMENT A ☒ Yes ☐ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		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 ☒ No			
If "Yes," list the years ▶ _____, _____, _____, _____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.			
▶ _____, _____, _____, _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 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.)* N/A	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)? ☐ Yes ☒ No

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GARY COOPER ONE ARIZONA CENTER PHOENIX, AZ 85004-0001	DIRECTOR 0.00	0.	0.	0.
DAVID E. WEISS ONE ARIZONA CENTER PHOENIX, AZ 85004-0001	DIRECTOR 0.00	0.	0.	0.
CHRISTINE COOPER ONE ARIZONA CENTER PHOENIX, AZ 85004-0001	DIRECTOR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	1,158,038.
b	Average of monthly cash balances		1b	337,936.
c	Fair market value of all other assets		1c	588,683.
d	**Total** (add lines 1a, b, and c)		1d	2,084,657.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	2,084,657.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	31,270.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,053,387.
6	**Minimum investment return.** Enter 5% of line 5		6	102,669.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	102,669.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 212.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	212.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	102,457.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	102,457.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	102,457.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	459,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	459,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	212.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	458,788.

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 instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					102,457.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: ______, ______, ______			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005	434,683.				
b From 2006	483,931.				
c From 2007	535,554.				
d From 2008	565,693.				
e From 2009	401,005.				
f **Total** of lines 3a through e		2,420,866.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $	459,000.				
a Applied to 2009, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2010 distributable amount					102,457.
e Remaining amount distributed out of corpus		356,543.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,777,409.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		434,683.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		2,342,726.			
10 Analysis of line 9:					
a Excess from 2006	483,931.				
b Excess from 2007	535,554.				
c Excess from 2008	565,693.				
d Excess from 2009	401,005.				
e Excess from 2010	356,543.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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

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

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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					
4 Dividends and interest from securities			14	33,330.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	4,086.	
8 Gain or (loss) from sales of assets other than inventory			18	4,051.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		41,467.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 41,467.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

David E Weiss | 11-15-11 | MANAGER

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KIM LLUMIQUINGA		11/13/11		

Firm's name ▶ GENPRING FAMILY OFFICES, LLC | Firm's EIN ▶

Firm's address ▶ 2355 E. CAMELBACK ROAD, SUITE 750
PHOENIX, AZ 85016 | Phone no. 602-385-3266

COOPER FAMILY FOUNDATION
F.E.I.N. 86-0905824

STATEMENT ATTACHED TO AND MADE PART OF U.S. INCOME TAX RETURN
FOR THE YEAR ENDED 12/31/2010

COOPER FAMILY FOUNDATION RECEIVED A LOAN FROM A DISQUALIFIED PERSON DURING THE TAXABLE YEAR. THIS LOAN CARRIES A ZERO PERCENT RATE AND MEETS THE EXCEPTION OUTLINED IN THE REGULATIONS SET FORTH.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB -0380	3,337.	0.	3,337.
SCHWAB -1601	24,656.	0.	24,656.
SCHWAB -6315	5,337.	0.	5,337.
TOTAL TO FM 990-PF, PART I, LN 4	33,330.	0.	33,330.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TAX REFUND	4,086.	4,086.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,086.	4,086.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

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

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISOR FEES	17,844.	17,844.		0.
TO FORM 990-PF, PG 1, LN 16C	17,844.	17,844.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	897.	897.		0.
TO FORM 990-PF, PG 1, LN 18	897.	897.		0.

FORM 990-PF OTHER FUNDS STATEMENT 6

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ENDOWMENT FUND	2,081,163.	1,650,164.
TOTAL TO FORM 990-PF, PART II, LINE 29	2,081,163.	1,650,164.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WILKINSON O'GRADY - STOCKS	336,472.	486,412.
SCHWAB MUTUAL FUNDS - EQUITY	506,238.	611,377.
ALETHEIA	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	842,710.	1,097,789.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDENTREE INVESTMENT	COST	250,000.	470,531.
KAYNE ANDERSON CIF (OFF SHORE)	COST	0.	0.
KAYNE ANDRERSON - MEF (OFF SHORE)	COST	200,691.	130,256.
TOTAL TO FORM 990-PF, PART II, LINE 13		450,691.	600,787.

FORM 990-PF OTHER LIABILITIES STATEMENT 9

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CONTRIBUTIONS IN TRANSIT	20,000.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	20,000.	0.

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

GenSpring Family Offices
REALIZED GAINS AND LOSSES
Aletheia Research & Management
Cooper Family Foundation
xxxx-0380
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
7/31/2009	1/20/2010	40	SUNPOWER CORP COM CL A	1298 43		887 76	-410 67	
10/28/2008	1/20/2010	30	SUNPOWER CORP COM CL A	948 74		665 82		-282 92
6/26/2009	1/20/2010	110	SUNPOWER CORP COM CL A	2964 36		2441 33	-523 03	
11/19/2008	1/20/2010	100	SUNPOWER CORP COM CL A	2488 85		2219 4		-269 45
10/22/2009	2/1/2010	45	AKAMAI TECHNOLOGIES COM	987 86		1150 12	162.26	
8/10/2009	2/1/2010	15	AKAMAI TECHNOLOGIES COM	292 47		383 37	90 9	
8/27/2008	2/1/2010	125	BRISTOL MYERS SQUIBB	2673 07		3032 51		359 44
10/9/2008	2/1/2010	3	CME GROUP INC COM	1190 35		855 26		-335 09
7/7/2008	2/1/2010	185	DELL COMPUTER CORP	4246 01		2427 81		-1818 2
7/8/2008	2/1/2010	115	DELL COMPUTER CORP	2580 29		1509 18		-1071 11
10/22/2009	2/1/2010	30	DEVON ENERGY CORP NEW COM	2101 38		2060 1	-41 28	
5/28/2009	2/1/2010	5	GOLDCORP INC NEW COM	196 58		155 15	-41 43	
11/19/2008	2/1/2010	5	STREETTRACKS GOLD TR GOLD SHS	373 27		532 36		159 09
1/12/2007	2/1/2010	15	STREETTRACKS GOLD TR GOLD SHS	933 68		1597 08		663 4
2/10/2009	2/1/2010	15	MCDONALDS CORP	872 21		935 85	63 64	
1/2/2008	2/1/2010	25	PETROLEO BRASILEIRO SA SPONSORED ADR	1465 68		1010 58		-455 1
9/5/2007	2/8/2010	235	OILSANDS QUEST INC COM	1186 74		173 46		-1013 28
8/7/2007	2/8/2010	1450	OILSANDS QUEST INC COM	6181 37		1070 32		-5111 05
4/6/2009	2/23/2010	265	ENERGYSOLUTIONS INC DEPOSITARY SH	2679 34		1634 36	-1044 98	
2/24/2009	2/25/2010	25	AMERICAN EXPRESS CO COM	307 36		921 61		614 25
4/22/2008	2/25/2010	80	GENERAL CABLE DEL NEW COM	5684 37		1867 55		-3816 82
7/1/2008	2/25/2010	40	GENERAL CABLE DEL NEW COM	2430 38		933 78		-1496 6
10/9/2008	2/25/2010	7	CME GROUP INC COM	2777 49		2041 08		-736 41
8/27/2008	2/25/2010	20	CANADIAN NAT RES LTD COM	1722 61		1296 25		-426 36
5/28/2009	2/25/2010	10	GOLDCORP INC NEW COM	393 16		348 47	-44 69	
1/12/2007	2/25/2010	5	STREETTRACKS GOLD TR GOLD SHS	311 23		516 84		205 61
10/6/2009	2/25/2010	15	***INTERNATIONAL BUSINESS MACHS CORP COM	1820 09		1867 26	47 17	
6/16/2009	2/25/2010	10	MURPHY OIL CORP COM	593 02		486 2	-106 82	
11/16/2009	2/25/2010	25	SUNCOR ENERGY	920 15		685 87	-234 28	
1/9/2009	3/2/2010	10	WHOLE FOODS MARKET INC	129 58		364 86		235 28
2/24/2009	3/2/2010	120	WHOLE FOODS MARKET INC	1470 75		4378 33		2907 58
11/5/2009	3/10/2010	95	***BANK OF AMERICA CORP	1424 19		1612 12	187 93	
10/22/2009	3/10/2010	10	DEVON ENERGY CORP NEW COM	700 46		690 15	-10 31	
2/1/2010	3/10/2010	40	EBAY INC COM	932 27		1001 67	69 4	
1/9/2009	3/10/2010	5	***JOHNSON & JOHNSON COM	296 73		301 25		4 52
3/2/2010	3/10/2010	40	L-3 COMMUNICATIONS HLDGS INC COM	3714 23		3675 66	-38 57	
9/10/2009	3/10/2010	25	***MCDERMOTT INTL INC	682 17		607 82	-74 35	
6/16/2009	3/10/2010	30	MURPHY OIL CORP COM	1779 05		1600 11	-178 94	
1/12/2007	3/10/2010	15	MURPHY OIL CORP COM	695 97		800 05		104 08
4/18/2008	3/10/2010	55	NASDAQ STOCK MARKET COM	2275 32		1086 68		-1188 64
7/29/2009	3/10/2010	20	VALEANT PHARMACEUTICAL COM	509 78		768 87	259 09	
8/10/2009	3/12/2010	70	AKAMAI TECHNOLOGIES COM	1364 87		2225 62	860 75	
10/22/2009	3/12/2010	10	DEVON ENERGY CORP NEW COM	700 46		682 75	-17 71	
4/6/2009	3/12/2010	20	ENERGYSOLUTIONS INC DEPOSITARY SH	202 21		115 49	-86 72	
11/5/2009	3/12/2010	245	ENERGYSOLUTIONS INC DEPOSITARY SH	2169 73		1414 79	-754 94	
8/27/2008	4/1/2010	5	CANADIAN NAT RES LTD COM	430 65		375 98		-54 67
8/5/2008	4/1/2010	5	CANADIAN NAT RES LTD COM	359 52		375.99		16 47
9/10/2009	4/1/2010	35	***MCDERMOTT INTL INC	955 04		917.89	-37 15	
11/5/2009	4/13/2010	10	***BANK OF AMERICA CORP	149 91		165 94	16 03	
5/28/2009	4/13/2010	40	MONSANTO CO NEW COM	3188 13		2702 84	-485 29	
2/1/2010	4/21/2010	40	BARRICK GOLD CORP COM	1455 51		1560 01	104 5	
12/26/2008	4/21/2010	10	BARRICK GOLD CORP COM	339 6		390		50 4
2/25/2010	4/21/2010	20	AGNICO EAGLE MINES LTD COM	1134 02		1183 62	49 6	
2/8/2007	4/21/2010	100	AES CORP	2225 98		1204 12		-1021 86
8/10/2009	4/21/2010	30	AKAMAI TECHNOLOGIES COM	584.95		987.83	402 88	
1/12/2007	4/21/2010	55	ALNYLAM PHARMACEUTICAL COM	1208 89		914 48		-294 41
2/1/2010	4/21/2010	120	ADVANCED MICRO DEVICES INC	950 86		1156 03	205 17	
3/10/2010	4/21/2010	20	ABERCROMBIE & FITCH CO-CL A	872 9		938 03	65 13	
9/21/2009	4/21/2010	95	ATP OIL & GAS CORP COM	1971 48		2088 06	116 58	
2/24/2009	4/21/2010	30	AMERICAN EXPRESS CO COM	368 83		1358 52		989 69

3/10/2010	4/21/2010	10 BOEING CO COM	699 46	732 81	33 35	
3/10/2010	4/21/2010	10 BOEING CO COM	699 46	732 8	33 34	
11/5/2009	4/21/2010	45 ***BANK OF AMERICA CORP	674 61	814 06	139 45	
3/17/2009	4/21/2010	5 ***BANK OF AMERICA CORP	30 94	90 45		59 51
3/17/2009	4/21/2010	15 ***BANK OF AMERICA CORP	92 83	271 35		178 52
2/13/2009	4/21/2010	35 ***BANK OF AMERICA CORP	200 67	633 15		432 48
12/4/2009	4/21/2010	185 BARNES & NOBLE	3921 13	4231 64	310 51	
1/12/2007	4/21/2010	45 CATERPILLAR INC	2673 96	3030 54		356 58
8/6/2009	4/21/2010	70 COEUR D ALENE MINES ID COM	1128 45	1141 33	12 88	
4/1/2010	4/21/2010	40 CONTINENTAL RES INC COM	1791 61	1789 05	-2 56	
7/31/2009	4/21/2010	15 CONTINENTAL RES INC COM	506 08	670 9	164 82	
8/5/2008	4/21/2010	25 CANADIAN NAT RES LTD COM	1797 59	1921 34		123 75
2/20/2008	4/21/2010	5 CANADIAN NAT RES LTD COM	342 64	384 27		41 63
5/20/2008	4/21/2010	15 DEERE & COMPANY	1235 91	900 68		-335 23
7/1/2008	4/21/2010	30 DEERE & COMPANY	2218 93	1801 37		-417 56
10/22/2009	4/21/2010	15 DEVON ENERGY CORP NEW COM	1050 69	999 91	-50 78	
1/12/2007	4/21/2010	5 DEVON ENERGY CORP NEW COM	326 71	333 31		6 6
2/1/2010	4/21/2010	40 EBAY INC COM	932 27	1032 83	100 56	
1/12/2007	4/21/2010	25 ***EMERSON ELECTRIC CO	1103 97	1277 77		173 8
11/12/2009	4/21/2010	15 ***FREEPORT-MCMORAN COPPER-B	1255 74	1158 28	-97 46	
10/6/2008	4/21/2010	20 FLUOR CORP COM	828 43	1031 83		203 4
11/11/2009	4/21/2010	105 GREAT ATL & PAC TEA COM	1269 41	891 82	-377 59	
11/11/2009	4/21/2010	95 GREAT ATL & PAC TEA COM	1148 51	806 89	-341 62	
11/11/2009	4/21/2010	5 GREAT ATL & PAC TEA COM	60 45	42 46	-17 99	
5/28/2009	4/21/2010	60 GOLDCORP INC NEW COM	2358 96	2350	-8 96	
1/12/2007	4/21/2010	30 STREETTRACKS GOLD TR GOLD SHS	1867 36	3349 29		1481 93
3/24/2009	4/21/2010	10 HESS CORP COM	675 43	641 04		-34 39
3/23/2009	4/21/2010	20 HESS CORP COM	1307 96	1282 07		-25 89
10/6/2009	4/21/2010	20 ***INTERNATIONAL BUSINESS MACHS CORP COM	2426 78	2562 59	135 81	
7/10/2007	4/21/2010	5 ***INTERNATIONAL BUSINESS MACHS CORP COM	545 76	640 65		94 89
2/1/2010	4/21/2010	75 INTEL CORP COM	1482 94	1762 76	279 82	
1/9/2009	4/21/2010	20 ***JOHNSON & JOHNSON COM	1186 92	1286 62		99 7
1/12/2007	4/21/2010	90 COCA COLA CO COM	4374 93	4848 96		474 03
2/25/2010	4/21/2010	50 MCDONALDS CORP	3219 4	3503 99	284 59	
9/10/2009	4/21/2010	70 ***MCDERMOTT INTL INC	1910 08	1912 01	1 92	
8/5/2008	4/21/2010	120 METRO GOLDWYN MAYER COM	4168 12	1793 92		-2374 2
7/1/2008	4/21/2010	80 METRO GOLDWYN MAYER COM	2620 32	1195 95		-1424 37
8/27/2008	4/21/2010	60 METRO GOLDWYN MAYER COM	1848 65	896 96		-951 69
7/8/2008	4/21/2010	65 METRO GOLDWYN MAYER COM	1945 25	971 71		-973 54
2/25/2010	4/21/2010	25 MOSAIC CO COM	1429 17	1311 27	-117 9	
1/12/2007	4/21/2010	35 MURPHY OIL CORP COM	1623 94	2112 21		488 27
11/16/2009	4/21/2010	48 NEWMONT MINING CORP HOLDING CO	2549 38	2484 43	-64 95	
1/12/2007	4/21/2010	47 NEWMONT MINING CORP HOLDING CO	2038 07	2432 68		394 61
7/15/2008	4/21/2010	175 NOVAGOLD RES INC COM NEW	1494 41	1285 7		-208 71
1/2/2008	4/21/2010	35 PETROLEO BRASILEIRO SA SPONSORED ADR	2051 96	1508 86		-543 1
2/8/2008	4/21/2010	15 PETROLEO BRASILEIRO SA SPONSORED ADR	835 27	646 65		-188 62
1/12/2007	4/21/2010	15 PROCTER & GAMBLE CO COM	975 56	933 88		-41 68
2/24/2009	4/21/2010	115 ISHARES SILVER TRUST ISHARES	1584 41	2021 38		436 97
4/16/2007	4/21/2010	95 SILVER WHEATON CORP COM	1087 37	1636 82		549 45
11/16/2009	4/21/2010	40 SUNCOR ENERGY	1472 24	1355 31	-116 93	
1/12/2007	4/21/2010	5 SUNCOR ENERGY	181 4	169 41		-11 99
1/12/2007	4/21/2010	90 SUNCOR ENERGY	3265 15	3049 44		-215 71
4/13/2010	4/21/2010	15 VMWARE INC CL A COM	859 06	909 28	50 22	
7/29/2009	4/21/2010	65 VALEANT PHARMACEUTICAL COM	1656 79	2680 1	1023 31	
3/2/2010	4/21/2010	35 WAL MART STORES INC COM	1896 97	1893 96	-3 01	
2/24/2009	4/21/2010	40 WAL MART STORES INC COM	1994 35	2164 52		170 17
4/23/2009	4/21/2010	65 ***WESTERN UN CO COM	1088 92	1114 28	25 36	
1/12/2007	4/21/2010	15 WYNN RESORTS LTD COM	1560 04	1268 07		-291 97
3/10/2010	4/21/2010	20 ***EXXON MOBIL CORP	1348 19	1358 42	10 23	
2/10/2009	4/22/2010	100 MARKET VECTORS ETF TR GOLD MINER ETF	3505 78	4696 97		1191 19
8/10/2009	4/23/2010	20 AKAMAI TECHNOLOGIES COM	389 96	663 23	273 27	
3/10/2010	4/23/2010	15 ABERCROMBIE & FITCH CO-CL A	654 67	711 88	57 21	
2/1/2010	4/23/2010	25 EBAY INC COM	582 67	595 78	13 11	
1/12/2007	4/23/2010	20 ***EMERSON ELECTRIC CO	883 18	1030 23		147 05
4/18/2008	4/23/2010	145 NASDAQ STOCK MARKET COM	5998 56	3254 24		-2744 32
1/12/2007	4/23/2010	30 SUNCOR ENERGY	1088 38	1010 53		-77 85
7/29/2009	4/23/2010	20 VALEANT PHARMACEUTICAL COM	509 78	827 02	317 24	
5/20/2009	4/23/2010	5 VALEANT PHARMACEUTICAL COM	116 17	206 76	90 59	
1/12/2007	4/23/2010	20 WAL MART STORES INC COM	959 76	1062 83		103 07
1/12/2007	4/27/2010	10 STREETTRACKS GOLD TR GOLD SHS	622 45	1116 34		493 89
1/12/2007	4/27/2010	20 MURPHY OIL CORP COM	927 96	1182 04		254 08
1/12/2007	4/27/2010	75 SUNCOR ENERGY	2720 96	2487 88		-233 08
2/25/2010	5/12/2010	15 AGNICO EAGLE MINES LTD COM	850 52	989 07	138 55	

12/26/2008	5/12/2010	15 AGNICO EAGLE MINES LTD COM	705 36	989 07		283 7
11/19/2008	5/12/2010	40 AGNICO EAGLE MINES LTD COM	1127 67	2637 51		1509 84
2/1/2010	5/14/2010	125 EBAY INC COM	2913 34	2748 75	-164 59	
2/24/2009	5/17/2010	35 AMERICAN EXPRESS CO COM	430 3	1401 39		971 09
7/8/2008	5/17/2010	50 METRO GOLDWYN MAYER COM	1496 34	653 08		-843 26
4/13/2010	5/17/2010	45 VMWARE INC CL A COM	2577 18	2660 25	83 07	
5/20/2009	5/17/2010	30 VALEANT PHARMACEUTICAL COM	697 04	1375 63	678 59	
7/8/2008	5/20/2010	20 METRO GOLDWYN MAYER COM	598 54	238 27		-360.27
1/20/2010	5/20/2010	80 METRO GOLDWYN MAYER COM	973 47	953 07	-20 4	
9/10/2009	5/20/2010	70 METRO GOLDWYN MAYER COM	780 63	833 94	53 31	
1/12/2007	5/20/2010	5 WYNN RESORTS LTD COM	520 01	361 5		-158 51
1/12/2007	5/20/2010	95 WAL MART STORES INC COM	4558 86	4909 21		350.35
10/29/2007	5/20/2010	140 WAL MART STORES INC COM	6329 22	7234 63		905 41
2/24/2009	5/21/2010	50 AMERICAN EXPRESS CO COM	614 72	1961 01		1346 29
1/12/2007	5/25/2010	1010 WORLDSPACE INC CL A	3796 9	0		-3796 9
1/12/2007	5/25/2010	100 WORLDSPACE INC CL A	375 33	0		-375 33
1/12/2007	5/25/2010	100 WORLDSPACE INC CL A	375 33	0		-375 33
1/12/2007	6/4/2010	5 STREETTRACKS GOLD TR GOLD SHS	311 23	576 74		265 51
9/10/2009	6/4/2010	5 ***MCDERMOTT INTL INC	136 43	86 7	-49 73	
1/12/2007	6/4/2010	10 NEWMONT MINING CORP HOLDING CO	433 63	524 75		91 12
1/12/2007	6/4/2010	5 SUNCOR ENERGY	181 4	150 46		-30 94
1/12/2007	6/4/2010	15 SUNCOR ENERGY	544 19	451 39		-92 8
1/12/2007	6/11/2010	5 STREETTRACKS GOLD TR GOLD SHS	311 23	579.89		268 66
1/12/2007	6/11/2010	10 NEWMONT MINING CORP HOLDING CO	433 63	541 45		107 82
1/12/2007	6/16/2010	15 CATERPILLAR INC	891 32	930 19		38 87
7/1/2008	6/16/2010	10 DEERE & COMPANY	739 64	569 15		-170 49
2/8/2008	6/16/2010	15 PETROLEO BRASILEIRO SA SPONSORED ADR	835 27	550 36		-284 91
1/12/2007	6/16/2010	20 SUNCOR ENERGY	725 59	652 03		-73 56
10/6/2008	7/6/2010	60 FLUOR CORP COM	2485 29	2536 6		51 31
8/10/2009	7/13/2010	90 AKAMAI TECHNOLOGIES COM	1754 84	3885 21	2130 37	
1/12/2007	7/13/2010	10 DEVON ENERGY CORP NEW COM	653 42	614 79		-38 63
9/10/2009	7/13/2010	5 ***MCDERMOTT INTL INC	136 43	118 04	-18 39	
3/23/2009	7/13/2010	40 ***MCDERMOTT INTL INC	558 56	944 3		385 74
1/12/2007	7/13/2010	20 MURPHY OIL CORP COM	927 96	999 85		71 89
2/8/2008	7/13/2010	55 PETROLEO BRASILEIRO SA SPONSORED ADR	3062 67	1954 57		-1108 1
5/20/2009	7/13/2010	50 VALEANT PHARMACEUTICAL COM	1161 74	2547 16		1385 42
2/10/2009	7/13/2010	45 VALEANT PHARMACEUTICAL COM	1006 72	2292 45		1285 72
4/23/2010	7/16/2010	15 ALLSTATE CORP	524 91	410 54	-114 37	
5/17/2010	7/16/2010	15 GOLDCORP INC NEW COM	680 74	584 68	-96 06	
1/12/2007	7/16/2010	20 STREETTRACKS GOLD TR GOLD SHS	1244 91	2311 43		1066 52
7/10/2007	7/16/2010	5 ***INTERNATIONAL BUSINESS MACHS CORP COM	545 76	630 55		84 79
1/12/2007	7/16/2010	10 NEWMONT MINING CORP HOLDING CO	433 63	579 17		145 54
2/8/2008	7/16/2010	15 PETROLEO BRASILEIRO SA SPONSORED ADR	835 27	508 7		-326 57
8/5/2008	7/16/2010	5 PETROLEO BRASILEIRO SA SPONSORED ADR	253 11	169 57		-83 54
1/12/2007	7/16/2010	20 SUNCOR ENERGY	725 59	602 85		-122 74
4/23/2009	7/16/2010	40 ***WESTERN UN CO COM	670 1	613 23		-56 87
1/12/2007	7/16/2010	5 WYNN RESORTS LTD COM	520 01	392 92		-127 09
3/23/2009	8/16/2010	150 ***MCDERMOTT INTL INC	1049 31	1962 4		913 09
4/23/2010	8/31/2010	15 ALLSTATE CORP	524 91	391 66	-133 25	
3/10/2010	8/31/2010	70 ABERCROMBIE & FITCH CO-CL A	3055 13	2453 39	-601 74	
2/10/2009	8/31/2010	45 VALEANT PHARMACEUTICAL COM	1006 72	2591 4		1584 67
5/17/2010	9/8/2010	65 BARRICK GOLD CORP COM	2907.12	2969 68	62 56	
12/26/2008	9/8/2010	35 BARRICK GOLD CORP COM	1188 6	1599 06		410 46
12/26/2008	9/8/2010	55 BARRICK GOLD CORP COM	1867 81	2512 81		645
3/17/2009	9/8/2010	45 BARRICK GOLD CORP COM	1299 71	2055 93		756 22
3/17/2009	9/8/2010	15 BARRICK GOLD CORP COM	433 24	685 32		252 08
2/8/2007	9/8/2010	45 AES CORP	1001 69	497 92		-503 77
11/15/2007	9/8/2010	225 AES CORP	4981 2	2489 62		-2491 58
7/6/2010	9/8/2010	165 AES CORP	1551 05	1825 72	274 67	
4/23/2010	9/8/2010	70 ALLSTATE CORP	2449 58	2022 21	-427 37	
4/23/2010	9/8/2010	30 ALLSTATE CORP	1049 82	866 66	-183 16	
4/23/2010	9/8/2010	70 ALLSTATE CORP	2449 58	2022 27	-427 31	
4/23/2010	9/8/2010	10 ALLSTATE CORP	349 91	288 9	-61 01	
1/12/2007	9/8/2010	100 ALNYLAM PHARMACEUTICAL COM	2197 98	1418 31		-779 67
1/12/2007	9/8/2010	55 ALNYLAM PHARMACEUTICAL COM	1208.89	779 96		-428 93
5/21/2010	9/8/2010	100 APPLIED MATLS INC COM	1280 07	1045 58	-234 49	
5/21/2010	9/8/2010	100 APPLIED MATLS INC COM	1280 07	1045 58	-234 49	
5/21/2010	9/8/2010	10 APPLIED MATLS INC COM	128 01	104 58	-23 43	
5/21/2010	9/8/2010	10 APPLIED MATLS INC COM	128 01	85 97	-42 04	
2/1/2010	9/8/2010	335 ADVANCED MICRO DEVICES INC	2654 49	1950 16	-704 33	
5/17/2010	9/8/2010	150 ***AOL TIME WARNER INC	3551 73	3374 64	-177 09	
9/21/2009	9/8/2010	90 ATP OIL & GAS CORP COM	1867 72	1118 21	-749 51	
12/4/2009	9/8/2010	165 ATP OIL & GAS CORP COM	2724 42	2050 06	-674 36	

3/10/2010	9/8/2010	60 BOEING CO COM	4196 77	3870 38	-326 39	
2/13/2009	9/8/2010	280 ***BANK OF AMERICA CORP	1605 33	3748 79		2143 46
12/4/2009	9/8/2010	40 BARNES & NOBLE	847 81	624 94	-222 87	
1/20/2010	9/8/2010	235 BARNES & NOBLE	4304 24	3671 51	-632 73	
1/7/2009	9/8/2010	220 BARNES & NOBLE	3830 64	3437 15		-393 49
8/16/2010	9/8/2010	80 ***BABCOCK & WILCOX CO COM	1788 89	1725 75	-63 14	
3/23/2009	9/8/2010	75 ***BABCOCK & WILCOX CO COM	1045 29	1617 9		572 61
8/31/2010	9/8/2010	745 ***CITIGROUP INC COM	2754 1	2848 25	94 15	
6/16/2010	9/8/2010	115 CONTINENTAL AIRLINES INC CL B	2885 64	2682 62	-203 02	
1/12/2007	9/8/2010	80 CATERPILLAR INC	4753 72	5675 26		921 54
9/10/2009	9/8/2010	25 CATERPILLAR INC	1224 14	1773 52	549 38	
9/10/2009	9/8/2010	10 CATERPILLAR INC	489 66	692 15	202 49	
8/6/2009	9/8/2010	100 COEUR D ALENE MINES ID COM	1612 08	1782 57		170 49
8/6/2009	9/8/2010	90 COEUR D ALENE MINES ID COM	1450 87	1604 31		153 44
6/11/2010	9/8/2010	25 CONTINENTAL RES INC COM	1285 29	1101 09	-184 2	
4/27/2010	9/8/2010	45 CONTINENTAL RES INC COM	2098 83	1981 96	-116 87	
7/31/2009	9/8/2010	160 CONTINENTAL RES INC COM	5398 16	7046 96		1648 8
2/20/2008	9/8/2010	20 CANADIAN NAT RES LTD COM	685 28	666 99		-18 29
2/16/2007	9/8/2010	160 CANADIAN NAT RES LTD COM	4199 14	5335 94		1136 8
8/5/2008	9/8/2010	55 DEERE & COMPANY	3691 2	3750 8		59 6
3/12/2010	9/8/2010	60 DEERE & COMPANY	3528 3	4091 79	563 49	
3/12/2010	9/8/2010	10 DEERE & COMPANY	588 05	661 26	73 21	
5/17/2010	9/8/2010	95 DR PEPPER SNAPPLE GRP COM	3610 93	3638 44	27 51	
1/12/2007	9/8/2010	45 DEVON ENERGY CORP NEW COM	2940 39	2838 85		-101 54
7/16/2010	9/8/2010	100 EBAY INC COM	2112 32	2419 71	307 39	
7/16/2010	9/8/2010	30 EBAY INC COM	633 7	725 92	92 22	
1/12/2007	9/8/2010	80 ***EMERSON ELECTRIC CO	3532 7	4017 58		484 88
11/12/2009	9/8/2010	5 ***FREEPORT-MCMORAN COPPER-B	418 58	396 45	-22 13	
11/5/2009	9/8/2010	35 ***FREEPORT-MCMORAN COPPER-B	2790 48	2775 15	-15 33	
11/11/2009	9/8/2010	440 GREAT ATL & PAC TEA COM	5319 44	1418 27	-3901 17	
12/4/2009	9/8/2010	105 GREAT ATL & PAC TEA COM	1223 08	338 45	-884 63	
5/17/2010	9/8/2010	15 GOLDCORP INC NEW COM	680 74	630 23	-50 51	
1/12/2007	9/8/2010	160 GOLDCORP INC NEW COM	4197 54	6722 45		2524 91
1/12/2007	9/8/2010	45 STREETTRACKS GOLD TR GOLD SHS	2801 05	5504 61		2703 56
3/23/2009	9/8/2010	5 HESS CORP COM	326 99	272 34		-54 65
1/26/2009	9/8/2010	10 HESS CORP COM	621	544 67		-76 33
1/9/2009	9/8/2010	75 HESS CORP COM	4266 09	4085 06		-181 03
7/3/2007	9/8/2010	70 ***INTERNATIONAL BUSINESS MACHS CORP COM	7509 95	8796 4		1286 45
7/16/2010	9/8/2010	155 INTEL CORP COM	3343 15	2750 24	-592 91	
2/1/2010	9/8/2010	200 INTEL CORP COM	3954 51	3548 7	-405 81	
7/6/2010	9/8/2010	255 IRIDIUM COMMUNICATIONS COM	2694 77	2356 87	-337 9	
1/9/2009	9/8/2010	50 ***JOHNSON & JOHNSON COM	2967 3	2931 2		-36 1
2/10/2009	9/8/2010	20 ***JOHNSON & JOHNSON COM	1164 33	1172 48		8 15
1/12/2007	9/8/2010	245 COCA COLA CO COM	11909 54	14150 86		2241 32
2/25/2010	9/8/2010	5 MCDONALDS CORP	321 94	379 13	57 19	
2/10/2009	9/8/2010	5 MCDONALDS CORP	290 74	379 13		88 39
1/12/2007	9/8/2010	140 MCDONALDS CORP	6213 81	10615 75		4401 94
9/10/2009	9/8/2010	145 METRO GOLDWYN MAYER COM	1617 01	1471 62	-145 39	
8/17/2009	9/8/2010	155 METRO GOLDWYN MAYER COM	1267 81	1573 12		305 31
8/17/2009	9/8/2010	300 METRO GOLDWYN MAYER COM	2453 82	3044 74		590 92
8/17/2009	9/8/2010	50 METRO GOLDWYN MAYER COM	408 97	507 46		98 49
7/6/2010	9/8/2010	245 MCMORAN EXPLORATION CO COM	2787 62	3535 19	747 57	
2/25/2010	9/8/2010	80 MOSAIC CO COM	4573 35	4779 17	205 82	
5/14/2010	9/8/2010	100 ***MICROSOFT CORP COM	2918 93	2377 21	-541 72	
1/12/2007	9/8/2010	70 MURPHY OIL CORP COM	3247 87	3983 98		736 11
8/31/2010	9/8/2010	35 NOBLE ENRGY INC COM	2473 28	2551 81	78 53	
1/12/2007	9/8/2010	93 NEWMONT MINING CORP HOLDING CO	4032 77	5737 57		1704 8
10/21/2008	9/8/2010	60 NEWMONT MINING CORP HOLDING CO	1825 36	3701 66		1876 3
10/17/2008	9/8/2010	80 NEWMONT MINING CORP HOLDING CO	2238 03	4935 55		2697 52
7/15/2008	9/8/2010	465 NOVAGOLD RES INC COM NEW	3970 85	3537 71		-433 14
6/11/2010	9/8/2010	95 NOVELLUS SYSTEMS INC	2549 72	2208 87	-340 85	
6/11/2010	9/8/2010	5 NOVELLUS SYSTEMS INC	134 2	116 26	-17 94	
6/11/2010	9/8/2010	5 NOVELLUS SYSTEMS INC	134 2	116 26	-17 94	
8/5/2008	9/8/2010	50 PETROLEO BRASILEIRO SA SPONSORED ADR	2531 14	1814 34		-716 8
2/13/2009	9/8/2010	10 PETROLEO BRASILEIRO SA SPONSORED ADR	321 15	362 87		41 72
1/12/2007	9/8/2010	40 PROCTER & GAMBLE CO COM	2601 5	2394 81		-206 69
4/23/2010	9/8/2010	200 SAIC INC COM	3683 75	3032 2	-651 55	
2/24/2009	9/8/2010	305 ISHARES SILVER TRUST ISHARES	4202 14	5949 11		1746 97
4/16/2007	9/8/2010	255 SILVER WHEATON CORP COM	2918 73	6163 96		3245 23
7/16/2010	9/8/2010	95 SUNPOWER CORP COM CL A	1345 17	1088 26	-256 91	
7/6/2010	9/8/2010	65 SUNPOWER CORP COM CL A	885 72	744 6	-141 12	
6/4/2010	9/8/2010	200 SUNPOWER CORP COM CL A	2724 37	2291 08	-433 29	
1/12/2007	9/8/2010	145 SUNCOR ENERGY	5260 52	4663 52		-597

10/21/2008	9/8/2010	110 SUNCOR ENERGY	2696 47		3537 85		841 38
7/16/2010	9/8/2010	165 WAL MART STORES INC COM	8296 35		8495 73	199 38	
10/29/2007	9/8/2010	15 WAL MART STORES INC COM	678 13		772 34		94 21
4/23/2009	9/8/2010	65 ***WESTERN UN CO COM	1088 92		1048 69		-40 23
4/23/2009	9/8/2010	35 ***WESTERN UN CO COM	586 34		564 68		-21 66
4/23/2009	9/8/2010	35 ***WESTERN UN CO COM	586 34		564 66		-21 68
1/12/2007	9/8/2010	35 WYNN RESORTS LTD COM	3640 09		3088 7		-551 39
3/10/2010	9/8/2010	60 ***EXXON MOBIL CORP	4044 56		3646 21	-398 35	
7/13/2010	9/8/2010	140 ***EXXON MOBIL CORP	8324 61		8507 83	183 22	
9/8/2010	9/8/2010	65 LAS VEGAS SANDS CORP COM	2088 79		2061 51	-27 28	
5/20/2010	9/8/2010	170 LAS VEGAS SANDS CORP COM	3472 48		5391 65	1919 17	
TOTAL GAINS						14780 47	63967 79
TOTAL LOSSES						-21400 01	-46565 7
			522,099	-	532,882	(6,620)	17,402

TOTAL REALIZED GAIN/LOSS		10,783	
Total Short Term Proceeds	220,159		
Total Short Term Cost Basis	226,778	(6,619)	532,882
Total Long Term Proceeds	312,723		
Total Long Term Cost Basis	295,321	17,402	

Wilkinson O'Grady
Cooper Family Foundation
xxxx-6315
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
4/16/2010	5/14/2010	15	GOOGLE INC CL A	8,470		7,548	(922)	
1/19/2010	5/21/2010	100	MEDCO HEALTH SOLUTIONS INC COM	6,643		5,516	(1,127)	
2/26/2007	5/26/2010	600	RITCHIE BROS AUCTION COM	11,920		12,085		165
8/24/2009	6/9/2010	900	CHEUNG KONG HLDGS LTD ADR	11,547		10,172	(1,375)	
8/11/2010	11/10/2010	50000	UNITED STATES TREAS BDS 4 375% Due 05-15-40	53,891	(17)	51,047	(2,826)	
11/18/2010	11/18/2010	62	STANDARD CHARTRD 10RTS FRIGHTS EXP 11/05/1	-		657	657	
11/18/2010	11/18/2010	62	STANDARD CHARTRD 10RTS FRIGHTS EXP 11/05/1	609		609		
TOTAL GAINS							657	165
TOTAL LOSSES							(6,250)	-
				93,078	(17)	87,634	(5,593)	165

TOTAL REALIZED GAIN/LOSS		(5,427)	
Total Short Term Proceeds	75,548		
Total Short Term Cost Basis	81,141	(5,593)	87,634
Total Long Term Proceeds	12,085		
Total Long Term Cost Basis	11,920	165	

GenSpring Family Offices
REALIZED GAINS AND LOSSES
Mutual Funds
Cooper Family Foundation
xxxx-1601
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
1/26/2005	3/23/2010	1219 531	DODGE & COX FDS INTL STK FD	36881 99		40000		3118 01
1/17/2008	3/23/2010	622	VANGUARD INDEX FDS REIT ETF	35067 07		30644 69		-4422 38
TOTAL GAINS							0	3118 01
TOTAL LOSSES							0	-4422 38
				71,949	0	70644 69	0	-1304 37

TOTAL REALIZED GAIN/LOSS		-1304 37	
Total Short Term Proceeds	0		
Total Short Term Cost Basis	0		
Total Long Term Proceeds	70645		70645
Total Long Term Cost Basis	71949		

Form 8868
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

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

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

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

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

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ SNELL & WILMER C/O DAVID E. WEISS ONE ARIZONA CENTER - PHOENIX, AZ 85004-2202

Telephone No. ▶ (602) 382-6204 FAX No. ▶ (602) 382-6070

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2010 or

▶ ☐ tax year beginning ______ , and ending ______ .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 4,086.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 4,086.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

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

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2011)

023841
01-03-11

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

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

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

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

Type or print

File by the extended due date for filing your return See instructions

Name of exempt organization
COOPER FAMILY FOUNDATION
C/O DAVID E. WEISS

Employer identification number 86-0905824

Number, street, and room or suite no. If a P.O. box, see instructions.
SNELL & WILMER, ONE ARIZONA CENTER

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
PHOENIX, AZ 85004-0001

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ SNELL & WILMER C/O DAVID E. WEISS ONE ARIZONA CENTER - PHOENIX, AZ 85004-2202

Telephone No. ▶ (602) 382-6204 FAX No. ▶ (602) 382-6070

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.

5 For calendar year 2010 , or other tax year beginning ______ , and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

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

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 4,086.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 4,086.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification

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

Signature ▶ Title ▶ CPA Date ▶

023842
01-24-11