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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation
COOPER FAMILY FOUNDATION, INC

A Employer identification number
20-1326428

Number and street (or P O box number if mail is not delivered to street address)
C/O ROBERT F. COOPER
176 MARINER'S COVE

Room/suite

B Telephone number (see instructions)
(802) 862-8004

City or town, state, and ZIP code
SHELBURNE, VT 05482

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,704,593.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)				
	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	40,785.	40,785.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	85,737.			
	b	Gross sales price for all assets on line 6a 790,116.				
	7	Capital gain net income (from Part IV, line 2)		85,737.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	126,522.	126,522.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 2	3,250.			
	c	Other professional fees (attach schedule) *	8,435.	8,435.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) **	1,993.	393.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,678.	8,828.		
	25	Contributions, gifts, grants paid	86,350.			86,350.
	26	**Total expenses and disbursements** Add lines 24 and 25	100,028.	8,828.	0	86,350.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	26,494.			
	b	**Net investment income** (if negative, enter -0-)		117,694.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	398,107.	128,987.	130,495.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 5	1,130,288.	1,462,273.	1,482,358.
	c	Investments - corporate bonds (attach schedule) ATCH 6	132,247.	95,876.	91,740.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,660,642.	1,687,136.	1,704,593.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,660,642.	1,687,136.	
	30	**Total net assets or fund balances** (see instructions)	1,660,642.	1,687,136.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,660,642.	1,687,136.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,660,642.
2	Enter amount from Part I, line 27a	2	26,494.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,687,136.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,687,136.

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	85,737.
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 instructions) If (loss), enter -0- in Part I, line 8		3	0

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 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))
2010			
2009			
2008			
2007			
2006			

2 **Total** of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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			1	2,354.
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	2,354.
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	2,354.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,077.		
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	1,077.
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	1,277.
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 2012 estimated tax** ▶ **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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______________ **(2)** On foundation managers ▶ $ ______________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . *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		
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) ▶ VT,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* . ATTACHMENT 7	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 2011 or the taxable year beginning in 2011 (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

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ROBERT F. COOPER Telephone no ▶ 802-862-8004

Located at ▶ 176 MARINER'S COVE SHELBURNE, VT ZIP + 4 ▶ 05482

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

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

			Yes	No
16	At any time during calendar year 2011, 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 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			
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 instructions)?		1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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)		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 2011 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 2011)*		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 2011?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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? ☐ 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** 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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (see 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 8		0	0	0

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

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

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

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 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 . . . . ▶		

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 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 instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	1,691,876.
b	Average of monthly cash balances			1b	134,889.
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,826,765.
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	
3	Subtract line 2 from line 1d			3	1,826,765.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)			4	27,401.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,799,364.
6	**Minimum investment return.** Enter 5% of line 5			6	89,968.

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	89,968.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,354.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,354.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	87,614.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	87,614.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	87,614.

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	86,350.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	86,350.
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 instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	86,350.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				87,614.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			86,350.	
b Total for prior years 20 09 ,20 08 ,20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 86,350.				
a Applied to 2010, but not more than line 2a			86,350.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(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				
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				87,614.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Form **990-PF** (2011)

Part XIV Private Operating Foundations (see 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 instructions.)

1 Information Regarding Foundation Managers:

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

ROBERT F. COOPER

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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 9

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

NO SPECIAL REQUIREMENTS

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 10				
Total . . . . . . ▶ 3a				86,350.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Form **990-PF** (2011)

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 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					
4 Dividends and interest from securities			14	40,785.	
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	85,737.	
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)				126,522.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 126,522.

(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) (See instructions)

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) is based on all information of which preparer has any knowledge

▶ K W Cooper 5-11-2012 ▶ President

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name RONALD R. PLANTE	Preparer's signature Ronald R Plante CPA	Date 5-9-2012	Check ☐ if self-employed	PTIN P00641137
Firm's name ▶ DANAHER ATTIG & PLANTE PLC			Firm's EIN ▶ 20-3682035	
Firm's address ▶ 150 KENNEDY DR, PO BOX 2166 SOUTH BURLINGTON, VT 05407-2166			Phone no 802-383-0399	

Form 990-PF (2011)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					4,833.	
		NATIONAL FINANCIAL SERVICES - SEE ATTACH					VARIOUS	VARIOUS
104,899.		103,661.					1,238.	
		NATIONAL FINANCIAL SERVICES - SEE ATTACH					VARIOUS	VARIOUS
199,322.		167,602.					31,720.	
		GOLDMAN SACHS - SEE ATTACHED STATEMENT					VARIOUS	VARIOUS
341,012.		333,116.					7,896.	
		GOLDMAN SACHS - SEE ATTACHED STATEMENT					VARIOUS	VARIOUS
140,050.		100,000.					40,050.	
TOTAL GAIN(LOSS)		....					85,737.	

National Financial Services LLC

2011 Informational Tax Reporting Statement

COOPER FAMILY FOUNDATION INC
Account No **C9B-210102** Customer Service 802-865-5000
Recipient ID No ****-***6428** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
BEMIS COMPANY INC 081437105	11/14/11	11/30/11 Short-Term	125 000 Sale	3,647 43	3,600 44	46 99		
GENERAL ELEC CAP CORP MTN BE 05 00000% 0 36962GD35	11/24/08	12/27/11 Long-Term	40,000 000 Redemption	40,000 00	35,904.80	4095.20		
ISHARES TR RUSSELL 2000 VALUE INDEX FD 464287630	05/29/08	11/10/11 Long-Term	5 714 Sale	365 71	405 44	-39 73		
	06/17/08	11/10/11 Long-Term	24 231 Sale	1,550 84	1,679 56	-128 72		
	07/09/08	11/10/11 Long-Term	18 252 Sale	1,168 17	1,105 46	62.71		
	09/30/08	11/10/11 Long-Term	11 389 Sale	728 92	759 48	-30 56		
	10/20/08	11/10/11 Long-Term	953 000 Sale	60,994 25	50,038 96	10,955 29		
	12/30/08	11/10/11 Long-Term	38 054 Sale	2,435 55	1,743 74	691 81		
	03/30/09	11/10/11 Long-Term	21 114 Sale	1,351 35	861 53	489.82		
	07/09/09	11/10/11 Long-Term	22 985 Sale	1,471 09	1,022 19	448 90		
	12/30/09	11/10/11 Long-Term	11 462 Sale	733 60	677.04	56 56		
	03/30/10	11/10/11 Long-Term	4 721 Sale	302 16	302 78	-0 62		
	09/29/10	11/10/11 Long-Term	3 940 Sale	252 17	241 17	11 00		
	12/29/10	11/10/11 Short-Term	7 442 Sale	476 31	532 11	-55 80		
	03/30/11	11/10/11 Short-Term	3 731 Sale	238 79	276 10	-37 31		

*Our records indicate that you are an exempt recipient for 1099 reporting purposes This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS You may be subject to different income tax reporting requirements Please contact your tax advisor if you have any questions

National Financial Services LLC

2011 Informational Tax Reporting Statement

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ISHARES TR RUSSELL 2000 VALUE INDEX FD 464287630	07/11/11	11/10/11 Short-Term	5 568 Sale	356 37	415 90	-59 53		
	09/29/11	11/10/11 Short-Term	5 397 Sale	345 40	318 18	27 22		
	09/29/11	11/16/11 Short-Term	0 107 Cash In Lieu	6 85	6 31	0 54		
Sub Totals				**72,777.53**	**60,385.95** z			
				Short-Term Gains		27 76		
				Short-Term Losses		-152 64		
				Long-Term Gains		12,716 09		
				Long-Term Losses		-199 63		
LILLY ELI & CO 532457108	05/05/10	01/28/11 Short-Term	500 000 Sale	17,437 45	17,547 85	-110 40		
	06/10/10	01/28/11 Short-Term	7 489 Sale	261.18	245 00	16 18		
	09/10/10	01/28/11 Short-Term	7 183 Sale	250 51	248 67	1 84		
	12/10/10	01/28/11 Short-Term	7 328 Sale	255 56	248 96	6 60		
	12/10/10	02/02/11 Short-Term	0 095 Cash In Lieu	3 32	3 23	0 09		
Sub Totals				**18,208.02**	**18,293.71** z			
				Short-Term Gains		24 71		
				Short-Term Losses		-110 40		
PIMCO TOTAL RETURN CLASS A 693390445	08/17/10	02/15/11 Short-Term	1,855 288 Sale	19,983 20	21,271 82	-1,288 62	5 90	
	various	02/25/11 Short-Term	1,836 101 Sale	19,923 34	21,057 71	-1,134 37		

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National Financial Services LLC

2011 Informational Tax Reporting Statement

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Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
PIMCO TOTAL RETURN CLASS A 693390445	08/17/10	02/25/11 Short-Term	8 500 Sale	92 23	97 48	-5 25		
Sub Totals				**39,998.77**	**42,427.01** z			
				Short-Term Losses		-2,428 24		
				Short-Term Disallowed Losses			5 90	
PRUDENTIAL JENNISON NATURAL RESOURCES A 74441K107	various	06/30/11 Long-Term	923 793 Sale	52,092 66	47,299 16	4,793 50		
	various	06/30/11 Short-Term	738 091 Sale	41,620 96	37,791 01	3,829 95		
	08/04/07	06/30/11 Long-Term	15 874 Sale	895 13	812 77	82 36		
Sub Totals				**94,608.75**	**85,902.94** z			
				Short-Term Gains		3,829 95		
				Long-Term Gains		4,875 86		
SPDR S&P 500 ETF TRUST UNIT SER 1 S&P 78462F103	06/12/09	02/18/11 Long-Term	186 000 Sale	24,967 15	17,569 28	7,397 87		

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2011 Informational Tax Reporting Statement

COOPER FAMILY FOUNDATION INC

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Recipient ID No ****-***6428** Payer's Fed ID Number 04-3523567

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2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	Federal Income Tax Withheld (4)
SPDR S&P 500 ETF TRUST UNIT SER 1 S&P 78462F103	06/12/09	02/25/11 Long-Term	76 000 Sale	10,013 57	7,178 84	2,834 73		
Sub Totals				**34,980.72**	**24,748.12** z			
				Long-Term Gains		10,232 60		
TOTALS				304,221.22	271,262.97			0.00
SHORT-TERM TOTALS				**104,898.90**	**103,660.77** z			
				Gains		3,929 41		
				Losses		-2,691 28		
				Disallowed Losses			5 90	
LONG-TERM TOTALS				**199,322.32**	167,602 20			
				Gains		31919.75		
				Losses		-199 63		
				Disallowed Losses			0 00	

§ Gross proceeds less commissions
æ Cost or other basis provided may include adjustments including but not limited to dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium
z Totals of Cost or Other Basis include all tax lots with known basis Totals do not include tax lots with unknown basis

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

For securities bought in a foreign currency, we have provided estimated cost basis in United States Dollars (USD) by converting the foreign currency cost into USD based on exchange rates on the trade date of the purchase For securities sold (or redeemed) in a foreign currency, we have provided the USD proceeds by converting the foreign currency proceeds into USD based on exchange rates on the trade date of the sale If you acquired the foreign currency cost, or sold the foreign currency proceeds in exchange for USD in a separate currency transaction linked to the security transaction, then the trade date exchange rate we used is the spot rate at the time of the linked currency transaction Otherwise, the trade date exchange rate we used is the end-of-day exchange rate For tax reporting purposes, you may be required to determine your actual USD cost basis, proceeds, and gain/loss based on the exchange rates on the settlement dates of the applicable transactions Consult your tax advisor for more information

We are required to convert a purchase or sale in foreign currency into its United States dollar (USD) equivalent at the time of the transaction and to use that USD equivalent amount as the cost basis or gross proceeds as applicable For securities directly bought or sold in a foreign currency in a single transaction in your account, we have converted the foreign currency into USD on the trade date of the purchase or sale using the end-of-day exchange rate If you acquired the foreign currency cost, or sold the foreign currency proceeds in exchange for USD in a separate currency transaction linked to the security transaction, the conversion was made using the spot rate at the time of the linked currency transaction In some cases, you may be required to use different currency conversion conventions than those applied here

Certain tax rules may require you to treat as ordinary income/loss all or a portion of your realized gain/loss from any debt instruments that are denominated in a currency other than U S dollars (USD) or that make a payment calculated by reference to the value of a currency other than USD Consult your tax advisor for more information

*Our records indicate that you are an exempt recipient for 1099 reporting purposes This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS You may be subject to different income tax reporting requirements Please contact your tax advisor if you have any questions

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	0 00	*Net Covered Long-Term Gains (Losses)*	0 00	*Net Ordinary Gains (Losses)*	0 00
Net NonCovered Short-Term Gains (Losses)	7 895 95	Net NonCovered Long-Term Gains (Losses)	40,050 00		
Net 1099B Non Reportable Short-Term Gains (Losses)	0 00	Net 1099B Non Reportable Long-Term Gains (Losses)	0 00		
Net Miscellaneous Short-Term Gains (Losses)	0 00	Net Miscellaneous Long-Term Gains (Losses)	0 00	Net Miscellaneous Ordinary Gains (Losses)	0 00
Net Regulated Futures Contract Short-Term Gains (Losses)	0 00	Net Regulated Futures Contract Long-Term Gains (Losses)	0 00		
Total Short-Term Gains (Losses)	**7,895.95**	**Total Long-Term Gains (Losses)**	**40,050.00**	**Total Ordinary Gains (Losses)**	**0.00**

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Short-Term Gains (Losses)							
ISHARES MSCI EMERGING MKT INDEX FUND ETF (464287234)	01/20/2011	02/28/2011	591 00	27,097 71	0 00	27,697 63	(599 92)
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF (464287465)	01/20/2011	02/28/2011	1,886 00	116,392 06	0 00	110,649 92	5,742 14
SPDR S&P 500 ETF TRUST (78462F103)	12/10/2010	03/14/2011	560 00	72,723 50	0 00	69,742 40	2,981 10
SPDR S&P 500 ETF TRUST (78462F103)	01/27/2011	03/14/2011	961 00	124,798 73	0 00	125,026 10	(227 37)
Net NonCovered Short-Term Gains (Losses)				**341,012.00**	**0.00**	**333,116.05**	**7,895.95**

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total Accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
EKSPORTFINANS ASA LINKED TO MSCI EAFE AND EEM 0% COUPON DUE 01/24/2011 STRUCTURED NOTE (282649821)	12/17/2008	01/24/2011	100 00	140,050 00	0 00	100,000 00	40,050 00
Net NonCovered Long-Term Gains (Losses)				**140,050.00**	**0.00**	**100,000.00**	**40,050.00**

---

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS		32,255.	32,255.
INTEREST		8,530.	8,530.
	TOTAL	40,785.	40,785.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		3,250.			
	TOTALS	3,250.			

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	8,435.	8,435.
TOTALS	8,435.	8,435.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	393.	393.
FEDERAL TAX EXPENSE	1,600.	
TOTALS	1,993.	393.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EQUITIES/MUTUAL FUNDS-SEE ATT	1,462,273.	1,482,358.
TOTALS	1,462,273.	1,482,358.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS - SEE ATTACHED	95,876.	91,740.
TOTALS	95,876.	91,740.

Holdings

NFS-provided cost basis, realized gain (loss) and holding period information may not reflect all adjustments necessary for your tax reporting purposes Please refer to Footnotes and Cost Basis Information at the end of this statement for more information

CASH AND CASH EQUIVALENTS - 9.30% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/11	Current Market Value	Prior Market Value	Estimated Annual Income
Money Markets						
PRIME FUND DAILY MONEY CLASS 7 DAY YIELD 01% Dividend Option Reinvest Capital Gain Option Reinvest	FDAXX CASH	80,561 56	$1 00	$80 561 56	$35,940 63	
Total Cash and Cash Equivalents				$80,561 56		

HOLDINGS > EQUITIES - 46.40% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/11	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity								
ABBOTT LABORATORIES Estimated Yield 3 41% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable 02/15/12	ABT MARGIN	101 917	$56 23	$5,730 79	$5,559 57	$195 68	$5,374 89	$355 90
BARCLAYS BANK PLC IPATH GS CRUDE OIL TOTAL RET INDEX ETN 08/14/2036 CALLABLE NOT RATED Dividend Option Reinvest Capital Gain Option Reinvest	OIL MARGIN	1,215	$25 12	$30,520 80	$31,067 55		$29,990 08	$530 72

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/11	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
BB & T CORP Estimated Yield 2 54% Dividend Option Reinvest Capital Gain Option Reinvest Next Dividend Payable 02/01/12	BBT MARGIN	250	$25 17	$6,292 50	$5,792 50	$160 00	$5,861 70	$430 80
BLACKROCK EQUITY DIVID TR COM Estimated Yield 7 16% Dividend Option Reinvest Capital Gain Option Reinvest	BDV MARGIN	5,058 619	$9 07	$45,881 67	$45,267 97	$3,288 10	$45,343 17	$538 50
CHEVRON CORP NEW Estimated Yield 3 04% Dividend Option Reinvest Capital Gain Option Reinvest	CVX MARGIN	55 427	$106 40	$5,897 43	$5,655 10	$179 58	$5,888 30	$9 13
DWS RREEF REAL ESTATE FUND INC ESCROW	233ESC979 MARGIN	6,925	unavailable	unavailable	unavailable			
GENERAL ELECTRIC CO Estimated Yield 3 79% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable 01/25/12	GE MARGIN	201 809	$17 91	$3,614 40	$3,210 78	$137 23	$3,731 40	($117 00)
INTEL CORP Estimated Yield 3 46% Dividend Option Reinvest Capital Gain Option Reinvest	INTC MARGIN	616 598	$24 25	$14,952 50	$15,223 30	$517 94	$13,511 27	$1,441 23
ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS FD Dividend Option Reinvest Capital Gain Option Reinvest	TIP MARGIN	528 456	$116 69	$61,665 53	$61,565 17		$56,336 65	$5,328 88
ISHARES INC MSCI BRAZIL INDEX FUND Estimated Yield 2 62% Dividend Option Reinvest Capital Gain Option Reinvest	EWZ MARGIN	150 191	$57 39	$8,619 46	$8,800 53	$226 04	$10,589 01	($1,969 55)

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/11	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
ISHARES TR MSCI EMERGING MKTS INDEX FD Estimated Yield 2 12% Dividend Option Reinvest Capital Gain Option Reinvest	EEM MARGIN	748 104	$37 94	$28 383 07	$29,663 21	$604 38	$30,895 81	($2,512 74)
JOHNSON & JOHNSON Estimated Yield 3 47% Dividend Option Reinvest Capital Gain Option Reinvest	JNJ MARGIN	121 068	$65 58	$7,939 64	$7,766 40	$276 04	$7,867 63	$72 01
PAYCHEX INC Estimated Yield 4 25% Dividend Option Cash Capital Gain Option Cash	PAYX MARGIN	204 614	$30 11	$6,160 93	$5,956 31	$261 91	$6,292 20	($131 27)
POWERSHARES XTF UNITS (GLOBAL WATER PORT) ISIN #US73935X5757 SEDOL #B64LJY7 Estimated Yield 0 85% Dividend Option Reinvest Capital Gain Option Reinvest	PHO MARGIN	2,363 673	$16 85	$39,827 89	$40,611 83	$342 20	$51,932 59	($12,104 70)
PROCTER & GAMBLE CO Estimated Yield 3 14% Dividend Option Cash Capital Gain Option Cash	PG MARGIN	101 722	$66 71	$6,785 87	$6,568 19	$213 62	$6,472 11	$313 76
SPDR S&P 500 ETF TRUST UNIT SER 1 S&P Estimated Yield 2 05% Dividend Option Reinvest Capital Gain Option Reinvest Next Dividend Payable 01/31/12	SPY MARGIN	457 418	$125 50	$57,405 96	$57,172 68	$1,178 32	$43,953 72	$13,452 24
SPECTRA ENERGY CORP COM Estimated Yield 3 64% Dividend Option Cash Capital Gain Option Cash	SE MARGIN	202 051	$30 75	$6,213 07	$5,944 34	$226 30	$5,555 58	$657 49

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/11	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
SYSCO CORP Estimated Yield 3 68% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable 01/27/12	SYY MARGIN	201 933	$29 33	$5,922 69	$5,763 17	$218 09	$6,251 80	($329 11)
UBS AG JERSEY E TRACS LKD UBS BLOOMBERG CMCI MAT FOOD ETN CALLABLE NOT RATED Dividend Option Reinvest Capital Gain Option Reinvest	FUD MARGIN	827	$26 73	$22 105 71	$21,584 70		$25,060 88	($2,955 17)
US BANCORP DEL COM NEW Estimated Yield 1 84% Dividend Option Reinvest Capital Gain Option Reinvest Next Dividend Payable 01/17/12	USB MARGIN	265	$27 05	$7,168 25	$6,868 80	$132 50	$6,824 36	$343 89
VANGUARD SECTOR INDEX FDS VANGUARD HEALTH CARE VIPERS Estimated Yield 1 71% Dividend Option Reinvest Capital Gain Option Reinvest	VHT MARGIN	413 865	$61 21	$25,332 68	$24,684 07	$434.14	$23,124 26	$2,208 42
WASTE MANAGEMENT INC Estimated Yield 4 15% Dividend Option Reinvest Capital Gain Option Reinvest	WM MARGIN	80 854	$32 71	$2,644 73	$2,504 00	$109 96	$2,544 60	$100 13
WELLS FARGO & CO NEW Estimated Yield 1 74% Dividend Option Cash Capital Gain Option Cash	WFC MARGIN	100 975	$27 56	$2,782 87	$2,598 31	$48 47	$2,763 69	$19 18
Total Equity				$401,848 44		$8,750 50	$396,165 70	$5,682 74
Total Equities				$401,848 44		$8,750 50	$396,165 70	$5,682 74

HOLDINGS > FIXED INCOME - 15.38% of Total Account Value

For an explanation of fixed income pricing, please see the last page Redemption schedule(s), bond rating(s), and other information are provided where available If information does not appear regarding a particular investment it is not available The ratings on this statement are provided by Standard & Poor's and/or Moody's to rate the quality based on the respective rating agency's assessment

Accrued Interest - Represents interest accumulated since the last coupon date on certain fixed income securities which may not yet have been paid by the issuer or received by NFS *There is no guarantee* that the accrued interest will be paid by the issuer

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
Corporate Bonds									
GOLDMAN SACHS GROUP INC 5 25000% 10/15/2013 GLBL NT ISIN #US38141GDQ47 MOODY'S A1 /S&P A- CPN PMT SEMI-ANNUAL ON APR 15, OCT 15 Next Interest Payable 04/15/12 Accrued Interest $277 08	38141GDQ4 MARGIN	25,000	$102 033	$25,508 25	$25,417 25	$1,312 50	$26,848 80		
Adjusted Cost Basis YTD Amortized Premium $466 11	E						$25,871 50	D	($363 25)
MORGAN STANLEY GMTN 05 37500% 05/26/2025 MOODY'S A2 /S&P A- CPN PMT SEMI-ANNUAL ON NOV 26, MAY 26 Next Interest Payable 05/29/12 CALLABLE ON 02/26/2012 @ 100 0000 STEP COUPON NEXT RESET 05/26/2015 @ 7 00000 Accrued Interest $365 80	61745EK42 MARGIN	70,000	$94 617	$66,231 90	$63,245 00	$3,762 50	$70,004 80		
Adjusted Cost Basis YTD Amortized Premium $0 32	E						$70,004 29	D	($3,772 39)
Total Corporate Bonds		95,000		$91,740 15		$5,075 00	$95,875 79		($4,135 64)

CDs

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)

Certificates of deposit (CDs) that have a maturity of one year or less from the date of issue may be shown at face value CDs with a maturity of more than one year from date of issue, including Market Indexed CDs and Market Linked CDs (MCDs), will be shown at market value based upon a matrix or model pricing method that may not represent the actual price if sold prior to maturity (provided that such CDs and MCDs may be shown at face value for up to seven days from date of issue if market value prices have not been received from a third party pricing venoor) CDs are subject to interest rate risk and the actual value of the CDs may be different from their purchase price The sale or redemption of any fixed income security prior to maturity may result in a substantial gain or loss, and a penalty may apply to the early withdrawal of a CD You may sell the CDs in the secondary market subject to market conditions The secondary market for CDs is generally illiquid Certain Step Rate CDs are also subject to reinvestment risk if call provisions are exercised by the issuer and if a CD with a comparable rate is not available The price reflected for MCDs may not be based on the actual closing value of the linked market index on the final maturity date and the market value of MCDs may not correspond directly to increases or decreases in the underlying linked market index If sold prior to maturity, the value of MCDs may be less than the purchase amount or face value Certain MCDs may only be redeemed on pre-specified liquidation dates Certain MCDs may have call features that allow the issuer to call the MCD prior to maturity See sales material or contact your broker/dealer for additional information

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/11	Estimated Current Market Value	Estimated Prior Market Value	Estimated Annual Income	Total Cost Basis		Unrealized Gain (Loss)
CAPITAL ONE BK GLEN CD 4 65000%	14041AWB1	40,000	$1 03768	$41,507 20	$41,622 40	$1,860 00	$40,000 00		
12/19/2012	CASH								
FDIC INSURED									
CPN PMT SEMI-ANNUAL									
ON JUN 19, DEC 19									
Next Interest Payable 06/19/12									
Estimated Yield 4 48%									
Accrued Interest $66 25									
Adjusted Cost Basis							$40,000 00	D	$1,507 20
Total Fixed Income		135,000		$133,247 35		$6,935 00	$135,875 79		($2,628 44)

HOLDINGS > MUTUAL FUNDS - 28.92% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/11	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity								
AMERICAN EUROPACIFIC GROWTH	AEGFX	2,406 774	$34 98	$84,188 95	$86,311 21	$1,404 35	$84,159 75	$29 20
CLASS F1	MARGIN							
Estimated Yield 1 66%								
Dividend Option Reinvest								
Capital Gain Option Reinvest								

HOLDINGS > MUTUAL FUNDS *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/11	Current Market Value	Prior Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
AMERICAN GROWTH FUND OF AMERICA CLASS F1 Estimated Yield 0 75% Dividend Option Reinvest Capital Gain Option Reinvest	GFAFX MARGIN	959 017	$28 56	$27,389 53	$27,705 44	$207 15	$25,650 76	$1,738 77
AMERICAN WASHINGTON MUTUAL INVESTORS F1 Estimated Yield 2 19% Dividend Option Reinvest Capital Gain Option Reinvest	WSHFX MARGIN	3,699 55	$28 32	$104,771 26	$102,824 24	$2,297 05	$86,051 38	$18,719 88
FIDELITY ADVISOR TECHNOLOGY CL A Dividend Option Reinvest Capital Gain Option Reinvest	FADTX MARGIN	1,512 859	$22 54	$34,099 84	$35,234 49		$30,016 80	$4,083 04
Total Equity				**$250,449 58**		**$3,908 55**	**$225,878 69**	**$24,570 89**
Total Mutual Funds				**$250,449 58**		**$3,908 55**	**$225,878 69**	**$24,570 89**
Total Securities				**$785,545 37**		**$19,594.05**	**$757,920 18**	**$27,625 19**
TOTAL PORTFOLIO VALUE				**$866,106 93**		**$19,594.05**	**$757,920 18**	**$27,625 19**

COOPER FAMILY FOUNDATION

Holdings

Period Ended December 31, 2011

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U S DOLLAR	1,108 56	1 0000	1,108 56		1,108 56			
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA)[14]	7,317 27	1 0000	7,317 27	1 0000	7,317 27	0 00	0 1613	11 80
TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS			**8,425 83**		**8,425.83**			**11.80**

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	4,742 786	6 8700	32,582 94	6 7075	31,812 33	770 61 9,706 01		2,594 30
GS STRATEGIC INCOME FUND								
GS STRATEGIC INCOME FUND CLASS A SHARES	19,723 866	9 4900	187,179 49	10 1400	200,000 00	(12,820 51) (7,111 20)		6,824 46
TOTAL OTHER FIXED INCOME			**219,762.43**		**231,812 33**	**(12,049.90)**		**9,418 76**

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS STRUCTURED US EQUITY FUND								
GS STRUCTURED U S EQUITY FUND CLASS A SHARES (GSSQX)	2,780 637	23 8800	66,401 61	24 7904	68,933 12	(2,531 51) 1,401 59	1 8342	1,217 92

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[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS US EQUITY DIVIDEND AND PREMIUM FUND								
GS U S EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES (GSPKX)	25,485 886	9 3700	238,802 75	7 4368	189,533 39	49,269 36 41,321 62	2 4546	5,861 75
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY STRUCTURED PRODUCTS								
THE GOLDMAN SACHS GROUP, INC LNKD TO THE RUSSELL 2000 INDEX 0% COUPON DUE 07/19/2013 STRUCTURED NOTE (RUTDIG2)	50 00	911 6100	45,580 50	1,000 0000	50,000 00	(4,419 50)		
THE GOLDMAN SACHS GROUP, INC LINKED TO DJIA 0% COUPON DUE 07/29/2013 STRUCTURED NOTE (DJIAEL13)	100 00	959 5420	95,954 20	1,000 0000	100,000 00	(4,045 80)		
TOTAL US EQUITY STRUCTURED PRODUCTS			141,534 70		150,000 00	(8,465 30)		
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
TOTAL US EQUITY			**446,739.06**		**408,466.51**	**38,272.55**	**2.3196**	**7,079 67**
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
NON-US EQUITY STRUCTURED PRODUCTS								
THE GOLDMAN SACHS GROUP, INC LINKED TO MSCI EAFE 0% DUE 07/03/2013 STRUCTURED NOTE (MXEAEL89)	150 00	793 4750	119,021 25	1,000 0000	150,000 00	(30,978 75)		
RABOBANK NEDERLAND, UTRECHT LINKED TO MSCI TAIWAN INDX 0% DUE 07/11/2013 STRUCTURED NOTE (MXTWELN1)	50 00	890 7510	44,537 55	1,000 0000	50,000 00	(5,462 45)		
TOTAL NON-US EQUITY STRUCTURED PRODUCTS			163,558 80		200,000 00	(36,441 20)		
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
TOTAL PUBLIC EQUITY			**610,297.86**		**608,466.51**	**1,831.35**	**2.3196**	**7,079.67**
			Market Value		Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)		Estimated Annual Income
TOTAL PORTFOLIO			**838,486.12**		**848,704.67**	**(10,218.55)**		**16,510.24**

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

ATTACHMENT 7

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

NO FILING IS REQUIRED.

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
ROBERT F. COOPER 176 MARINER'S COVE SHELBURNE, VT 05482	PRES/TREAS, AS REQ'D	0	0	0
R. SCOTT COOPER 24 FEARING ROAD HINGHAM, MA 02043	V. PRES, AS REQ'D	0	0	0
TRACY LYNNE CRESTA 108 DEER RUN DRIVE SHELBURNE, VT 05482	SECRETARY, AS REQ'D	0	0	0
	GRAND TOTALS			

ATTACHMENT 9

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

ROBERT F. COOPER
176 MARINER'S COVE
SHELBURNE, VT 05482
802-862-8004

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAMP TA KUM TA WATERBURY, VT 05676	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000
KING STREET YOUTH CENTER BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	7,000.
UNITED WAY BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	10,000.
VISITING NURSES ASSOCIATION COLCHESTER, VT 05446	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
BOYS AND GIRLS CLUB BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	7,000.
FLYNN CENTER OF PERFORMING ARTS BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	10,334.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MOBIUS, THE MENTORING MOVEMENT BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
MAKE-A-WISH FOUNDATION SOUTH BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000.
SHELBURNE FARMS SHELBURNE, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
NATURE CONSERVANCY OF VERMONT MONTPELIER, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
SHELBURNE MUSEUM SHELBURNE, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
RONALD MCDONALD HOUSE BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FLETCHER ALLEN HEALTH CARE BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	5,000.
CHAMPLAIN COLLEGE BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000.
SARA HOLBROOK CENTER BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000.
YMCA BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	7,000.
UNIVERSITY OF VERMONT FUND BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	5,000.
ECHO CENTER BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KURN HATTIN HOMES WESTMINSTER, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL MEMPHIS, TN	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
LAST CHANCE CHRISTMAS BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,016.
FLYNN CENTER - ANDREA'S LEGACY FUND BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	10,000
LAKE CHAMPLAIN MARITIME MUSEUM VERGENNES, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
VERMONT CHILDREN'S HOSPITAL BURLINGTON, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	5,000.
		TOTAL CONTRIBUTIONS PAID	86,350.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust	Employer identification number
COOPER FAMILY FOUNDATION, INC	20-1326428

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	9,134.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	9,134.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	71,770.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	4,833.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	76,603.

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

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			9,134.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			76,603.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			85,737.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . ▶ 21

22 Subtract line 21 from line 20 If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17 If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,300 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?

☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box.

☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?

☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 . . . 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (15) . . . 30

31 Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: COOPER FAMILY FOUNDATION, INC

Employer identification number: 20-1326428

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	NATIONAL FINANCIAL SERVICES - SEE ATTACHED S	VARIOUS	VARIOUS	104,899.	103,661.	1,238.
	GOLDMAN SACHS - SEE ATTACHED STATEMENT	VARIOUS	VARIOUS	341,012.	333,116.	7,896.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 9,134.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2011**

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	NATIONAL FINANCIAL SERVICES - SEE ATTACHED S	VARIOUS	VARIOUS	199,322.	167,602.	31,720.
	GOLDMAN SACHS - SEE ATTACHED STATEMENT	VARIOUS	VARIOUS	140,050.	100,000.	40,050.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 71,770.

Schedule D-1 (Form 1041) 2011

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