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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.

2011

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending DEC 31, 2011

Name of foundation
THE WARREN AND KATHERINE COOPERSMITH FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
625 SOUTH FAIR OAKS AVENUE 360

City or town, state, and ZIP code
SOUTH PASADENA, CA 91030

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)
\$ **1,392,554.**

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

A Employer identification number
35-6802747

B Telephone number
(626) 441-5188

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	52,987.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	7,624.	7,624.		STATEMENT 1
4	Dividends and interest from securities	11,727.	11,727.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	17,827.			
b	Gross sales price for all assets on line 6a	373,089.			
7	Capital gain net income (from Part IV, line 2)		17,827.		
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				
12	Total. Add lines 1 through 11	90,165.	37,178.		
13	Compensation of officers, directors, trustees, etc	7,137.	2,379.		2,379.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes	482.	7.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	2,544.	0.		1,272.
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	10,163.	2,386.		3,651.
25	Contributions, gifts, grants paid	32,000.			32,000.
26	Total expenses and disbursements. Add lines 24 and 25	42,163.	2,386.		35,651.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	48,002.			
b	Net investment income (if negative, enter -0-)		34,792.		
c	Adjusted net income (if negative, enter -0-)			N/A	

**THE WARREN AND KATHERINE COOPERSMITH
FOUNDATION**

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	16,027.	17,125.	17,125.
	2 Savings and temporary cash investments	57,561.	117,031.	116,211.
	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 STMT 4	101,183.	100,143.	107,403.
	b Investments - corporate stock STMT 5	828,875.	890,204.	933,974.
	c Investments - corporate bonds STMT 6	290,369.	213,514.	217,841.
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	1,294,015.	1,338,017.	1,392,554.
	17 Accounts payable and accrued expenses	4,000.		
	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 ▶)			
	23 Total liabilities (add lines 17 through 22)	4,000.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	1,290,015.	1,338,017.	
Net Assets or Fund Balances	30 Total net assets or fund balances	1,290,015.	1,338,017.	
	31 Total liabilities and net assets/fund balances	1,294,015.	1,338,017.	

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 1,290,015.
2 Enter amount from Part I, line 27a	2 48,002.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 1,338,017.
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 1,338,017.

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 PUBLICLY-HELD SECURITIES			
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 373,089.		355,262.	17,827.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			17,827.
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	17,827.
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))
2010	52,476.	1,288,504.	.040726
2009	49,818.	1,068,595.	.046620
2008	12,448.	467,820.	.026609
2007			
2006			

2 Total of line 1, column (d)	2	.113955
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	.037985
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,358,668.
5 Multiply line 4 by line 3	5	51,609.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	348.
7 Add lines 5 and 6	7	51,957.
8 Enter qualifying distributions from Part XII, line 4	8	35,651.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	696.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	696.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	696.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	125.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6d	
b Exempt foreign organizations - tax withheld at source		7	125.
c Tax paid with application for extension of time to file (Form 8868)		8	3.
d Backup withholding erroneously withheld		9	574.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) FL		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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FOUNDATION**

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JULIE LYTLE NESBIT, WHITTIER TRUST</u> Telephone no. ► <u>(626) 441-5188</u> Located at ► <u>625 S. FAIR OAKS AVE., #360, SOUTH PASADENA, CA</u> ZIP+4 ► <u>91030</u>			
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	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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

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
KATHERINE COOPERSMITH 625 SOUTH FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	PRESIDENT 1.00	0.	0.	0.
WARREN COOPERSMITH 625 SOUTH FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE-PRESIDENT 1.00	0.	0.	0.
JULIE LYTTLE NESBIT 625 SOUTH FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	SECRETARY, TREASURER 1.00	7,137.	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

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

[illegible]**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
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
	All other program-related investments. See instructions.	
3		

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	1,324,256.
b	Average of monthly cash balances	1b	55,102.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,379,358.
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	1,379,358.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,690.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,358,668.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	34,245.

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	34,245.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	696.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	696.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,549.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	33,549.
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	33,549.

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	35,651.
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	35,651.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	35,651.

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				33,549.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			25,324.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 35,651.				
a Applied to 2010, but not more than line 2a			25,324.	
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 2011 distributable amount				10,327.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				23,222.
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 2006 not applied on line 5 or line 7	0.			
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				

N/A

- ▶

☐ 4942(1)(3) or ☐ 4942(1)(5)

- 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(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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).)

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.

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:**

- 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
<i>a Paid during the year</i>				
BARKER FOUNDATION, INC. 7979 OLD GEORGETOWN ROAD BETHESDA, MD 20814	NONE	N/A	PROGRAM SUPPORT	5,000.
MAKE-A-WISH FOUNDATION OF METRO NEW YORK, INC. 111 MARCUS AVENUE, #LL22 LAKE SUCCESS, NY 11042	NONE	N/A	PROGRAM SUPPORT	17,000.
MAKE-A-WISH FOUNDATION OF THE MID-ATLANTIC, INC. 5272 RIVER ROAD, #700 BETHESDA, MD 20816	NONE	N/A	MIKE MANATOS TRIATHLON	10,000.
Total			▶ 3a	32,000.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

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

- | | | |
|-----|--|-------|
| 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? | Yes |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | |
| (1) | Cash | 1a(1) |
| (2) | Other assets | 1a(2) |
| b | Other transactions: | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) |
| (4) | Reimbursement arrangements | 1b(4) |
| (5) | Loans or loan guarantees | 1b(5) |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c |
| 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. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]


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


Signature of officer or trustee

5/10/12
Date

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

ERIC COHEN, CPA

Preparer's signature

L. L. L.

Date

5/9/12

Check ☐ if self-employed

PTIN

P00501016

Firm's name ► E. COHEN AND COMPANY, CPAS

Firm's EIN ► 52-1754364

Firm's address ► ONE RESEARCH COURT, SUITE 101
ROCKVILLE, MD 20850

Phone no. 301-917-6200

Form **990-PF** (2011)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

**THE WARREN AND KATHERINE COOPERSMITH
FOUNDATION**

Employer identification number

35-6802747

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization THE WARREN AND KATHERINE COOPERSMITH FOUNDATION	Employer identification number 35-6802747
--	---

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WARREN & KATHERINE COOPERSMITH 625 SOUTH FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	\$ 16,551.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE WARREN AND KATHERINE COOPERSMITH FOUNDATION	Employer identification number 35-6802747
--	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>1,000 SHARES ALTRIA GROUP, INC.</u> _____ _____ _____	\$ <u>29,005.</u>	<u>12/15/11</u>
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE WARREN AND KATHERINE COOPERSMITH FOUNDATION	Employer identification number 35-6802747
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee



Account Number: 52 00 5120 0 0Y
Date: DECEMBER 31, 2011

THE WHITTIER TRUST COMPANY

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	CASH		1,097.60	1,097.60		
	CASH EQUIVALENTS					
	MISC CASH EQUIV-TAXABLE					
116,211.26	BLACKROCK TREAS		116,211.26	116,211.26	0	0.00
	TOTAL CASH EQUIVALENTS		116,211.26	116,211.26	0	0.00
	FIXED INCOME SECURITIES					
	MUNICIPAL BONDS&NOTES TAXABLE					
50,000	METROPOLITAN TRANS 4 813% DUE 11/15/18	108.734	50,750.00	54,367.00	2,407	4.43
50,000	SAN FRANCISCO CALIF CITY 7% DUE 08/01/2019	106.071	49,393.42	53,035.50	3,500	6.60
	TOTAL MUNICIPAL BONDS&NOTES TAXABLE		100,143.42	107,402.50	5,907	5.50
	CORPORATE BONDS & NOTES					
75,000	FLORIDA PWR & LT CO MTG 4.850% 2/01/13	104.325	76,458.57	78,243.75	3,638	4.65
10,000	GENERAL ELEC CAP CORP MTN BE MTNV 6/20/14	96.145	9,521.26	9,614.50	43	0.45
75,000	HEWLETT PACKARD CO NOTE 4 500% 3/01/13	102.845	75,706.37	77,133.75	3,375	4.38
50,000	WMC FIN USA LTD NOTE 5.125% 5/15/13	105.698	51,828.10	52,849.00	2,563	4.85
	TOTAL CORPORATE BONDS & NOTES		213,514.30	217,841.00	9,619	4.42
	PREFERRED STOCK					
700	JPMORGAN CHASE CAP XXVI CAP 8% SER Z 48	25.900	18,767.00	18,130.00	1,400	7.72
50	WELLS FARGO & CO NEW PERP PFD CNV A	1056.000	53,675.00	52,800.00	3,750	7.10
	TOTAL PREFERRED STOCK		72,442.00	70,930.00	5,150	7.26
	TOTAL FIXED INCOME SECURITIES		386,099.72	396,173.50	20,676	5.22



Account Number: 52 00 5120 0 0Y
Date: DECEMBER 31, 2011

THE WHITTIER TRUST COMPANY

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
EQUITIES						
US LARGE CAP EQUITIES						
1	CORPORATE AMERICA	492985.910	471,113.49	492,985.91	10,597	2.15
1,000	ALTRIA GROUP INC	29.650	16,550.70	29,650.00	1,640	5.53
750	SPDR TR S&P 500	125.500	75,778.40	94,125.00	1,932	2.05
100	ST JUDE MED INC	34.300	3,456.62	3,430.00	84	2.45
	TOTAL US LARGE CAP EQUITIES		566,899.21	620,190.91	14,253	2.30
US SMALL AND MID-CAP EQUITIES						
1,500	B & G FOODS INC NEW	24.070	12,732.00	36,105.00	1,380	3.82
200	F M C CORP COM NEW	86.040	9,518.10	17,208.00	120	0.70
600	MIDCAP SPDR TR UNIT SER 1	159.490	71,449.46	95,694.00	1,028	1.07
300	STERICYCLE INC	77.920	14,186.30	23,376.00	0	0.00
800	VANGUARD INDEX FDS SM CP VAL ETF	62.670	51,099.28	50,136.00	1,098	2.19
	TOTAL US SMALL AND MID-CAP EQUITIES		158,985.14	222,519.00	3,626	1.63
FOREIGN EQUITIES						
1,100	ISHARES MSCI EMERGING MKTS	37.940	40,529.00	41,734.00	889	2.13
1,000	ISHARES MSCI EAFE INDEX FUND	49.530	52,168.50	49,530.00	1,710	3.45
	TOTAL FOREIGN EQUITIES		92,697.50	91,264.00	2,599	2.85
	TOTAL EQUITIES		818,581.85	933,973.91	20,478	2.19
	GRAND TOTAL		1,321,990.43	1,447,456.27	41,154	2.84

For the Account of:
COOPERSMITH FDN CORPORATE AMERICA STRATEGY



Account Number: 42 82 5205 0 0Y
Date: DECEMBER 31, 2011

THE WHITTIER TRUST COMPANY

Review of Assets

Shares or Par Value	Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
CASH					
		0.00	0.00		
CASH EQUIVALENTS					
MISC CASH EQUIV-TAXABLE					
819.62	BLACKROCK TREAS	819.62	819.62	0	0.00
	TOTAL CASH EQUIVALENTS	819.62	819.62	0	0.00
EQUITIES					
US LARGE CAP EQUITIES					
116	ACCENTURE PLC IRELAND SHS CLASS A	53.230	6,140.31	6,174.68	157 2.54
170	ACE LTD SHS	70.120	11,633.48	11,920.40	320 2.68
85	AFLAC INC	43.260	3,746.84	3,677.10	112 3.05
218	AT&T INC	30.240	6,807.92	6,592.32	384 5.82
226	ABBOTT LABS	56.230	11,173.75	12,707.98	434 3.41
194	ALTERA CORP	37.100	7,812.82	7,197.40	62 0.86
36	AMAZON COM INC	173.100	6,124.42	6,231.60	0 0.00
231	AMERICAN EXPRESS CO	47.170	10,247.38	10,896.27	166 1.53
120	APACHE CORP	90.580	12,323.20	10,869.60	72 0.66
60	APPLE COMPUTER INC	405.000	14,503.65	24,300.00	0 0.00
170	BOEING CO	73.350	11,506.75	12,469.50	299 2.40
160	CHEVRON CORP	106.400	12,566.85	17,024.00	518 3.05
755	CISCO SYS INC	18.080	15,589.46	13,650.40	181 1.33
109	COCA COLA CO	69.970	7,611.47	7,626.73	205 2.69
150	DEERE & CO	77.350	11,877.38	11,602.50	246 2.12
290	DISNEY WALT CO COM DISNEY	37.500	9,302.50	10,875.00	174 1.60
145	DU PONT E I DE NEMOURS & CO	45.780	6,168.42	6,638.10	238 3.58
401	E M C CORP MASS	21.540	10,752.07	8,637.54	0 0.00

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For the Account of:
COOPERSMITH FDN CORPORATE AMERICA STRATEGY



Account Number: 42 82 5205 0 0Y
Date: DECEMBER 31, 2011

THE WHITTIER TRUST COMPANY

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
206	EATON CORP	43 530	9,607.92	8,967.18	280	3.12
177	EMERSON ELEC CO	46 590	8,833.77	8,246.43	283	3.43
231	EXXON MOBIL CORP	84 760	16,946.81	19,579.56	434	2.22
305	GILEAD SCIENCES INC	40 930	13,070.66	12,483.65	0	0.00
10	GOOGLE INC CL A	645 900	5,419.73	6,459.00	0	0.00
390	J P MORGAN CHASE & CO	33 250	17,054.84	12,967.50	390	3.01
121	JOHNSON & JOHNSON	65 580	7,975.11	7,935.18	276	3.48
216	JOHNSON CTLS INC	31 260	7,140.46	6,752.16	156	2.30
194	KRAFT FOODS INC CL A	37 360	6,716.28	7,247.84	225	3.10
121	MCDONALDS CORP	100 330	8,313.96	12,139.93	339	2.79
116	MCKESSON CORP	77 910	8,297.28	9,037.56	93	1.03
87	NIKE INC CL B	96 370	7,776.86	8,384.19	125	1.49
425	ORACLE CORP	25.650	10,733.25	10,901.25	102	0.94
205	PNC FINL SVCS GROUP INC	57.670	12,556.21	11,822.35	287	2.43
121	PHILIP MORRIS INTL INC	78.480	7,005.15	9,496.08	373	3.92
85	PRICE T ROWE GROUP INC	56 950	5,032.30	4,840.75	105	2.18
218	PROCTER & GAMBLE CO	66 710	12,758.92	14,542.78	458	3.15
120	QUALCOMM INC	54.700	6,870.00	6,564.00	103	1.57
288	SPDR TR S&P 500	125 500	36,508.34	36,144.00	742	2.05
160	SCHLUMBERGER LTD	68 310	10,520.59	10,929.60	160	1.46
146	TARGET CORP	51.220	7,471.36	7,478.12	175	2.34
120	3M CO	81 730	10,597.16	9,807.60	264	2.69
220	WAL MART STORES INC	59.760	11,751.60	13,147.20	321	2.44
58	WELLPOINT INC	66.250	4,089.02	3,842.50	58	1.51
TOTAL US LARGE CAP EQUITIES			428,936.25	448,807.53	9,317	2.08

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For the Account of:
COOPERSMITH FDN CORPORATE AMERICA STRATEGY



Account Number: 42 82 5205 0 0Y
Date: DECEMBER 31, 2011

THE WHITTIER TRUST COMPANY

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
US SMALL AND MID-CAP EQUITIES						
316	AMERICAN WTR WKS CO INC NEW	31.860	8,838.61	10,067.76	291	2.89
93	BEAM INC	51.230	4,148.27	4,764.39	71	1.48
135	HEALTH CARE REIT INC	54.530	6,374.21	7,361.55	386	5.24
389	MYLAN INC	21.460	7,801.39	8,347.94	0	0.00
	TOTAL US SMALL AND MID-CAP EQUITIES		27,162.48	30,541.64	748	2.45
FOREIGN EQUITIES						
85	BHP BILLITON LTD SPONSORED ADR	70.630	7,390.23	6,003.55	172	2.86
383	CEMIG SA-SPONS ADR SP ADR N-V PFD	17.790	6,804.91	6,813.57	360	5.29
	TOTAL FOREIGN EQUITIES		14,195.14	12,817.12	532	4.15
	TOTAL EQUITIES		470,293.87	492,166.29	10,597	2.15
	GRAND TOTAL		471,113.49	492,985.91	10,597	2.15



STATEMENT
OF ACCOUNTS

UNION BANK
L A REGION PRIVATE BANK 0949
PO BOX 513840
LOS ANGELES CA 90051-3840

Page 1 of 1

Statement Number: 9491013950
12/1/11 - 12/30/11

H

Union Bank's Automated Client Service
is available 24 hours a day.
Private Bank Client Service Associates
are available to assist you
Monday through Saturday by calling
888-826-2669 or 800-826-7345 (TDD).

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CY30Z 080230 0094183-128692 23 908966
THE WARREN AND KATHERINE COOPERSMITH
FOUNDATION
WARREN COOPERSMITH, TRUSTEE
KATHERINE COOPERSMITH, TRUSTEE
625 FAIR OAKS AVE STE 360
SOUTH PASADENA CA 91030-5813

You may also access your account online
at unionbank.com

Thank you for banking with us
since 2009

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JAN 09 2012

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- Go green with online statements. Save paper and enjoy the convenience and security of
accessing your statements online. Sign on to Online Banking today to make the switch. If
you are not an Online Banking customer, simply visit unionbank.com/signuponline today
to get started

REGULAR CHECKING SUMMARY

Account Number: 9491013950

Days in statement period: 30

Balance on 12/1	\$	16,026.78
Additions		0.00
Subtractions		0.00
Balance on 12/30	\$	16,026.78

Statement Average Ledger Balance \$ 16,026.78

We waived your service charge this statement period.



FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WHITTIER TRUST COMPANY - AC 5120	7,624.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,624.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WHITTIER TRUST COMPANY - AC 5120	11,727.	0.	11,727.
TOTAL TO FM 990-PF, PART I, LN 4	11,727.	0.	11,727.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	475.	0.		0.
FOREIGN TAX PAID	7.	7.		0.
TO FORM 990-PF, PG 1, LN 18	482.	7.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 4

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS - SEE ATTACHED		X	100,143.	107,403.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			100,143.	107,403.
TOTAL TO FORM 990-PF, PART II, LINE 10A			100,143.	107,403.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED	890,204.	933,974.
TOTAL TO FORM 990-PF, PART II, LINE 10B	890,204.	933,974.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED	213,514.	217,841.
TOTAL TO FORM 990-PF, PART II, LINE 10C	213,514.	217,841.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	7
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NAME OF MANAGER

KATHERINE COOPERSMITH
WARREN COOPERSMITH