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

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 10/01, 2011, and ending 9/30, 2012

THE COOPER FOUNDATION
% GERALD FREEDMAN
4545 W. AUGUSTA BLVD
CHICAGO, IL 60651-3315**A** Employer identification number
36-3209605**B** Telephone number (see the instructions)**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, column (c), line 16) **J** Accounting method ☒ Cash ☐ Accrual
\$ 352,966. ☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**

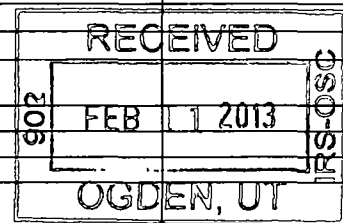
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(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 (att sch)**2** Ck ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a 35,978.**7** Capital gain net income (from Part IV, line 2)**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/(loss) (att sch)**11** Other income (attach schedule)**12 Total.** Add lines 1 through 11**13** Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule) SEE ST 1**b** Accounting fees (attach sch) SEE ST 2**c** Other prof fees (attach sch)**17** Interest**18** Taxes (attach schedule)(see instrs) SEE STM 3**19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

SEE STATEMENT 4

24 Total operating and administrative expenses. Add lines 13 through 23**25** Contributions, gifts, grants paid PART XV**26 Total expenses and disbursements.** Add lines 24 and 25**27** Subtract line 26 from line 12:**a Excess of revenue over expenses and disbursements****b** Net investment income (if negative, enter 0)**c** Adjusted net income (if negative, enter 0)

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		8,672.	8,105.	8,105.
	2	Savings and temporary cash investments				
	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 sch)				
		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 (attach schedule)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) STATEMENT 5	303,877.	344,861.	344,861.		
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)	312,549.	352,966.	352,966.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & 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 FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	312,549.	352,966.		
	30	Total net assets or fund balances (see instructions)	312,549.	352,966.		
	31	Total liabilities and net assets/fund balances (see instructions)	312,549.	352,966.		

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	312,549.
2	Enter amount from Part I, line 27a	2	-7,267.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 6	3	47,684.
4	Add lines 1, 2, and 3	4	352,966.
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	352,966.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 7			
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	-290.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	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 (column (b) divided by column (c))
2010	20,958.	354,873.	0.059058
2009	20,458.	324,489.	0.063047
2008	19,952.	348,108.	0.057316
2007	21,293.	435,922.	0.048846
2006	21,146.	405,440.	0.052156

2 Total of line 1, column (d)	2	0.280423
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.056085
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	346,753.
5 Multiply line 4 by line 3	5	19,448.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	126.
7 Add lines 5 and 6	7	19,574.
8 Enter qualifying distributions from Part XII, line 4	8	19,600.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	126.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	126.
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	126.
6 Credits/Payments			
a 2011 estimated tax prmts and 2010 overpayment credited to 2011	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		126.
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
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		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
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) IL		
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

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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>GERALD FREEDMAN</u> Telephone no <u></u> Located at <u>4545 W. AUGUSTA BLVD CHICAGO IL</u> ZIP + 4 <u>60651-3315</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 <u>N/A</u>	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?	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 <u></u>				

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 <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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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)? (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** N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**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 (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
GERALD FREEDMAN 4545 W. AUGUSTA BLVD CHICAGO, IL 60651	PRES/TREAS 2.00	0.	0.	0.
JULIE SCHNEIDER 4545 W. AUGUSTA BLVD CHICAGO, IL 60651	VP/SEC 1.00	0.	0.	0.
RICHARD L. GAYLE 4545 W. AUGUSTA BLVD CHICAGO, IL 60651	DIRECTOR 1.00	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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2011)

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	341,759.
b Average of monthly cash balances	1b	10,275.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	352,034.
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	352,034.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	5,281.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	346,753.
6 Minimum investment return. Enter 5% of line 5	6	17,338.

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	17,338.
2a Tax on investment income for 2011 from Part VI, line 5	2a	126.	
b Income tax for 2011 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	126.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	17,212.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	17,212.
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	17,212.

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	19,600.
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	19,600.
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	126.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,474.

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				17,212.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	1,326.			
b From 2007	65.			
c From 2008	2,843.			
d From 2009	4,518.			
e From 2010	3,498.			
f Total of lines 3a through e	12,250.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 19,600.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				17,212.
e Remaining amount distributed out of corpus	2,388.			
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	14,638.			
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 instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	1,326.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	13,312.			
10 Analysis of line 9				
a Excess from 2007	65.			
b Excess from 2008	2,843.			
c Excess from 2009	4,518.			
d Excess from 2010	3,498.			
e Excess from 2011	2,388.			

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Form 990-PF (2011)

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a</i> Paid during the year SEE STATEMENT 9				
Total			3a	19,600.
<i>b</i> Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

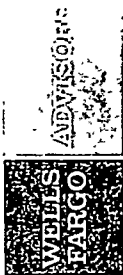
Enter gross amounts unless otherwise indicated

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) Exclu- sion 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	15,915.	
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	-290.	
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)				15,625.	
13 Total. Add line 12, columns (b), (d), and (e)				13	15,625.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]



COOPER FOUNDATION

OCTOBER 1 - OCTOBER 31, 2011
ACCOUNT NUMBER 2094-7941

Realized Gain/Loss Detail

Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CALAMOS INVT TR NEW CONVERTIBLE FUND INSTL CL-I	83.72100	18 4900	01/04/11 ^{nc}	10/11/11	1,454.23	1,548.00	-93.77
ISHARES TR -RUSSELL 2000 GROWTH INDEX FD	18 86400	18 6600	01/28/11 ^{nc}	10/11/11	327.66	352.00	-24.34
	0 21900	18 5800	03/18/11 ^{nc}	10/11/11	3.80	4.06	-0.26
	0 84500	18 2400	06/20/11 ^{nc}	10/11/11	14.69	15.41	-0.72
	5 00000	83 3452	12/01/10 ^{nc}	10/03/11	355.38	416.73	-61.35
PIMCO UNCONSTRAINED BD FUND CL INSTITUTIONAL	0 37200	11 3200	11/01/10 ^{nc}	10/11/11	4.04	4.21	-0.17
	0 37900	11 2100	12/01/10 ^{nc}	10/11/11	4.12	4.25	-0.13
	0 33600	11.0900	12/10/10 ^{nc}	10/11/11	3.65	3.73	-0.08
	0 05100	11 0900	12/10/10 ^{nc}	10/11/11	0.55	0.57	-0.02
	0 35700	11 1000	01/03/11 ^{nc}	10/11/11	3.88	3.96	-0.08
	0 31800	11 1200	02/01/11 ^{nc}	10/11/11	3.46	3.54	-0.08
	0 26200	11 1600	03/01/11 ^{nc}	10/11/11	2.85	2.92	-0.07
	0 33200	11 1700	04/01/11 ^{nc}	10/11/11	3.61	3.71	-0.10
	0 32100	11 1700	05/02/11 ^{nc}	10/11/11	3.49	3.59	-0.10
	0 37000	11 1200	06/01/11 ^{nc}	10/11/11	4.03	4.11	-0.08
	0 32800	11 1000	07/01/11 ^{nc}	10/11/11	3.57	3.64	-0.07
	0 26100	11 0900	08/01/11 ^{nc}	10/11/11	2.84	2.89	-0.05
	0 21100	11 0000	09/01/11 ^{nc}	10/11/11	2.30	2.32	-0.02
	0 23100	10 9400	10/03/11 ^{nc}	10/11/11	2.52	2.53	-0.01
PROSHARES SHORT S&P 500 NON-TRADITIONAL ETF 1X	31 00000	41 3300	05/23/11	10/24/11	1,279.74	1,281.23	-1.49
	8 00000	47 1870	08/10/11	10/24/11	330.25	377.50	-47.25
	5 00000	43 9152	09/14/11	10/24/11	206.42	219.58	-13.16
VALE S A ADR	8 00000	32 5400	11/15/10 ^{nc}	10/03/11	175.61	260.32	-84.71
	4 00000	32 9280	12/01/10 ^{nc}	10/03/11	87.81	131.71	-43.90
	1 00000	33 0499	07/01/11	10/03/11	21.96	33.05	-11.09
Total Short term					\$4,302.46 ✓	\$4,685.56 ✓	-\$383.10

^{nc} Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated cost for all other lots will be reported to the IRS

COOPER FOUNDATION

OCTOBER 1 - OCTOBER 31, 2011
ACCOUNT NUMBER: 2094-7941

Realized Gain/Loss Detail continued

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ISHARES TR -RUSSELL 2000 GROWTH INDEX FD	7.00000	74.7962	05/11/10 _{nc}	10/03/11	497.52	523.57	-26.05
INTERNATIONAL BUSINESS MACHINE CORP	1.00000	67.4300	08/12/10 _{nc}	10/03/11	71.07	67.43	3.64
PIMCO UNCONSTRAINED BD FUND CL INSTITUTIONAL	1.00000	127.5000	05/04/10 _{nc}	10/18/11	176.44	127.50	48.94
	177.72700	11.0000	06/18/10 _{nc}	10/11/11	1,931.89	1,955.00	-23.11
	0.10000	11.0800	07/01/10 _{nc}	10/11/11	1.08	1.11	-0.03
	0.31800	11.1100	08/02/10 _{nc}	10/11/11	3.45	3.53	-0.08
	0.36100	11.2600	09/01/10 _{nc}	10/11/11	3.92	4.07	-0.15
	0.35300	11.3100	10/01/10 _{nc}	10/11/11	3.83	3.99	-0.16
VALE SA ADR	10.00000	27.6700	07/28/10 _{nc}	10/03/11	219.52	276.70	-57.18
Total Long term					\$2,908.72	\$2,962.90	-\$54.18

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.



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COOPER FOUNDATION

DECEMBER 1 - DECEMBER 31, 2011
ACCOUNT NUMBER: 2094-7941

Realized gain/loss

Realized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	0.74	-236.24	-235.50	2,029.26	-1,950.66	78.60
Long term	238.84	-43.73	195.11	679.78	-225.52	454.26
Total Realized Gain/Loss	\$239.58	-\$279.97	-\$40.39	\$2,709.04	-\$2,176.18	\$532.86

Realized Gain/Loss Detail

Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
FRANKLIN TEMPLETON GLOBAL TR HARD CURRENCY FD ADVISOR CL	154.23200	10.1600	06/15/11 ^{nc}	12/23/11	1,420.47	1,567.00	-146.53
	7.39500	9.1100	12/16/11 ^{nc}	12/23/11	68.11	67.37	0.74
ORACLE CORPORATION	18.00000	30.9860	10/11/11	12/23/11	468.04	557.75	-89.71
Total Short term					\$1,956.62	\$2,192.12	-\$235.50

^{nc} Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CHICAGO BRIDGE AND IRON - NEW YORK SHARES	6.00000	24.1850	09/28/10 ^{nc}	12/05/11	237.81	145.11	92.70
INTERNATIONAL BUSINESS MACHINE CORP	2.00000	127.5000	05/04/10 ^{nc}	12/16/11	366.35	255.00	111.35
PRUDENTIAL JENNISON NATURAL RESOURCES FD CL Z	18.70600	46.2800	05/04/10 ^{nc}	12/23/11	900.50	865.71	34.79
	0.19700	53.7700	12/01/10 ^{nc}	12/23/11	9.48	10.60	-1.12
	5.20100	56.3400	12/02/10 ^{nc}	12/23/11	250.39	293.00	-42.61
Total Long term					\$1,764.53	\$1,569.42	\$195.11

^{nc} Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

COOPER FOUNDATION

JANUARY 1 - JANUARY 31, 2012
ACCOUNT NUMBER: 2094-7941

Realized gain/loss

Realized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	197.95	0.00	197.95	197.95	0.00	197.95
Long term	357.28	0.00	357.28	357.28	0.00	357.28
Total Realized Gain/Loss	\$555.23	\$0.00	\$555.23	\$555.23	\$0.00	\$555.23

Realized Gain/Loss Detail

Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
AT & T INC	23.00000	28.1598	08/17/11	01/26/12	677.82	670.68	7.14
	12.00000	27.6458	09/12/11	01/26/12	353.66	331.76	21.90
DISNEY WALT COMPANY	17.00000	34.9970	11/08/11	01/11/12	655.75	594.95	60.80
MYLAN INC	13.00000	19.1451	10/26/11	01/31/12	269.53	248.89	20.64
RYDEX ETF TR ETF S&P 500 EQUAL WEIGHTED INDEX FD	38.00000	46.7476	10/24/11	01/26/12	1,863.88	1,776.41	87.47
Total Short term					\$3,820.64 ✓	\$3,622.69 /	\$197.95

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
PHILIP MORRIS INTERNATIONAL INC	8.00000	48.8894	05/04/10 _{nc}	01/18/12	586.90	391.12	195.78
UNITEDHEALTH GROUP INC	13.00000	37.5575	12/01/10 _{nc}	01/26/12	649.75	488.25	161.50
Total Long term					\$1,236.65 /	\$879.37 /	\$357.28

nc Cost Information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.



COOPER FOUNDATION

FEBRUARY 1 - FEBRUARY 29, 2012
ACCOUNT NUMBER: 2094-7941

Realized Gain/Loss Detail

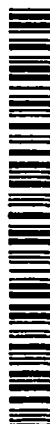
Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
TRUE RELIGION APPAREL INC	9.00000	36.2470	02/02/12	02/22/12	237.72	326.22	-88.50
Total Short term					\$237.72	\$326.22	-\$88.50

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ASHLAND INC NEW	5.00000	47.3331	08/27/10 _{nc}	02/22/12	310.34	236.67	73.67
CLIFFS NATURAL RESOURCES	4.00000	61.9860	09/22/10 _{nc}	02/22/12	263.16	247.95	15.21
Total Long term					\$573.50	\$484.62	\$88.88

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.



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COOPER FOUNDATION

MARCH 1 - MARCH 31, 2012
ACCOUNT NUMBER: 2094-7941

Realized gain/loss

Realized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	145.18	-31.99	113.19	343.13	-120.49	222.64
Long term	85.48	0.00	85.48	531.64	0.00	531.64
Total Realized Gain/Loss	\$230.66	-\$31.99	\$198.67	\$874.77	-\$120.49	\$754.28

Realized Gain/Loss Detail

Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CAMECO CORP	13.00000	23.4325	02/09/12	03/29/12	272.63	304.62	-31.99
E M C CORP MASS	20.00000	22.7954	08/11/11	03/14/12	582.44	455.92	126.52
FREEPORT-MCMORAN COPPER & GOLD INC CLASS B	10.00000	39.5500	10/24/11	03/02/12	414.16	395.50	18.66
Total Short term					\$1,269.23	\$1,156.04	\$113.19

Long term

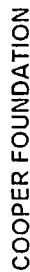
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CATERPILLAR INC	2.00000	62.6314	07/08/10 ^{nc}	03/06/12	210.74	125.26	85.48
Total Long term					\$210.74	\$125.26	\$85.48

^{nc} Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.



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APRIL 1 - APRIL 30, 2012
ACCOUNT NUMBER 2094-7941

Realized Gain/Loss Summary

Realized Gain/Loss Detail

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ISHARES TR -RUSSELL 2000 INDEX FD	8 00000	73 0855	11/10/11	04/10/12	628 14	584 68	43 46
	1 00000	74 5848	11/16/11	04/10/12	78 52	74 59	3 93
MOSAIC COMPANY	5 00000	58 8400	02/22/12	04/10/12	251 05	294 20	-43 15
Total Short term					\$957.71	\$953.47	\$4.24

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CATERPILLAR INC	2 00000	64 2832	07/09/10 _{nc}	04/10/12	200 37	128 57	71 80
	2 00000	68 0866	07/22/10 _{nc}	04/10/12	200 38	136 17	64 21
	1 00000	87 3964	12/01/10 _{nc}	04/10/12	100 19	87 40	12 79
Total Long term					\$500.94	\$352.14	\$148.80

net Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.



COOPER FOUNDATION

MAY 1 - MAY 31, 2012
ACCOUNT NUMBER 2094-7941

Realized gain/loss

Realized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	9 99	-348.89	-338 90	400 51	-512 53	-112 02
Long term	22 79	0 00	22 79	703 23	0 00	703 23
Total Realized Gain/Loss	\$32.78	-\$348.89	-\$316 11	\$1,103.74	-\$512.53	\$591.21

Realized Gain/Loss Detail

Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CALAMOS INVT TR NEW GROWTH & INCOME FD INSTL	58 03800	30 1700	10/11/11 _{nc}	05/17/12	1,757 96	1,751 00	6 96
CHESAPEAKE ENERGY CORP	16 00000	24 9899	02/23/12	05/02/12	270 71	399 84	-129 13
ORACLE CORPORATION	19 00000	30 9860	10/11/11	05/10/12	509 57	588 73	-79 16
PHILLIPS 66	0 23077	30 8532	08/15/11	05/01/12	7 78	7 12	0 66
FINANCIAL SELECT ETF	2 76923	30 8722	08/15/11	05/03/12	87 75	85 49	2 26
SECTOR SPDR	50 00000	15 4199	03/14/12	05/17/12	703 51	771 00	-67 49
SPDR GOLD TRUST ETF	7 00000	165 2885	11/22/11 _{nc}	05/10/12	1,084 70	1,157 02	-72 32
		165 3410				1,157 39	
Total Short term					\$4,447.37 ✓	\$4,786.27 ✓	-\$338.90
						\$4,786.64	

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
PHILLIPS 66	0 03846	27 8211	11/17/10 _{nc}	05/01/12	1 30	1 07	0 23
	0 07692	28 4711	12/01/10 _{nc}	05/01/12	2 60	2 19	0 41
	0 15385	23 0744	05/26/10 _{nc}	05/01/12	5 19	3 55	1 64
	1 84615	23 0886	05/26/10 _{nc}	05/03/12	58 49	42 62	15 87

COOPER FOUNDATION

MAY 1 - MAY 31, 2012
ACCOUNT NUMBER: 2094-7941

Realized Gain/Loss Detail continued

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	0.46154	27.9484	11/17/10 _{nc}	05/03/12	14.62	12.90	1.72
	0.92308	28.5120	12/01/10 _{nc}	05/03/12	29.24	26.32	2.92
Total Long term					\$111.44	\$88.65	\$22.79

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.



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COOPER FOUNDATION

JUNE 1 - JUNE 30, 2012
ACCOUNT NUMBER: 2094-7941

Realized Gain/Loss Detail

Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ISHARES TR -RUSSELL 2000 INDEX FD	7.00000	74.5848	11/16/11	06/01/12	516.97	522.09	-5.12
Total Short term					\$516.97	\$522.09	-\$5.12

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ISHARES TR S&P MIDCAP 400 INDEX FD	11.00000	83.6679	11/17/10 _{nc}	06/01/12	987.24	920.35	66.89
	4.00000	87.0467	12/01/10 _{nc}	06/01/12	359.00	348.19	10.81
ISHARES TR RUSSEL MIDCAP GRTH INDX FD	29.00000	54.6768	12/01/10 _{nc}	06/01/12	1,638.66	1,585.63	53.03
Total Long term					\$2,984.90	\$2,854.17	\$130.73

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.



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FORM 990-B (2004)

JULY 1 - JULY 31, 2012
ACCOUNT NUMBER 2094-7941

Cash sweep activity

Our Cash Sweep program allows you to earn a return on the idle cash balances in your account by automatically investing such balances into one of our cash sweep options. These 'sweep transactions' may represent a net amount for the day and occur on settlement date. The following section displays transfers into and out of your sweep option Transactions displayed here are Transfer To, Transfer From and Reinvested Dividends and Interest. These transaction amounts are not included in your cash flow summary

DATE	TRANSACTION	DESCRIPTION	AMOUNT	DATE	TRANSACTION	DESCRIPTION	AMOUNT
07/01		BEGINNING BALANCE	887 04	07/24	TRANSFER FROM	BANK DEPOSIT SWEEP	-673 72
07/03	TRANSFER TO	BANK DEPOSIT SWEEP	39 78	07/31	REINVEST INT	BANK DEPOSIT SWEEP	0 01
07/10	TRANSFER TO	BANK DEPOSIT SWEEP	821 74	07/31	TRANSFER TO	BANK DEPOSIT SWEEP	549 55
07/17	TRANSFER TO	BANK DEPOSIT SWEEP	278 95	07/31		ENDING BALANCE	1,903 35

Realized gain/loss

Realized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	47 59	-180 67	-133 08	448 10	-698 32	-250 22
Long term	0 00	-196 14	-196 14	833 96	-196 14	637 82
Total Realized Gain/Loss	\$47.59	-\$376.81	-\$329.22	\$1,282.06	-\$894.46	\$387.60

Realized Gain/Loss Detail

Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ISHARES TR	4 00000	137 7952	07/03/12	07/10/12	542 83	551 19	-8.36
S&P 500 INDEX FD							
JPMORGAN CHASE & CO	19 00000	31 9750	06/01/12	07/05/12	655 12	607 53	47 59
NETFLIX COM INC	9 00000	63 0600	06/01/12	07/25/12	540 32	567 54	-27 22
PROSHARES SHORT S&P 500	46 00000	39 3070	06/04/12	07/03/12	1,663 03	1,808 12	-145 09
NON-TRADITIONAL ETF 1X							
Total Short term					\$3,401.30	\$3,534.38	-\$133.08

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CUMMINS INC	1 00000	107 0585	02/03/11	07/10/12	88 44	107 06	-18 62
	2 00000	113 8906	02/14/11	07/10/12	176 88	227 78	-50 90

COOPER FOUNDATION

JULY 1 - JULY 31, 2012
ACCOUNT NUMBER: 2094-7941

Realized Gain/Loss Detail continued

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	3.00000	113.8906	02/14/11	07/11/12	252.79	341.67	-88.88
	2.00000	103.1362	06/02/11	07/11/12	168.53	206.27	-37.74
Total Long term					\$686.64	\$882.78	-\$196.14



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COOPER FOUNDATION

AUGUST 1 - AUGUST 31, 2012
ACCOUNT NUMBER: 2094-7941

Realized gain/loss

Realized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	14.89	-147.03	-132.14	462.99	-845.35	-382.36
Long term	12.01	0.00	12.01	845.97	-196.14	649.83
Total Realized Gain/Loss	\$26.90	-\$147.03	-\$120.13	\$1,308.96	-\$1,041.49	\$267.47

Realized Gain/Loss Detail

Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
GOLD FIELDS LTD NEW ADR RAND	48.00000	13.1700	05/10/12	08/21/12	647.05	632.16	14.89
STAPLES INC	26.00000	15.5150	03/02/12	08/16/12	296.91	403.39	-106.48
	9.00000	15.9252	03/14/12	08/16/12	102.78	143.33	-40.55
Total Short term					\$1,046.74	\$1,178.88	-\$132.14

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
AGRIUM INC	2.00000	93.7762	04/01/11	08/17/12	199.57	187.56	12.01
Total Long term					\$199.57	\$187.56	\$12.01



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COOPER FOUNDATION

SEPTEMBER 1 - SEPTEMBER 30, 2012
ACCOUNT NUMBER 2094-7941

Realized gain/loss

Realized Gain/Loss Summary

	THIS PERIOD GAIN	THIS PERIOD LOSS	THIS PERIOD NET	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	0.00	-111 30	-111 30	462 99	-956 65	-493 66
Long term	53 55	-4 75	48 80	899 52	-200 89	698 63
Total Realized Gain/Loss	\$53.55	-\$116.05	-\$62.50	\$1,362.51	-\$1,157.54	\$204.97

Realized Gain/Loss Detail

Short term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ISHARES MSCI AUSTRALIA INDEX	9 00000	23 7770	10/24/11	09/04/12	206 91	213 99	-7 08
INTEL CORP	11 00000	29 2475	05/02/12	09/24/12	249 80	321 72	-71 92
	13 00000	25 1945	06/01/12	09/24/12	295 23	327 53	-32 30
Total Short term					\$751.94 ✓	\$863.24 ✓	-\$111.30

Long term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ISHARES MSCI AUSTRALIA INDEX	13 00000	22 4000	05/04/10 _{nc}	09/04/12	298 86	291 20	7 66
	13 00000	20 8680	08/12/10 _{nc}	09/04/12	298 87	271 28	27 59
	4 00000	24 1779	12/01/10 _{nc}	09/04/12	91 96	96 71	-4 75
	35 00000	22 4670	08/11/11	09/04/12	804 65	786 35	18 30
Total Long term					\$1,494.34 ✓	\$1,445.54 ✓	\$48.80

nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

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THE COOPER FOUNDATION
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STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROBBINS, SALOMON & PATT	\$ 310.	\$ 310.		
TOTAL	<u>\$ 310.</u>	<u>\$ 310.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FLS GROUP	\$ 1,500.	\$ 1,500.		
TOTAL	<u>\$ 1,500.</u>	<u>\$ 1,500.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENT	\$ 142.	\$ 142.		
TOTAL	<u>\$ 142.</u>	<u>\$ 142.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL FILING FEES	\$ 15.	\$ 15.		
INVESTMENT FEES	1,325.	1,325.		
TOTAL	<u>\$ 1,340.</u>	<u>\$ 1,340.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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STATEMENT 5
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
MARKETABLE SECURITIES	MKT VAL	\$ 344,861.	\$ 344,861.
	TOTAL	<u>\$ 344,861.</u>	<u>\$ 344,861.</u>

STATEMENT 6
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

UNREALIZED GAIN ON INVESTMENTS	\$ 47,684.
TOTAL	<u>\$ 47,684.</u>

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	WELLS FARGO - OCT - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
2	13 WABCO HOLDINGS INC	PURCHASED	9/13/2011	11/16/2011
3	WELLS FARGO - DEC - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
4	WELLS FARGO - JAN - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
5	WELLS FARGO - FEB - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
6	WELLS FARGO - MAR - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
7	WELLS FARGO - APR - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
8	WELLS FARGO - MAY - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
9	WELLS FARGO - JUNE - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
10	WELLS FARGO - JULY - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
11	WELLS FARGO - AUG - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
12	WELLS FARGO - SEPT - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	7,211.		7,648.	-437.				\$ -437.
2	598.		615.	-17.				-17.
3	3,721.		3,762.	-41.				-41.
4	5,057.		4,502.	555.				555.
5	811.		811.	0.				0.
6	1,480.		1,281.	199.				199.
7	1,459.		1,306.	153.				153.
8	4,559.		4,875.	-316.				-316.
9	3,502.		3,376.	126.				126.
10	4,088.		4,417.	-329.				-329.
11	1,246.		1,366.	-120.				-120.
12	2,246.		2,309.	-63.				-63.
							TOTAL	<u>\$ -290.</u>

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STATEMENT 8
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: N/A
 NAME: GERALD FREEDMAN
 CARE OF:
 STREET ADDRESS: 4545 W. AUGUSTA BLVD
 CITY, STATE, ZIP CODE: CHICAGO, IL 60651
 TELEPHONE: 773-524-2440
 FORM AND CONTENT: LETTER STATING PURPOSES FOR FUNDS REQUESTED;
 DETAILS REGARDING PURPOSES OF ORGANIZATION;
 SUBMIT ADEQUATE PROOF OF TAX EXEMPT STATUS.

SUBMISSION DEADLINES:
 RESTRICTIONS ON AWARDS:

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ALZHEIMER'S ASSOCIATION 4709 GOLF ROAD, SUITE 1015 SKOKIE, IL 60076	NONE	EXEMPT	PROMOTE MEDICAL RESEARCH	\$ 2,500.
COUNCIL FOR JEWISH ELDERLY 3003 W. TOUHY AVENUE CHICAGO, IL 60645	NONE	EXEMPT	PROMOTE GENERAL EDUCATION	1,000.
LES TURNER ALS FOUNDATION 8142 N. LAWNSDALE AVENUE SKOKIE, IL 60076	NONE	EXEMPT	PROMOTE MEDICAL RESEARCH	5,000.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	NONE	EXEMPT	PROMOTE EDUCATION	1,000.
AMERICAN FRIENDS OF ALYN HOSPITAL 51 EAST 42ND STREET NEW YORK, NY 10017	NONE	EXEMPT	PROMOTE MEDICAL RESEARCH	1,000.
JANE ADDAMS RESOURCE CORPORATION 4432 N. RAVENSWOOD CHICAGO, IL 60640	NONE	EXEMPT	PROMOTE EDUCATION	500.
SUZANNE'S FRIENDS FOR LIFE 42 GREEN BAY ROAD WINNETKA, IL 60093	NONE	EXEMPT	MEDICAL RESEARCH	500.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AMERICAN LUNG ASSOCIATION 61 BROADWAY, 6TH FLOOR NEW YORK, NY 10006	NONE	EXEMPT	MEDICAL RESEARCH	\$ 200.
HILLEL 800 EIGHTH STREET NW WASHINGTON, DC 20001	NONE	EXEMPT	PROMOTE EDUCATION	500.
AUTISM SPEAKS 5455 WILSHIRE BLVD, SUITE 2250 LOS ANGELES, CA 90036	NONE	EXEMPT	MEDICAL RESEARCH	1,000.
LITTLE CITY FOUNDATION 1760 W. ALGONQUIN ROAD PALATINE, IL 60067	NONE	EXEMPT	PROVIDE SOCIAL SERVICES	1,000.
GILDA'S CLUB CHICAGO 537 N WELLS STREET CHICAGO, IL 60610	NONE	EXEMPT	PROVIDE SOCIAL SERVICES	500.
B'NAI BRITH INTERNATIONAL 2020 K STREET, N.W., 7TH FLOOR WASHINGTON, DC 20006	NONE	EXEMPT	PROMOTE GENERAL EDUCATION	200.
NEAR NORTH MONTESSORI SCHOOL 1434 WEST DIVISION STREET CHICAGO, IL 60642	NONE	EXEMPT	GENERAL EDUCATION	500.
THE PARKINSON'S INSTITUTE & CLINICAL CEN 675 ALMANOR AVENUE SUNNYVALE, CA 94085	NONE	EXEMPT	PROVIDE RESEARCH AND TREATMENTS	500.
JEWISH UNITED FUND 30 S WELLS ST, ROOM 3134 CHICAGO, IL 60606	NONE	EXEMPT	GENERAL EDUCATION AND RESEARCH	1,200.
AMERICAN FRIENDS OF THE HEBREW UNIV P.O. BOX 2035 NEW YORK, NY 10021	NONE	EXEMPT	PROMOTE EDUCATION	1,000.
AMERICAN FRIENDS OF MAGEN DAVID ADOM 8930 GROSS POINT ROAD SKOKIE, IL 60077	NONE	EXEMPT	PROVIDE MEDICAL & SOCIAL SERVICES	500.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AMERICAN COMMITTEE FOR THE WEIZMANN INST 2 PRUDENTIAL PLAZA, 180 N. STETSON CHICAGO, IL 60601	NONE	EXEMPT	PROMOTE MEDICAL RESEARCH	\$ 500.
JEWISH COMMUNITY CENTER OF CHICAGO 30 S WELL ST, SUITE 4000 CHICAGO, IL 60606	NONE	EXEMPT	SCHOLARSHIP ASSISTANCE FOR PROGRAMS AND SERVICES	500.
TOTAL \$				<u>19,600.</u>