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990-PF

Form

Return of Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

Department 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 2012 or tax year beginning

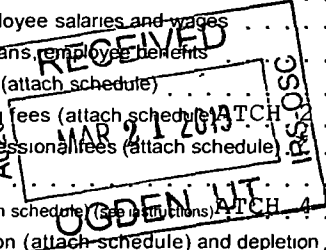
, 2012, and ending

, 20

Name of foundation COOPER FAMILY FOUNDATION, INC		A Employer identification number 20-1326428
Number and street (or P O box number if mail is not delivered to street address) C/O ROBERT F. COOPER 176 MARINER'S COVE	Room/suite	B Telephone number (see instructions) (802) 862-8004
City or town, state, and ZIP code SHELBURNE, VT 05482		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,807,153.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		42,929.	42,929.		ATCH 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		22,145.			
b Gross sales price for all assets on line 6a 227,675.					
7 Capital gain net income (from Part IV, line 2)			22,145.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		65,074.	65,074.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH		2,667.			
c Other professional fees (attach schedule)		8,339.	8,339.		
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 4		3,637.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses		14,643.	8,339.		
Add lines 13 through 23		88,000.			
25 Contributions, gifts, grants paid					88,000.
26 Total expenses and disbursements Add lines 24 and 25		102,643.	8,339.	0	88,000.
27 Subtract line 26 from line 12		-37,569.			
a Excess of revenue over expenses and disbursements			56,735.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

SCANNED FEB 26 2013



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	128,987.	225,210.	225,210.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 5	1,462,273.	1,398,967.	1,556,068.	
	c	Investments - corporate bonds (attach schedule) ATCH 6	95,876.	25,390.	25,875.	
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,687,136.	1,649,567.	1,807,153.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <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 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, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	1,687,136.	1,649,567.		
	30	Total net assets or fund balances (see instructions)	1,687,136.	1,649,567.		
	31	Total liabilities and net assets/fund balances (see instructions)	1,687,136.	1,649,567.		

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	1,687,136.
2	Enter amount from Part I, line 27a	2	-37,569.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,649,567.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,649,567.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
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	22,145.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☒ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011			
2010			
2009			
2008			
2007			
2 Total of line 1, column (d)			2
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 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			8

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)		
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	1	1,135.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,135.
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	1,135.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,360.
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	2,360.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,225.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,225. Refunded <input type="checkbox"/> <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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?		X
If "Yes," attach the statement required by General Instruction T		
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) <input type="checkbox"/> VT, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		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 2012 or the taxable year beginning in 2012 (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?	13	X	
Website address N/A				
14	The books are in care of ROBERT F. COOPER Telephone no 802-862-8004 Located at 176 MARINER'S COVE SHELBURNE, VT ZIP+4 05482			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2012, 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	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 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 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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 ☒ Nob 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ ☒c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
ATCH 8		0	0	0

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

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

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	1,666,394.
b	Average of monthly cash balances	1b	144,258.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,810,652.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,810,652.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	27,160.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,783,492.
6	Minimum investment return. Enter 5% of line 5	6	89,175.

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

1	Minimum investment return from Part X, line 6	1	89,175.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,135.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,135.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	88,040.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	88,040.
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	88,040.

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	88,000.
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	88,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	88,000.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				88,040.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			87,614.	
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>88,000.</u>				
a Applied to 2011, but not more than line 2a			87,614.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				386.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				87,654.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2012

(b) 2011

(c) 2010

(d) 2009

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i).

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

ROBERT F. COOPER

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

N/A

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

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

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

ATCH 9

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

NO SPECIAL REQUIREMENTS

c Any submission deadlines

NONE

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

NONE

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

Recipient	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)				
a Paid during the year ATCH 10				
Total			▶ 3a	88,000.
b Approved for future payment				
Total			▶ 3b	

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) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	42,929.		
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	22,145.		
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)				65,074.		
13 Total. Add line 12, columns (b), (d), and (e)					13	65,074.

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

This image shows a single sheet of white paper with horizontal blue or grey ruling lines. A vertical margin line is positioned on the left side, creating a narrow left margin. The paper appears to be from a notebook or a standard ruled document. There are no markings, text, or drawings on the page.

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

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

**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

Date 7

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

RONALD R. PLANTE

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

P00641137

Firm's name ► DANAHER ATTIG & PLANTE PLC

Firm's address ▶ 150 KENNEDY DR, PO BOX 2166
SOUTH BURLINGTON, VT

05407-2166

Phone no 802-383-0399

Form 990-PF (2012)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					11,689.	
1,530.		79 SHS POWERSHARES DB ETF TRADE 1,491.					VARIOUS 39.	09/12/2012
49,983.		1279.754 SHS AMERICAN EUROPACIFIC GROWTH 44,750.					VARIOUS 5,233.	09/12/2012
24,983.		747.161 SHS AMERICAN GROWTH FUND OF AMER 19,984.					VARIOUS 4,999.	09/12/2012
44,507.		2300 SHS POWERSHARES DB ETR TRADE 50,713.					VARIOUS -6,206.	09/12/2012
24,983.		796.686 SHS AMERICAN WASHINGTON MUTUAL 18,587.					VARIOUS 6,396.	09/12/2012
70,000.		70000 MORGAN STANLEY GMTN 5.375% 70,005.					VARIOUS -5.	11/26/2012
TOTAL GAIN (LOSS)							<u>22,145.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS	36,456.	36,456.
INTEREST	6,473.	6,473.
TOTAL	<u>42,929.</u>	<u>42,929.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	2,667.			
TOTALS	<u>2,667.</u>			

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	8,339.	8,339.
TOTALS	<u>8,339.</u>	<u>8,339.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL TAX EXPENSE BAL DUE	1,277.
FEDERAL ESTIMATED PAYMENTS	2,360.
TOTALS	<u>3,637.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--	------------------------------	-----------------------

EQUITIES/MUTUAL FUNDS-SEE ATT

	1,398,967.	1,556,068.
--	------------	------------

TOTALS

	<u>1,398,967.</u>	<u>1,556,068.</u>
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ATTACHMENT 6FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS - SEE ATTACHED	25,390.	25,875.
TOTALS	<u>25,390.</u>	<u>25,875.</u>



Statement Detail

COOPER FAMILY FOUNDATION
Holdings

Period Ended December 31, 2012

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U.S. DOLLAR	2,163.44	1.0000	2,163.44		2,163.44			
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA) ¹⁴	10,236.87	1.0000	10,236.87	1.0000	10,236.87	0.00	0.1352	13.85
TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS			12,400.31		12,400.31			13.85

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	5,162.476	7.3100	37,737.70	6.7505	34,849.42	2,888.28 14,860.76		2,477.99
GS STRATEGIC INCOME FUND								
GS STRATEGIC INCOME FUND INSTITUTIONAL SHARES	19,812.682	10.3400	204,863.13	10.1394	200,889.66	3,973.47 17,499.95		7,509.01
TOTAL OTHER FIXED INCOME			242,600.83		235,739.08	5,861.75		9,986.99

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS STRUCTURED US EQUITY FUND								
GS STRUCTURED U.S. EQUITY FUND CLASS A SHARES (GSSOX)	2,822.609	26.7800	75,589.47	24.8152	70,043.71	5,545.76 10,589.46	1.4899	1,126.22

¹⁴ This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.
Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit).

Brokerage and securities services provided by Goldman Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

Portfolio No. XXX-XXX15-6

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Statement Detail

COOPER FAMILY FOUNDATION
Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS US EQUITY DIVIDEND AND PREMIUM FUND								
GS U S EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES (GSPKX)	27,612.992	9.5800	264,532.46	7.6031	209,944.11	54,588.35 67,051.33	2.8079	7,427.89
US EQUITY STRUCTURED PRODUCTS								
THE GOLDMAN SACHS GROUP, INC. LINKD TO THE RUSSELL 2000 INDEX 0% COUPON DUE 07/19/2013 STRUCTURED NOTE (RUTDIG2)	50.00	1.1612580	58,062.90	1.0000000	50,000.00	8,062.90		
THE GOLDMAN SACHS GROUP, INC. LINKED TO DJIA 0% COUPON DUE 07/29/2013 STRUCTURED NOTE (DJIAEL13)	100.00	1.0823390	108,233.90	1.0000000	100,000.00	8,233.90		
TOTAL US EQUITY STRUCTURED PRODUCTS			166,296.80		150,000.00	16,296.80		
TOTAL US EQUITY			506,418.73		429,987.82	76,430.91	2.5150	8,554.12
NON-US EQUITY								
NON-US EQUITY STRUCTURED PRODUCTS								
THE GOLDMAN SACHS GROUP, INC. LINKED TO MSCI EAFE 0% DUE 07/03/2013 STRUCTURED NOTE (MXEAE189)	150.00	954.6730	143,200.95	1.0000000	150,000.00	(6,799.05)		
RABOBANK NEDERLAND, UTRECHT LINKED TO MSCI TAIWAN INDEX 0% DUE 07/11/2013 STRUCTURED NOTE (MXTWELN1)	50.00	994.8380	49,741.90	1.0000000	50,000.00	(258.10)		
TOTAL NON US EQUITY STRUCTURED PRODUCTS			192,942.85		200,000.00	(7,057.15)		
TOTAL PUBLIC EQUITY			699,361.58		629,987.82	69,373.76	2.5150	8,554.12
TOTAL PORTFOLIO								
			Market Value		Adjusted Cost / ± Original Cost	Unrealized Gain (Loss)		Estimated Annual Income
			954,362.72		878,127.21	76,235.51		18,554.96

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

Portfolio No. XXX-XXD15-6

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Statement for the Period December 1, 2012 to December 31, 2012

COOPER FAMILY FOUNDATION INC - Corporation
Account Number: C9B-210102

NFP Securities, Inc.

FINRA / SIPC / Registered Investment Adviser

Holdings

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

CASH AND CASH EQUIVALENTS - 25.13% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income
Money Markets					
PRIME FUND DAILY MONEY CLASS 7 DAY YIELD 0.1% Dividend Option Reinvest Capital Gain Option Reinvest	FDAXX CASH	214,809.73	\$1.00	\$214,809.73	
Total Cash and Cash Equivalents				\$214,809.73	

(1) (200) 015 CR# 1153
214,809.73

HOLDINGS > EQUITIES - 49.99% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity							
ABBOTT LABORATORIES Estimated Yield 0.85% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable 01/01/13 Split Expected on 01/01/13 Expected Ratio 0.1	ABT MARGIN	101.917	\$65.50	\$6,675.56	\$57.07	\$5,374.89	\$1,300.67
BARCLAYS BANK PLC IPATH GS CRUDE OIL TOTAL RET INDEX ETN 08/14/2036 CALLABLE NOT RATED Dividend Option Reinvest Capital Gain Option Reinvest	OIL MARGIN	1,215	\$21.79	\$26,474.85		\$29,990.08	(\$3,515.23)

Statement for the Period December 1, 2012 to December 31, 2012

COOPER FAMILY FOUNDATION INC - Corporation
Account Number C9B-210102

NFP Securities, Inc.

FINRA / SIPC / Registered Investment Adviser

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
BB & T CORP Estimated Yield 2.74% Dividend Option Reinvest Capital Gain Option Reinvest Next Dividend Payable 02/01/13	BBT MARGIN	256.372	\$29.11	\$7,462.99	\$205.10	\$6,053.53	\$1,409.46
BLACKROCK ENHANCED EQUITY DIVID TR COM Estimated Yield 9.05% Dividend Option Reinvest Capital Gain Option Reinvest	BDJ MARGIN	7,063.496	\$7.18	\$50,715.90	\$4,591.27	\$49,688.35	\$1,027.55
CHEVRON CORP NEW Estimated Yield 3.32% Dividend Option Reinvest Capital Gain Option Reinvest	CVX MARGIN	57.29	\$108.14	\$6,195.34	\$206.24	\$6,085.28	\$110.06
CLOROX CO DEL Estimated Yield 3.49% Dividend Option Reinvest Capital Gain Option Reinvest Next Dividend Payable 02/15/13	CLX MARGIN	76.334	\$73.22	\$5,589.18	\$195.42	\$5,412.72	\$176.46
DIAGEO ADR EACH REPR 4 ORD GBX28 935185 Estimated Yield 2.37% Dividend Option Reinvest Capital Gain Option Reinvest	DEO MARGIN	76.131	\$116.58	\$8,875.35	\$211.17	\$7,547.79	\$1,327.56
DWS RREEF REAL ESTATE FUND INC ESCROW	233ESC979 MARGIN	6.925	unavailable	unavailable			
GENERAL ELECTRIC CO Estimated Yield 3.62% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable 01/25/13	GE MARGIN	201.809	\$20.99	\$4,235.97	\$153.37	\$3,731.40	\$504.57
INTEL CORP Estimated Yield 4.36% Dividend Option Reinvest Capital Gain Option Reinvest	INTC MARGIN	639.259	\$20.62	\$13,181.52	\$575.33	\$14,054.43	(\$872.91)

Account carried with National Financial Services LLC Member
NYSE SIPC

MN_CEBBCXGVBBBPHPP_BBBBB 20121231

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Statement for the Period December 1, 2012 to December 31, 2012

COOPER FAMILY FOUNDATION INC - Corporation
Account Number: C9B-210102

NFP Securities, Inc.

FINRA / SIPC / Registered Investment Adviser

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
ISHARES BARCLAYS TREAS INFLATION PROTECTED SECS FD Estimated Yield 3.80% Dividend Option Reinvest Capital Gain Option Reinvest Next Dividend Payable 01/02/13	TIP MARGIN	540.328	\$121.41	\$65,601.22	\$2,494.56	\$57,768.26	\$7,832.96
ISHARES INC MSCI BRAZIL INDEX FUND Estimated Yield 2.57% Dividend Option Reinvest Capital Gain Option Reinvest Next Dividend Payable 01/03/13	EWZ MARGIN	154.472	\$55.94	\$8,641.16	\$222.43	\$10,806.50	(\$2,165.34)
ISHARES TR MSCI EMERGING MKTS INDEX FD Estimated Yield 1.64% Dividend Option Reinvest Capital Gain Option Reinvest Next Dividend Payable 01/03/13	EEM MARGIN	762.109	\$44.35	\$33,799.53	\$556.86	\$31,444.90	\$2,354.63
JOHNSON & JOHNSON Estimated Yield 3.48% Dividend Option Reinvest Capital Gain Option Reinvest	JNJ MARGIN	125.506	\$70.10	\$8,797.97	\$306.23	\$8,162.26	\$635.71
KINDER MORGAN INC DELAWARE COM USD0 01 Estimated Yield 4.07% Dividend Option Reinvest Capital Gain Option Reinvest	KMI MARGIN	209.351	\$35.33	\$7,396.37	\$301.47	\$6,468.82	\$927.55
PAYCHEX INC Estimated Yield 4.24% Dividend Option Cash Capital Gain Option Cash	PAYX MARGIN	204.614	\$31.10	\$6,363.50	\$270.09	\$6,292.20	\$71.30
PHILIP MORRIS INTL INC COM Estimated Yield 4.06% Dividend Option Reinvest Capital Gain Option Reinvest Next Dividend Payable 01/11/13	PM MARGIN	100.91	\$83.64	\$8,440.11	\$343.09	\$8,536.53	(\$96.42)

Account carried with National Financial Services LLC Member
NYSE SIPC

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Statement for the Period December 1, 2012 to December 31, 2012

COOPER FAMILY FOUNDATION INC - Corporation
Account Number C9B-210102

NFP Securities, Inc.

FINRA / SIPC / Registered Investment Adviser

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
PROCTER & GAMBLE CO Estimated Yield 3.31% Dividend Option Cash Capital Gain Option Cash	PG MARGIN	101.722	\$67.89	\$6,905.91	\$228.67	\$6,472.11	\$433.80
SPDR S&P 500 ETF TRUST UNIT SER 1 S&P Estimated Yield 2.17% Dividend Option Reinvest Capital Gain Option Reinvest Next Dividend Payable 01/31/13	SPY MARGIN	467.019	\$142.41	\$66,508.18	\$1,449.36	\$45,268.50	\$21,239.68
SPECTRA ENERGY CORP COM Estimated Yield 4.45% Dividend Option Cash Capital Gain Option Cash	SE MARGIN	202.051	\$27.38	\$5,532.16	\$246.50	\$5,555.58	(\$23.42)
SYSCO CORP Estimated Yield 3.53% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable 01/25/13	SY MARGIN	201.933	\$31.66	\$6,393.20	\$226.16	\$6,251.80	\$141.40
UBS AG JERSEY E TRACS LKD UBS BLOOMBERG CMCI MAT FOOD ETN CALLABLE NOT RATED Dividend Option Reinvest Capital Gain Option Reinvest	FUD MARGIN	827	\$28.03	\$23,180.81		\$25,060.88	(\$1,880.07)
UNITED PARCEL SVC INC CL B Estimated Yield 3.09% Dividend Option Reinvest Capital Gain Option Reinvest	UPS MARGIN	71.09	\$73.73	\$5,241.47	\$162.09	\$5,450.71	(\$209.24)
US BANCORP DEL COM NEW Estimated Yield 2.44% Dividend Option Reinvest Capital Gain Option Reinvest Next Dividend Payable 01/15/13	USB MARGIN	271.008	\$31.94	\$8,656.00	\$211.39	\$7,014.18	\$1,641.82

Account carried with National Financial Services LLC Member
NYSE SIPC

MN _CEBBXCXGVBBBPHPP_BBBBB 20121231

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Statement for the Period December 1, 2012 to December 31, 2012

COOPER FAMILY FOUNDATION INC - Corporation
Account Number C9B-210102

NFP Securities, Inc.

FINRA / SIPC / Registered Investment Adviser

HOLDINGS > EQUITIES *continued*

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
VANGUARD SECTOR INDEX FDS	VHT	420.784	\$71.67	\$30,157.59	\$504.10	\$23,620.07	\$6,537.52
VANGUARD HEALTH CARE VIPERS	MARGIN						
Estimated Yield 1.67%							
Dividend Option Reinvest							
Capital Gain Option Reinvest							
WASTE MANAGEMENT INC	WM	84.292	\$33.74	\$2,844.01	\$119.69	\$2,661.23	\$182.78
Estimated Yield 4.20%	MARGIN						
Dividend Option Reinvest							
Capital Gain Option Reinvest							
WELLS FARGO & CO NEW	WFC	100.975	\$34.18	\$3,451.33	\$88.86	\$2,763.69	\$687.64
Estimated Yield 2.57%	MARGIN						
Dividend Option Cash							
Capital Gain Option Cash							
Total Equity				\$427,317.18	\$13,926.52	\$387,536.69	\$39,780.49
Total Equities				\$427,317.18	\$13,926.52	\$387,536.69	\$39,780.49

HOLDINGS > FIXED INCOME - 3.03% of Total Account Value

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

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

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Corporate Bonds							
GOLDMAN SACHS GROUP INC NOTE	38141GDO4	25.000	\$103.5012	\$25,875.30	\$1,312.50	\$26,848.80	
5.25000% 10/15/2013	MARGIN						
MOODY'S A3/S&P A-							
CPN PMT SEMI ANNUAL							
ON APR 15, OCT 15							
Next Interest Payable 04/15/13							
Accrued Interest \$277.08							
Adjusted Cost Basis						\$25,390.22	\$485.08
YTD Amortized Premium	\$481.26 E						

Account carried with National Financial Services LLC, Member
NYSE SIPC

MN_CEBBCXGVBBBPHPP_BBDBB 20121231

Statement for the Period December 1, 2012 to December 31, 2012

COOPER FAMILY FOUNDATION INC - Corporation
Account Number C9B-210102

NFP Securities, Inc.

FINRA / SIPC / Registered Investment Adviser

HOLDINGS > FIXED INCOME *continued*

Description	Symbol/Cusip Account Type	Quantity	Estimated Price on 12/31/12	Estimated Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Total Fixed Income		25 000		\$25,875 30	\$1,312 50	\$25 390 22	\$485 08

HOLDINGS > MUTUAL FUNDS - 21 85% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity							
AMERICAN EUROPACIFIC GROWTH CLASS F1 Estimated Yield 1 71% Dividend Option Reinvest Capital Gain Option Reinvest	AEGFX MARGIN	1,146 435	\$40 99	\$46,992 37	\$803 99	\$40 199 86	\$6 792 51
AMERICAN GROWTH FUND OF AMERICA CLASS F1 Estimated Yield 0 82% Dividend Option Reinvest Capital Gain Option Reinvest	GFAFX MARGIN	213 6	\$34 14	\$7 292 30	\$60 32	\$5 726 33	\$1,565 97
AMERICAN WASHINGTON MUTUAL INVESTORS F1 Estimated Yield 2 12% Dividend Option Reinvest Capital Gain Option Reinvest	WSHFX MARGIN	2 979 784	\$31 12	\$92 730 88	\$1 969 04	\$69 810 74	\$22,920 14
FIDELITY ADVISOR TECHNOLOGY CL A Dividend Option Reinvest Capital Gain Option Reinvest	FADTX MARGIN	1,512,859	\$26 29	\$39,773 06		\$30,016 80	\$9 756 26
Total Equity				\$186,788 61	\$2,833 35	\$145,753 73	\$41,034 88
Total Mutual Funds				\$186,788 61	\$2,833 35	\$145,753 73	\$41,034 88
Total Securities				\$639,981 09	\$18 072 37	\$558 680 64	\$81,300 45

Account opened with National Financial Services LLC Member
NYSE SIPC

MN _CEBBCXGVBBBPHPP_BBBB 20121231

Page 10 of 20

Statement for the Period December 1, 2012 to December 31, 2012

COOPER FAMILY FOUNDATION INC - Corporation
Account Number C9B-210102

NFP Securities, Inc.

FINRA / SIPC / Registered Investment Adviser

HOLDINGS *continued*

Quantity	Price on 12/31/12	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
TOTAL PORTFOLIO VALUE		\$854,790.82 (2000) 010 000 1152 852,790.82	\$18,072.37	\$558,680.64	\$81,300.45

ATTACHMENT 7

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

NO FILING REQUIRED.

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

ATTACHMENT 8

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

ROBERT F. COOPER
176 MARINER'S COVE
SHELBURNE, VT 05482

PRES/TREAS, AS REQ'D

0

0

R. SCOTT COOPER
24 FEARING ROAD
HINGHAM, MA 02043

V. PRES, AS REQ'D

0

0

TRACY LYNNE CRESTA
108 DEER RUN DRIVE
SHELBURNE, VT 05482

SECRETARY, AS REQ'D

0

0

GRAND TOTALS

ATTACHMENT 9

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

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

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAMP TA KUM TA WATERBURY, VT 05676	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	2,000.
KING STREET YOUTH CENTER BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	15,000.
UNITED WAY BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	10,000.
VISITING NURSES ASSOCIATION COLCHESTER, VT 05446	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000.
BOYS AND GIRLS CLUB BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	7,000.
FLYNN CENTER OF PERFORMING ARTS BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
MOBIUS, THE MENTORING MOVEMENT BURLINGTON, VT 05401	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000.
MAKE-A-WISH FOUNDATION SOUTH BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	2,000.
SHELburne FARMS SHELburne, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	2,000.
SHELburne MUSEUM SHELburne, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	3,000.
RONALD McDONALD HOUSE BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	2,000.
FLETCHER ALLEN HEALTH CARE BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	5,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHAMPLAIN COLLEGE BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	2,000.
SARA HOLBROOK CENTER BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	2,000.
YMCA BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	9,000.
UNIVERSITY OF VERMONT FUND BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	5,000.
ECHO CENTER BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000.
KURN HATTIN HOMES WESTMINSTER, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATURE CONSERVANCY MONTPELIER, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000.
LAST CHANCE CHRISTMAS BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000.
FLYNN CENTER - ANDREA'S LEGACY FUND BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	4,000.
LAKE CHAMPLAIN MARITIME MUSEUM VERGENNES, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000.
CATAMOUNT TRAIL ASSOCIATION BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	1,000.
FLETCHER ALLEN HOSPITAL - CHILDREN'S HOSPITAL BURLINGTON, VT	NO RELATIONSHIP EXEMPT		GENERAL SUPPORT	5,000.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAPLE LEAF FARM UNDERHILL, VT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	2,000.
FIBROLAMELLAR CANCER FOUNDATION GREENWICH, CT	NO RELATIONSHIP EXEMPT	GENERAL SUPPORT	1,000.
TOTAL CONTRIBUTIONS PAID			88,000.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No. 1545-0092

2012

Name of estate or trust

COOPER FAMILY FOUNDATION, INC

Employer identification number

20-1326428

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	39.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	39.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	10,417.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	11,689.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	22,106.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		39.
14	Net long-term gain or (loss):			
a	Total for year	14a		22,106.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		22,145.

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

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

2012

Name of estate or trust

COOPER FAMILY FOUNDATION, INC

Employer identification number

20-1326428

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

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 39.

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

Schedule D-1 (Form 1041) 2012

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PAGE 32

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	10,417.
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Schedule D-1 (Form 1041) 2012