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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation COOPER FAMILY FOUNDATION		A Employer identification number 26-1525513
Number and street (or P O box number if mail is not delivered to street address) 906 OLYMPIC BLVD	Room/suite	B Telephone number 425-259-1577
City or town, state, and ZIP code EVERETT, WA 98203		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 264034.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ If the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	3.	3.		STATEMENT 1
	4 Dividends and interest from securities	3175.	3175.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10494.			
	b Gross sales price for all assets on line 6a	145171.			
	7 Capital gain net income (from Part IV, line 2)		10494.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11	13672.	13672.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1375.	1100.		275.
	c Other professional fees STMT 4	1515.	1515.		0.
	17 Interest				
	18 Taxes STMT 5	167.	167.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	35.	28.		7.
	24 Total operating and administrative expenses. Add lines 13 through 23	3092.	2810.		282.
	25 Contributions, gifts, grants paid	12750.			12750.
26 Total expenses and disbursements Add lines 24 and 25	15842.	2810.		13032.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2170.				
b Net investment income (if negative, enter -0-)		10862.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1460.	4788.	4788.
	2 Savings and temporary cash investments	4557.	4122.	4122.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	276062.	270999.	255124.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	282079.	279909.	264034.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	322938.	322938.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-40859.	-43029.	
30 Total net assets or fund balances	282079.	279909.		
31 Total liabilities and net assets/fund balances	282079.	279909.		

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	282079.
2 Enter amount from Part I, line 27a	2	-2170.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	279909.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	279909.

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 BERNSTEIN GLOBAL WEALTH MANAGEMENT - SEE			
b ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c BERNSTEIN GLOBAL WEALTH MANAGEMENT - SEE			
d ATTACHED STATEMENT	P	VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS			

(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 69983.		68162.	1821.
c			
d 71385.		66515.	4870.
e 3803.			3803.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			1821.
c			
d			4870.
e			3803.

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	10494.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	13983.	268447.	.052088
2010	13890.	257675.	.053905
2009	12565.	235348.	.053389
2008	10073.	319566.	.031521
2007	0.	160091.	.000000

2 Total of line 1, column (d)	2	.190903
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	.038181
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	257351.
5 Multiply line 4 by line 3	5	9826.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	109.
7 Add lines 5 and 6	7	9935.
8 Enter qualifying distributions from Part XII, line 4	8	13032.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	109.
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	0.
3 Add lines 1 and 2		3	109.
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	109.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	167.	
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	167.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	58.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 58. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ WA		
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

N/A

Form 990-PF (2012)

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>SUE COOPER</u> Telephone no. ► <u>425-308-4245</u> Located at ► <u>906 OLYMPIC BLVD, EVERETT, WA</u> ZIP+4 ► <u>98203</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<u>N/A</u>	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

If "Yes" to 6b, file Form 8870

6b

X

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS P. COOPER, M.D. 906 OLYMPIC BLVD EVERETT, WA 98203	DIRECTOR 1.00	0.	0.	0.
SUE M. COOPER 906 OLYMPIC BLVD EVERETT, WA 98203	DIRECTOR 1.00	0.	0.	0.

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

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

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

0

Form 990-PF (2012)

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	258409.
b	Average of monthly cash balances	1b	2861.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	261270.
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	261270.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3919.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	257351.
6	Minimum investment return. Enter 5% of line 5	6	12868.

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	12868.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	109.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	109.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12759.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12759.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12759.

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	13032.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	13032.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	109.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12923.

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.

Form 990-PF (2012)

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				12759.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	39.			
d From 2010	1100.			
e From 2011	821.			
f Total of lines 3a through e	1960.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 13032.				
a Applied to 2011, 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 2012 distributable amount				12759.
e Remaining amount distributed out of corpus	273.			
5 Excess distributions carryover applied to 2012 (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	2233.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	2233.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009	39.			
c Excess from 2010	1100.			
d Excess from 2011	821.			
e Excess from 2012	273.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
HOUSING HOPE 5830 EVERGREEN WAY EVERETT, WA 98203		501(C)(3)	CHARITABLE PURPOSE	350.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 192 NICKERSON ST. SUITE 100 SEATTLE, WA 98109		501(C)(3)	CHARITABLE PURPOSE	100.
PROVIDENCE GENERAL FOUNDATION 916 PACIFIC AVENUE EVERETT, WA 98201		501(C)(3)	CHARITABLE PURPOSE	125.
SWEDISH HOSPITAL FOUNDATION 747 BROADWAY SEATTLE, WA 98122		501(C)(3)	CHARITABLE PURPOSE	50.
UNITED WAY OF SNOHOMISH COUNTY 3120 MCDOUGAL, SUITE 200 EVERETT, WA 98201		501(C)(3)	CHARITABLE PURPOSE	12000.
Total	SEE CONTINUATION SHEET(S)			12750.
b Approved for future payment				
NONE				
Total				0.

▶ 3a

▶ 3b

3 . Grants and Contributions Paid During the Year (Continuation)

223631
05-01-12

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

SOURCE	AMOUNT
BERNSTEIN GLOBAL WEALTH MANAGEMENT	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNSTEIN GLOBAL WEALTH MANAGEMENT	6978.	3803.	3175.
TOTAL TO FM 990-PF, PART I, LN 4	6978.	3803.	3175.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1375.	1100.		275.
TO FORM 990-PF, PG 1, LN 16B	1375.	1100.		275.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	1515.	1515.		0.
TO FORM 990-PF, PG 1, LN 16C	1515.	1515.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	167.	167.		0.	
TO FORM 990-PF, PG 1, LN 18	167.	167.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LICENSES AND PERMITS	35.	28.		7.	
TO FORM 990-PF, PG 1, LN 23	35.	28.		7.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SECURITIES	270999.		255124.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	270999.		255124.	

Capital Gains Report

COOPER FAMILY FOUNDATION (Account: 888-40593)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
03/01/2011	01/05/2012	5	LIMITED BRANDS INC	39.28	31.62	196.40	158.11	38.29
03/07/2011	01/05/2012	1	LIMITED BRANDS INC	39.28	31.66	39.28	31.66	7.62
11/16/2011	01/06/2012	7	PEPSICO INC	65.47	65.71	458.32	459.96	-1.64
02/24/2011	01/09/2012	2	BORGWARNER INC	64.77	75.21	129.54	150.43	-20.89
03/04/2011	01/09/2012	1	BORGWARNER INC	64.77	77.04	64.77	77.04	-12.27
04/20/2011	01/09/2012	3	CELGENE CORP	67.65	56.54	202.96	169.63	33.33
05/17/2011	01/09/2012	7	**LYONDELLBASELL INDU-CL A	34.46	38.79	241.19	271.53	-30.34
03/07/2011	01/10/2012	4	LIMITED BRANDS INC	39.00	31.66	156.00	126.65	29.35
05/31/2011	01/10/2012	7	LIMITED BRANDS INC	39.00	39.94	273.00	279.58	-6.58
07/19/2011	01/10/2012	5	LIMITED BRANDS INC	39.00	40.45	195.00	202.27	-7.27
07/29/2011	01/12/2012	4	CONOCOPHILLIPS	70.79	71.92	283.17	287.67	-4.50
08/16/2011	01/12/2012	5	CONOCOPHILLIPS	70.79	66.42	353.97	332.12	21.85
01/20/2011	01/13/2012	3	ROCKWELL AUTOMATION INC	79.35	74.75	238.06	224.25	13.81
01/06/2012	01/24/2012	4	WATSON PHARMACEUTICALS INC	56.00	63.63	224.01	254.50	-30.49
01/10/2012	01/24/2012	3	WATSON PHARMACEUTICALS INC	56.00	64.06	168.00	192.19	-24.19
05/09/2011	01/27/2012	5	CELGENE CORP	73.05	59.94	365.23	299.71	65.52
05/17/2011	01/31/2012	6	**LYONDELLBASELL INDU-CL A	42.90	38.95	257.37	233.70	23.67
05/12/2011	01/31/2012	10	LOWE'S COS INC	26.85	25.63	268.50	256.27	12.23
04/19/2011	01/31/2012	4	PROCTER & GAMBLE CO	62.88	63.72	251.54	254.89	-3.35
05/26/2011	02/01/2012	4	FMC TECHNOLOGIES INC	52.53	43.73	210.13	174.92	35.21
05/02/2011	02/01/2012	20	TYSON FOODS INC-CL A	18.62	19.86	372.50	397.16	-24.66
06/29/2011	02/01/2012	2	TYSON FOODS INC-CL A	18.62	19.35	37.25	38.71	-1.46
05/16/2011	02/03/2012	1	GOODRICH CORP	125.50	90.39	125.50	90.39	35.11
02/17/2011	02/06/2012	2	MARATHON PETROLEUM CORP	44.79	48.85	89.59	97.70	-8.11
08/04/2011	02/06/2012	3	VF CORP	132.77	110.65	398.32	331.96	66.36
08/18/2011	02/07/2012	19	CMS ENERGY CORP	21.91	18.85	416.26	358.15	58.11
10/20/2011	02/07/2012	11	CMS ENERGY CORP	21.91	20.60	240.99	226.63	14.36
02/18/2011	02/09/2012	5	**ACCENTURE PLC-CL A	57.43	53.85	287.15	269.26	17.89
05/31/2011	02/09/2012	2	**ACCENTURE PLC-CL A	57.43	57.12	114.86	114.24	0.62
05/16/2011	02/14/2012	3	GOODRICH CORP	125.51	90.39	376.54	271.18	105.36
08/01/2011	02/15/2012	7	MARATHON PETROLEUM CORP	44.04	44.76	308.25	313.30	-5.05
05/31/2011	02/15/2012	4	**ACCENTURE PLC-CL A	58.08	57.12	232.33	228.49	3.84
10/24/2011	02/15/2012	8	ESTEE LAUDER COMPANIES-CL A	55.46	49.36	443.67	394.89	48.78
08/04/2011	02/15/2012	2	VF CORP	143.45	110.65	286.90	221.30	65.60
11/02/2011	02/27/2012	8	HARLEY DAVIDSON INC	47.04	38.69	376.33	309.54	66.79
06/08/2011	02/28/2012	5	GENERAL MOTORS CO	26.24	28.91	131.20	144.54	-13.34
06/08/2011	02/28/2012	5	GENERAL MOTORS CO	26.24	28.91	131.20	144.55	-13.35
03/25/2011	03/16/2012	5	MOODY'S CORP	41.84	32.82	209.22	164.12	45.10
12/08/2011	03/20/2012	2	GOLDMAN SACHS GROUP INC	126.74	102.67	253.49	205.34	48.15
06/22/2011	03/20/2012	10	UNITEDHEALTH GROUP INC	55.07	52.26	550.67	522.63	28.04
08/04/2011	03/09/2012	20	CBRE GROUP INC	19.15	19.89	382.99	397.80	-14.81
08/15/2011	03/26/2012	2	DTE ENERGY COMPANY	55.35	48.22	110.69	96.44	14.25
04/28/2011	03/26/2012	10	METLIFE INC	38.33	46.40	383.29	463.98	-80.69
05/17/2011	03/26/2012	5	METLIFE INC	38.33	43.87	191.64	219.33	-27.69
08/10/2011	03/26/2012	5	METLIFE INC	38.33	32.63	191.64	163.15	28.49
09/01/2011	03/27/2012	5	TRAVELERS COS INC/THE	58.89	50.52	294.45	252.59	41.86

Capital Gains Report

COOPER FAMILY FOUNDATION (Account: 888-40593)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/26/2011	03/30/2012	4	LAS VEGAS SANDS CORP	57.43	43.00	229.73	172.00	57.73
01/25/2012	03/30/2012	2	LAS VEGAS SANDS CORP	57.43	48.96	114.86	97.93	16.93
12/07/2011	04/03/2012	10	ILLUMINA INC	51.76	29.29	517.61	292.92	224.69
12/01/2011	04/04/2012	2	SALESFORCE.COM INC	154.72	118.40	309.44	236.80	72.64
04/20/2011	04/11/2012	14	GAMESTOP CORP	21.27	26.40	297.79	369.67	-71.88
11/11/2011	04/19/2012	4	PERRIGO INC	106.05	91.70	424.19	366.80	57.39
01/13/2012	04/23/2012	18	***NEXEN INC	19.03	17.71	342.51	318.74	23.77
06/08/2011	04/25/2012	11	MOODY'S CORP	42.01	39.34	462.14	432.78	29.36
04/28/2011	04/25/2012	5	***POTASH CORP OF SASKATCHEWAN	44.10	56.38	220.50	281.89	-61.39
05/06/2011	04/25/2012	4	***POTASH CORP OF SASKATCHEWAN	44.10	53.47	176.40	213.88	-37.48
12/05/2011	05/03/2012	45	MORGAN STANLEY	16.34	16.45	735.43	740.36	-4.93
11/02/2011	05/07/2012	3	BOEING CO/THE	76.00	64.42	228.00	193.26	34.74
11/07/2011	05/07/2012	4	BOEING CO/THE	76.00	65.59	304.00	262.36	41.64
11/10/2011	05/07/2012	3	BOEING CO/THE	76.00	65.13	228.00	195.39	32.61
11/21/2011	05/07/2012	3	BOEING CO/THE	76.00	64.35	228.00	193.04	34.96
02/16/2012	05/07/2012	3	BOEING CO/THE	76.00	74.62	228.00	223.87	4.13
01/03/2012	05/07/2012	5	BOEING CO/THE	76.00	75.27	379.99	376.33	3.66
01/05/2012	05/07/2012	5	VERTEX PHARMACEUTICALS INC	54.59	33.11	272.94	165.53	107.41
05/18/2011	05/11/2012	11	EXPRESS SCRIPTS HOLDING CO	55.80	60.21	613.76	662.29	-48.53
05/26/2011	05/17/2012	6	FMC TECHNOLOGIES INC	41.97	43.73	251.80	262.37	-10.57
08/05/2011	05/17/2012	7	FMC TECHNOLOGIES INC	41.97	39.36	293.77	275.49	-18.28
09/13/2011	05/17/2012	4	FMC TECHNOLOGIES INC	41.97	42.77	167.87	171.08	-3.21
07/20/2011	05/17/2012	5	GILEAD SCIENCES INC	50.82	41.98	254.10	209.89	44.21
12/15/2011	05/17/2012	7	ILLUMINA INC	43.81	27.44	306.67	192.08	114.59
06/07/2011	05/21/2012	5	ANADARKO PETROLEUM CORP	63.75	75.46	318.75	377.31	-58.56
06/10/2011	05/21/2012	1	ANADARKO PETROLEUM CORP	63.75	73.24	63.75	73.24	-9.49
07/05/2011	05/21/2012	2	ANADARKO PETROLEUM CORP	63.75	79.11	127.50	158.22	-30.72
07/11/2011	05/21/2012	2	ANADARKO PETROLEUM CORP	63.75	77.20	127.50	154.40	-26.90
08/01/2011	05/21/2012	3	ANADARKO PETROLEUM CORP	63.75	82.10	191.26	246.29	-55.03
01/09/2012	05/23/2012	6	***POTASH CORP OF SASKATCHEWAN	39.03	41.39	234.18	248.35	-14.17
02/06/2012	05/23/2012	5	***POTASH CORP OF SASKATCHEWAN	39.03	46.78	195.15	233.91	-38.76
08/16/2011	05/24/2012	15	CORNING INC	12.78	15.18	191.70	227.71	-36.01
06/09/2011	05/30/2012	10	ORACLE CORP	26.13	31.69	261.31	316.93	-55.62
01/18/2012	06/01/2012	9	FREEPORT-MCMORAN COPPER	32.33	43.93	291.00	395.35	-104.35
01/20/2012	06/01/2012	7	FREEPORT-MCMORAN COPPER	32.33	43.75	226.33	306.27	-79.94
01/26/2012	06/01/2012	4	FREEPORT-MCMORAN COPPER	32.33	47.29	129.33	189.18	-59.85
02/16/2012	06/01/2012	5	FREEPORT-MCMORAN COPPER	32.33	44.17	161.67	220.86	-59.19
03/21/2012	06/12/2012	8	DIRECTV-CLASS A	43.20	48.11	345.60	384.87	-39.27
11/28/2011	06/14/2012	2	PERRIGO INC	110.80	94.75	221.60	189.50	32.10
02/22/2012	06/14/2012	4	PERRIGO INC	110.80	94.76	443.20	379.06	64.14
07/18/2011	06/20/2012	5	QUALCOMM INC	56.94	54.75	284.68	273.76	10.92
08/31/2011	06/20/2012	5	QUALCOMM INC	56.94	51.58	284.67	257.91	26.76
02/10/2012	06/21/2012	5	GOLDMAN SACHS GROUP INC	94.69	115.19	473.46	575.97	-102.51
09/13/2011	06/26/2012	14	JPMORGAN CHASE & CO	35.75	32.81	500.56	459.29	41.27
03/27/2012	06/26/2012	5	JPMORGAN CHASE & CO	35.75	46.21	178.78	231.07	-52.29
03/28/2012	06/26/2012	5	JPMORGAN CHASE & CO	35.75	46.10	178.77	230.50	-51.73
09/29/2011	06/27/2012	4	DEVON ENERGY CORPORATION	55.98	57.54	223.92	230.16	-6.24
01/12/2012	06/29/2012	1	AMAZON.COM INC	227.95	177.34	227.94	177.34	50.60
08/15/2011	07/02/2012	6	DTE ENERGY COMPANY	59.26	48.22	355.58	289.31	66.27

Capital Gains Report

COOPER FAMILY FOUNDATION (Account: 888-40593)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/28/2012	07/02/2012	8	EDISON INTERNATIONAL	46.12	42.68	368.96	341.41	27.55
01/17/2012	07/05/2012	18	FORTUNE BRANDS HOME & SECURI	23.64	18.03	425.46	324.60	100.86
06/01/2012	07/11/2012	6	YUM! BRANDS INC	62.07	66.79	372.43	400.77	-28.34
08/12/2011	07/12/2012	10	***BP PLC-SPONS ADR	40.19	39.72	401.90	397.21	4.69
08/01/2011	07/12/2012	8	MARATHON PETROLEUM CORP	43.40	44.76	347.21	358.06	-10.85
08/09/2011	07/12/2012	5	MARATHON PETROLEUM CORP	43.40	34.96	217.00	174.80	42.20
08/24/2011	07/12/2012	5	MARATHON PETROLEUM CORP	43.40	35.15	217.01	175.76	41.25
01/06/2012	07/12/2012	5	MARATHON PETROLEUM CORP	43.40	31.59	217.00	157.94	59.06
10/25/2011	07/13/2012	4	PVH CORP	75.75	72.49	303.01	289.98	13.03
11/18/2011	07/13/2012	3	PVH CORP	75.75	66.26	227.26	198.79	28.47
10/19/2011	07/19/2012	11	TRW AUTOMOTIVE HOLDINGS CORP	36.90	39.76	405.88	437.37	-31.49
09/09/2011	07/24/2012	8	DOLLAR GENERAL CORP	52.52	34.65	420.15	277.17	142.98
09/20/2011	07/24/2012	5	DOLLAR GENERAL CORP	52.52	37.82	262.59	189.09	73.50
12/14/2011	07/24/2012	4	DOLLAR GENERAL CORP	52.52	40.90	210.07	163.62	46.45
11/10/2011	07/25/2012	7	LAM RESEARCH CORP	34.53	42.27	241.73	295.89	-54.16
07/26/2011	07/26/2012	4	***COVIDIEN PLC	53.88	52.41	215.50	209.65	5.85
08/31/2011	07/26/2012	6	***COVIDIEN PLC	53.88	52.50	323.25	314.99	8.26
11/03/2011	07/26/2012	7	***COVIDIEN PLC	53.88	45.70	377.13	319.93	57.20
12/22/2011	07/26/2012	5	***COVIDIEN PLC	53.88	44.62	269.38	223.10	46.28
09/13/2011	07/27/2012	15	CBRE GROUP INC	15.79	14.00	236.83	210.06	26.77
12/01/2011	07/27/2012	10	CBRE GROUP INC	15.79	16.91	157.88	169.06	-11.17
02/16/2012	07/27/2012	10	CBRE GROUP INC	15.79	19.00	157.88	190.04	-32.16
01/05/2012	07/27/2012	7	VERTEX PHARMACEUTICALS INC	49.88	33.11	349.14	231.74	117.40
06/12/2012	07/30/2012	9	AMERICAN EXPRESS CO	58.35	56.17	525.15	505.51	19.64
05/21/2012	07/30/2012	45	CONAGRA FOODS INC	24.50	25.13	1,102.64	1,130.85	-28.21
10/20/2011	07/31/2012	20	***MARVELL TECHNOLOGY GROUP LT	11.34	13.31	226.84	266.30	-39.46
11/01/2011	07/31/2012	15	***MARVELL TECHNOLOGY GROUP LT	11.34	13.58	170.14	203.64	-33.50
02/22/2012	07/31/2012	15	***MARVELL TECHNOLOGY GROUP LT	11.34	16.20	170.13	243.00	-72.87
08/11/2011	08/03/2012	15	CENTURYLINK INC	41.84	34.10	627.53	511.47	116.06
03/06/2012	08/03/2012	20	LIBERTY INTERACTIVE CORP-A	18.97	18.53	379.40	370.58	8.82
10/17/2011	08/03/2012	55	MICRON TECHNOLOGY INC	6.30	5.55	346.50	305.08	41.42
08/15/2011	08/09/2012	5	GENERAL MILLS INC	38.53	36.39	192.66	181.95	10.71
08/23/2011	08/09/2012	5	GENERAL MILLS INC	38.53	36.40	192.66	182.02	10.64
11/02/2011	08/09/2012	5	GENERAL MILLS INC	38.53	38.51	192.66	192.53	0.13
08/31/2011	08/09/2012	5	GENERAL MILLS INC	38.53	38.81	192.65	194.04	-1.39
01/10/2012	08/09/2012	3	ROCKWELL AUTOMATION INC	70.85	64.23	212.53	192.69	19.84
01/11/2012	08/09/2012	11	STRYKER CORP	52.83	52.14	581.15	573.54	7.61
01/31/2012	08/09/2012	4	STRYKER CORP	52.83	52.65	211.33	210.61	0.72
10/20/2011	08/13/2012	5	STRYKER CORP	52.83	55.35	264.16	276.75	-12.59
02/15/2012	08/13/2012	15	CENTERPOINT ENERGY INC	20.87	20.88	313.00	313.14	-0.14
06/21/2012	08/14/2012	10	CENTERPOINT ENERGY INC	20.87	18.81	208.67	188.15	20.52
02/02/2012	08/14/2012	15	HALLIBURTON CO	35.10	28.57	526.46	428.51	97.95
05/17/2012	08/16/2012	4	LEAR CORP	39.98	42.69	159.92	170.78	-10.86
01/30/2012	08/17/2012	6	AMGEN INC	83.02	71.38	498.12	428.28	69.84
02/02/2012	08/17/2012	10	EMERSON ELECTRIC CO	52.16	51.41	521.57	514.11	7.46
02/28/2012	08/17/2012	4	EMERSON ELECTRIC CO	52.16	51.86	208.63	207.43	1.20
12/15/2011	08/17/2012	6	EMERSON ELECTRIC CO	52.16	50.46	208.62	201.86	6.76
02/14/2012	08/17/2012	6	HERSHEY CO/THE	72.13	59.41	432.78	356.48	76.30
			HERSHEY CO/THE	72.13	60.45	432.78	362.68	70.10

Capital Gains Report

COOPER FAMILY FOUNDATION (Account: 888-40593)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/23/2012	08/17/2012	5	HERSHEY CO/THE	72.13	60.43	360.65	302.13	58.52
09/13/2011	08/23/2012	10	CENTURYLINK INC	41.56	34.22	415.61	342.20	73.41
10/18/2011	08/23/2012	10	CENTURYLINK INC	41.56	34.24	415.61	342.37	73.24
02/13/2012	08/23/2012	5	INFORMATICA CORPORATION	31.35	46.80	156.75	234.02	-77.27
01/25/2012	08/27/2012	6	LAS VEGAS SANDS CORP	42.13	48.96	252.75	293.78	-41.03
02/28/2012	08/27/2012	4	LAS VEGAS SANDS CORP	42.13	54.50	168.50	218.01	-49.51
03/06/2012	08/27/2012	5	MCKESSON CORP	87.68	82.38	438.38	411.92	26.46
05/08/2012	08/27/2012	2	MCKESSON CORP	87.68	89.30	175.35	178.60	-3.25
05/17/2012	08/27/2012	15	OCEANEERING INTL INC	55.05	47.62	825.71	714.27	111.44
09/22/2011	08/28/2012	20	GANNETT CO	15.02	8.47	300.40	169.42	130.98
11/23/2011	08/28/2012	25	GANNETT CO	15.02	10.43	375.51	260.64	114.87
10/26/2011	08/29/2012	25	NEWELL RUBBERMAID INC	17.43	13.38	435.80	334.39	101.41
07/25/2012	08/30/2012	10	DOLLAR TREE INC	48.20	50.30	482.03	503.00	-20.97
05/21/2012	08/31/2012	20	KIMBERLY-CLARK CORP	83.61	78.44	1,672.30	1,568.80	103.50
06/15/2012	09/06/2012	1	CHIPOTLE MEXICAN GRILL-CL A	301.35	400.96	301.35	400.96	-99.61
10/05/2011	09/14/2012	15	APPLIED MATERIALS INC	11.87	10.54	178.09	158.05	20.04
10/18/2011	09/14/2012	5	APPLIED MATERIALS INC	11.87	11.56	59.36	57.81	1.55
05/30/2012	09/17/2012	5	HOME DEPOT INC	58.95	49.60	294.73	248.02	46.71
05/23/2012	09/20/2012	6	FAMILY DOLLAR STORES	64.06	64.48	384.36	386.91	-2.55
07/30/2012	09/21/2012	20	CONSOLIDATED EDISON INC	59.23	64.93	1,184.68	1,298.66	-113.98
07/24/2012	09/21/2012	15	WISCONSIN ENERGY CORP	36.75	40.50	551.26	607.50	-56.24
06/21/2012	09/24/2012	25	HALLIBURTON CO	35.60	28.57	889.88	714.17	175.71
07/26/2012	09/25/2012	8	PEPSICO INC	70.84	71.29	566.72	570.30	-3.58
08/16/2012	09/25/2012	3	PEPSICO INC	70.84	72.89	212.52	218.66	-6.14
07/19/2012	09/28/2012	20	XCEL ENERGY INC	27.51	28.91	550.19	578.19	-28.00
03/19/2012	10/03/2012	5	GILEAD SCIENCES INC	70.08	47.10	350.42	235.52	114.90
08/02/2012	10/05/2012	10	MONDELEZ INTERNATIONAL-W/I	27.80	25.55	278.03	255.54	22.49
08/28/2012	10/05/2012	5	MONDELEZ INTERNATIONAL-W/I	27.80	27.43	139.02	137.13	1.89
09/11/2012	10/15/2012	30	EDISON INTERNATIONAL	46.64	44.40	1,399.09	1,332.01	67.08
06/12/2012	10/15/2012	10	US BANCORP	33.50	30.48	335.02	304.79	30.23
12/28/2011	10/18/2012	12	APOLLO GROUP INC-CL A	21.09	53.53	253.10	642.34	-389.24
11/23/2011	10/18/2012	5	CIT GROUP INC	40.73	30.33	203.67	151.65	52.02
05/31/2012	10/18/2012	1	INTL BUSINESS MACHINES CORP	194.24	193.60	194.24	193.60	0.64
02/14/2012	10/18/2012	3	NATIONAL - OILWELL INC	81.91	83.52	245.73	250.56	-4.83
06/28/2012	10/23/2012	15	MICROSOFT CORP	28.03	29.55	420.48	443.19	-22.71
08/16/2012	10/23/2012	10	MICROSOFT CORP	28.03	30.45	280.32	304.53	-24.21
08/22/2012	10/23/2012	4	UNITED TECHNOLOGIES CORP	77.59	79.45	310.36	317.82	-7.46
06/19/2012	10/26/2012	2	PRICELINE.COM INC	580.81	679.17	1,161.62	1,358.35	-196.73
11/04/2011	10/31/2012	10	GENERAL MOTORS CO	24.60	23.76	245.96	237.56	8.40
11/14/2011	10/31/2012	15	GENERAL MOTORS CO	24.60	23.01	368.95	345.20	23.75
05/30/2012	10/31/2012	15	GENERAL MOTORS CO	24.60	22.40	368.94	336.00	32.94
06/12/2012	11/02/2012	8	AMERICAN EXPRESS CO	56.92	56.17	455.37	449.34	6.03
06/29/2012	11/08/2012	13	ABBOTT LABORATORIES	64.06	63.90	832.79	830.70	2.09
08/06/2012	11/08/2012	2	AUTOZONE INC	383.75	362.89	767.50	725.79	41.71
06/15/2012	11/08/2012	4	MCDONALD'S CORP	86.20	90.45	344.79	361.80	-17.01
06/18/2012	11/12/2012	17	AB DISCOVERY VALUE FUND CL ADV	17.11	16.02	300.00	280.89	19.11
		534						
07/27/2012	11/12/2012	15	WALGREEN CO	32.71	35.49	490.64	532.35	-41.71
03/28/2012	11/13/2012	5	EMERSON ELECTRIC CO	50.23	51.34	251.15	256.72	-5.57

Capital Gains Report

COOPER FAMILY FOUNDATION (Account: 888-40593)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/28/2012	11/14/2012	2	EMERSON ELECTRIC CO	49.03	51.34	98.06	102.69	-4.63
04/26/2012	11/14/2012	15	EMERSON ELECTRIC CO	49.03	51.76	735.47	776.45	-40.98
09/17/2012	11/14/2012	13	EMERSON ELECTRIC CO	49.03	50.16	637.40	652.11	-14.71
08/09/2012	11/16/2012	16	ENTERGY CORP	62.71	71.43	1,003.32	1,142.82	-139.50
06/14/2012	12/03/2012	15	LAS VEGAS SANDS CORP	47.03	45.42	705.43	681.36	24.07
04/11/2012	12/10/2012	4	COACH INC	56.72	73.62	226.86	294.47	-67.61
04/30/2012	12/10/2012	1	COACH INC	56.72	73.14	56.72	73.14	-16.42
12/22/2011	12/19/2012	25	CISCO SYSTEMS INC	20.34	18.16	508.44	453.92	54.52
07/27/2012	12/21/2012	15	WALGREEN CO	36.39	35.49	545.78	532.35	13.43
08/14/2012	12/24/2012	10	BMC SOFTWARE INC	40.82	41.22	408.19	412.21	-4.02
06/27/2012	12/27/2012	4	O'REILLY AUTOMOTIVE INC	88.32	82.53	353.30	330.12	23.18
07/02/2012	12/27/2012	3	O'REILLY AUTOMOTIVE INC	88.32	84.96	264.97	254.88	10.09
08/10/2012	12/28/2012	20	AMEREN CORPORATION	30.60	34.55	612.00	690.91	-78.91
08/07/2012	12/28/2012	10	CLOROX COMPANY	72.82	70.87	728.20	708.69	19.51
08/17/2012	12/28/2012	4	CLOROX COMPANY	72.82	72.20	291.28	288.80	2.48
SUBTOTAL FOR SHORT-TERM NON-COVERED								1,821.44
LONG-TERM NON-COVERED								
05/20/2010	01/12/2012	15	MARATHON OIL CORP	30.44	19.26	456.63	288.84	167.79
11/18/2010	01/17/2012	3	ALLERGAN INC	88.54	68.82	265.63	206.46	59.17
09/10/2009	01/19/2012	5	JOHNSON CONTROLS INC	32.50	26.35	162.52	131.74	30.78
09/17/2009	01/19/2012	3	JOHNSON CONTROLS INC	32.50	27.45	97.51	82.34	15.17
11/11/2009	01/25/2012	5	BROADCOM CORP-CL A	35.71	28.08	178.55	140.41	38.14
10/07/2010	01/27/2012	8	STARBUCKS CORP	47.07	26.00	376.54	207.98	168.56
07/13/2010	01/30/2012	1	AMAZON.COM INC	192.27	122.82	192.27	122.82	69.45
01/28/2011	01/31/2012	10	LOWE'S COS INC	26.85	25.90	268.50	259.03	9.47
06/28/2010	01/31/2012	10	MARATHON PETROLEUM CORP	38.08	25.59	380.76	255.89	124.87
03/24/2010	02/01/2012	10	**INGERSOLL-RAND PLC	35.25	35.46	352.50	354.62	-2.12
10/11/2010	02/03/2012	1	GOODRICH CORP	125.50	76.15	125.50	76.15	49.35
01/25/2011	02/06/2012	3	MARATHON PETROLEUM CORP	44.79	27.89	134.38	83.67	50.71
05/15/2009	02/08/2012	5	DANAHER CORP	52.21	29.06	261.03	145.28	115.75
09/17/2009	02/08/2012	6	JOHNSON CONTROLS INC	32.75	27.45	196.47	164.68	31.79
02/12/2010	02/08/2012	2	JOHNSON CONTROLS INC	32.75	28.39	65.49	56.78	8.71
02/12/2010	02/10/2012	4	JOHNSON CONTROLS INC	32.97	28.97	131.88	113.57	18.31
02/16/2010	02/10/2012	10	JOHNSON CONTROLS INC	32.97	28.97	329.71	289.68	40.03
08/13/2010	02/14/2012	5	UNITED PARCEL SERVICE-CL B	76.85	64.59	384.25	322.93	61.32
11/16/2010	02/17/2012	15	DELL INC	18.13	13.42	271.89	201.33	70.56
12/02/2010	02/21/2012	3	CITRIX SYSTEMS INC	73.64	69.57	220.93	208.71	12.22
01/06/2011	02/21/2012	3	CITRIX SYSTEMS INC	73.64	68.86	220.93	206.59	14.34
07/27/2010	02/21/2012	10	DOW CHEMICAL	34.68	27.95	346.82	279.46	67.36
09/01/2010	02/21/2012	2	DOW CHEMICAL	34.68	25.59	69.36	51.18	18.18
05/11/2009	02/21/2012	9	JPMORGAN CHASE & CO	38.87	37.07	349.83	333.61	16.22
02/02/2011	02/23/2012	2	MONSANTO CO	77.69	75.38	155.37	150.76	4.61
02/17/2011	02/23/2012	4	MONSANTO CO	77.69	73.85	310.75	295.39	15.36
03/18/2008	02/28/2012	1	APPLE INC	533.76	129.63	533.76	129.63	404.13
11/18/2010	02/28/2012	10	GENERAL MOTORS CO	26.24	34.00	262.39	339.99	-77.60

Capital Gains Report

COOPER FAMILY FOUNDATION (Account: 888-40593)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
10/13/2010	03/12/2012	1	GOLDMAN SACHS GROUP INC	116.99	154.84	116.99	154.84	-37.85
10/22/2010	03/12/2012	1	GOLDMAN SACHS GROUP INC	116.99	158.18	117.00	158.18	-41.18
12/10/2010	03/12/2012	1	GOLDMAN SACHS GROUP INC	116.99	167.53	117.00	167.53	-50.54
10/15/2010	03/20/2012	1	GOLDMAN SACHS GROUP INC	126.74	152.08	126.74	152.08	-25.34
03/15/2011	03/26/2012	7	DTE ENERGY COMPANY	55.35	48.14	387.43	336.99	50.44
11/11/2009	03/27/2012	8	BROADCOM CORP-CL A	39.19	26.39	313.54	211.16	102.38
01/17/2008	03/27/2012	9	TRAVELERS COS INC/THE	58.89	48.69	530.02	438.23	91.79
01/22/2008	03/27/2012	5	TRAVELERS COS INC/THE	58.89	45.55	294.45	227.77	66.68
08/11/2010	03/27/2012	6	TRAVELERS COS INC/THE	58.89	49.14	353.34	294.85	58.49
03/04/2011	03/27/2012	5	TRAVELERS COS INC/THE	58.89	58.90	294.46	294.50	-0.04
09/01/2010	03/29/2012	13	DOW CHEMICAL	33.99	25.59	441.87	332.67	109.20
01/05/2011	03/29/2012	4	DOW CHEMICAL	33.99	34.68	135.96	138.71	-2.75
01/18/2011	03/29/2012	5	DOW CHEMICAL	33.99	36.00	169.95	179.98	-10.03
08/14/2009	04/04/2012	10	CONSTELLATION BRANDS INC-A	24.66	14.46	246.58	144.57	102.01
01/20/2011	04/09/2012	1	GOLDMAN SACHS GROUP INC	116.94	165.07	116.94	165.07	-48.13
02/11/2011	04/09/2012	2	GOLDMAN SACHS GROUP INC	116.94	166.92	233.87	333.85	-99.98
08/13/2010	04/12/2012	3	UNITED PARCEL SERVICE-CL B	79.33	64.59	237.98	193.76	44.22
09/07/2010	04/12/2012	2	UNITED PARCEL SERVICE-CL B	79.33	66.99	158.66	133.98	24.68
10/26/2010	04/20/2012	1	FLOWERVE CORP	112.00	115.63	112.00	115.63	-3.63
11/12/2010	04/20/2012	2	FLOWERVE CORP	112.00	106.42	224.01	212.84	11.17
03/25/2011	04/25/2012	6	MOODY'S CORP	42.01	32.82	252.07	196.94	55.13
10/28/2010	04/25/2012	19	***MARVELL TECHNOLOGY GROUP LT	14.83	19.08	281.69	362.57	-80.88
11/02/2010	04/25/2012	11	***MARVELL TECHNOLOGY GROUP LT	14.83	19.93	163.08	219.25	-56.17
03/22/2011	04/25/2012	15	***MARVELL TECHNOLOGY GROUP LT	14.83	15.65	222.39	234.77	-12.38
12/20/2010	04/25/2012	3	***POTASH CORP OF SASKATCHEWAN	44.10	46.50	132.30	139.50	-7.20
01/05/2011	04/25/2012	3	***POTASH CORP OF SASKATCHEWAN	44.10	53.76	132.30	161.28	-28.98
12/03/2010	04/26/2012	11	NORTHROP GRUMMAN CORP	63.46	57.36	698.01	630.93	67.08
05/04/2010	04/27/2012	12	BROADCOM CORP-CL A	36.29	33.41	435.46	400.95	34.51
08/14/2009	05/04/2012	15	CONSTELLATION BRANDS INC-A	20.93	14.46	313.96	216.85	97.11
12/03/2009	05/04/2012	15	CONSTELLATION BRANDS INC-A	20.93	16.59	313.96	248.84	65.12
09/07/2010	05/08/2012	3	UNITED PARCEL SERVICE-CL B	77.54	66.99	232.63	200.97	31.66
10/18/2010	05/08/2012	6	UNITED PARCEL SERVICE-CL B	77.54	69.50	465.26	416.99	48.27
10/22/2010	05/08/2012	3	UNITED PARCEL SERVICE-CL B	77.54	69.44	232.63	209.22	23.41
11/09/2010	05/08/2012	5	UNITED PARCEL SERVICE-CL B	77.54	72.85	387.72	208.31	24.33
01/18/2011	05/11/2012	8	EXPRESS SCRIPTS HOLDING CO	55.80	52.81	446.38	364.26	23.46
03/04/2011	05/11/2012	4	EXPRESS SCRIPTS HOLDING CO	55.80	55.88	223.19	422.48	23.90
03/15/2010	05/17/2012	5	GILEAD SCIENCES INC	50.82	47.49	254.10	223.53	-0.34
05/20/2010	05/21/2012	5	MARATHON OIL CORP	24.33	19.26	121.63	96.28	16.65
06/28/2010	05/21/2012	20	MARATHON OIL CORP	24.33	19.77	486.54	395.32	25.35
01/25/2011	05/21/2012	5	MARATHON OIL CORP	24.33	25.85	121.64	129.27	-7.63
02/17/2011	05/21/2012	5	MARATHON OIL CORP	24.33	30.19	121.63	150.94	-29.31
05/06/2011	05/23/2012	4	***POTASH CORP OF SASKATCHEWAN	39.03	53.47	156.12	213.88	-57.76
09/30/2009	05/24/2012	18	CORNING INC	12.78	15.28	230.04	274.98	-44.94
11/19/2010	05/24/2012	27	CORNING INC	12.78	17.75	345.07	479.38	-134.31
03/10/2011	05/30/2012	3	MONSANTO CO	76.79	67.56	230.36	202.69	27.67
03/18/2011	05/30/2012	3	MONSANTO CO	76.79	68.25	230.36	204.76	25.60
04/07/2011	05/30/2012	5	MONSANTO CO	76.79	68.44	383.93	342.22	41.71
05/05/2011	05/30/2012	5	MONSANTO CO	76.79	66.10	383.93	330.50	53.43

Capital Gains Report

COOPER FAMILY FOUNDATION (Account: 888-40593)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/23/2010	05/30/2012	5	ORACLE CORP	26.13	27.35	130.65	136.76	-6.11
09/27/2010	05/30/2012	7	ORACLE CORP	26.13	26.85	182.92	187.97	-5.05
10/05/2010	05/30/2012	8	ORACLE CORP	26.13	27.20	209.05	217.60	-8.55
10/25/2010	05/30/2012	5	ORACLE CORP	26.13	29.09	130.65	145.43	-14.78
10/29/2010	05/30/2012	5	ORACLE CORP	26.13	29.44	130.65	147.18	-16.53
11/10/2010	05/30/2012	10	ORACLE CORP	26.13	28.65	261.31	286.55	-25.24
12/10/2010	05/30/2012	15	ORACLE CORP	26.13	29.76	391.96	446.34	-54.38
01/20/2011	05/30/2012	10	ORACLE CORP	26.13	31.87	261.31	318.70	-57.39
06/10/2009	05/31/2012	10	JPMORGAN CHASE & CO	33.13	35.13	331.34	351.27	-19.93
12/22/2009	05/31/2012	5	JPMORGAN CHASE & CO	33.13	41.94	165.67	209.70	-44.03
06/28/2010	05/31/2012	16	JPMORGAN CHASE & CO	33.13	38.65	530.14	618.47	-88.33
07/19/2010	05/31/2012	6	JPMORGAN CHASE & CO	33.13	38.33	198.80	229.99	-31.19
08/27/2010	05/31/2012	5	JPMORGAN CHASE & CO	33.13	36.19	165.67	180.93	-15.26
08/30/2010	05/31/2012	5	JPMORGAN CHASE & CO	33.13	36.28	165.67	181.40	-15.73
10/18/2010	05/31/2012	5	JPMORGAN CHASE & CO	33.13	37.84	165.66	189.19	-23.53
09/24/2010	06/06/2012	12	CENTURYLINK INC	37.41	39.08	448.96	468.94	-19.98
05/04/2010	06/12/2012	10	COMCAST CORP-CLASS A	29.99	19.85	299.95	198.50	101.45
01/12/2011	06/12/2012	7	COMCAST CORP-CLASS A	29.99	22.65	209.96	158.57	51.39
03/22/2011	06/12/2012	15	COMCAST CORP-CLASS A	29.99	24.25	449.92	363.76	86.16
03/25/2011	06/12/2012	10	COMCAST CORP-CLASS A	29.99	25.04	299.95	250.38	49.57
01/12/2011	06/12/2012	5	DIRECTV-CLASS A	43.20	41.78	216.00	208.89	7.11
05/18/2011	06/12/2012	5	DIRECTV-CLASS A	43.20	49.35	216.00	246.77	-30.77
01/17/2008	06/15/2012	15	SCHLUMBERGER LTD	66.21	83.77	993.12	1,256.50	-263.38
03/18/2008	06/18/2012	3	APPLE INC	583.14	129.62	1,749.43	388.87	1,360.56
02/17/2011	06/18/2012	10	BROADCOM CORP-CL A	34.50	42.32	345.04	423.16	-78.12
05/18/2011	06/18/2012	10	BROADCOM CORP-CL A	34.50	33.69	345.04	336.89	8.15
07/29/2009	06/18/2012	10	EMC CORP/MASS	24.57	15.14	245.69	151.44	94.25
12/22/2009	06/18/2012	15	EMC CORP/MASS	24.57	17.46	368.53	261.94	106.59
01/08/2010	06/18/2012	10	EMC CORP/MASS	24.57	17.63	245.69	176.32	69.37
03/01/2010	06/18/2012	10	EMC CORP/MASS	24.57	17.66	245.69	176.58	69.11
06/02/2010	06/18/2012	10	EMC CORP/MASS	24.57	18.50	245.69	185.04	60.65
02/25/2011	06/18/2012	10	EMC CORP/MASS	24.57	26.85	245.69	268.48	-22.79
01/17/2008	06/18/2012	3	GOOGLE INC-CL A	568.28	613.66	1,704.84	1,840.99	-136.15
02/08/2010	06/18/2012	9	GENERAL ELECTRIC CO	19.66	15.77	176.95	141.90	35.05
02/23/2010	06/18/2012	10	GENERAL ELECTRIC CO	19.66	15.92	196.61	159.21	37.40
02/24/2010	06/18/2012	15	GENERAL ELECTRIC CO	19.66	16.05	294.92	240.80	54.12
12/10/2010	06/19/2012	2	FLOWERVE CORPORATION	110.22	115.53	220.44	231.07	-10.63
04/06/2011	06/19/2012	2	FLOWERVE CORPORATION	110.22	131.94	220.44	263.89	-43.45
04/28/2011	06/19/2012	2	FLOWERVE CORPORATION	110.22	128.70	220.44	257.40	-36.96
05/11/2011	06/19/2012	2	FLOWERVE CORPORATION	110.22	123.70	220.43	247.40	-26.97
01/27/2011	06/20/2012	7	QUALCOMM INC	56.94	54.96	398.55	384.72	13.83
02/03/2011	06/20/2012	3	QUALCOMM INC	56.94	54.17	170.81	162.51	8.30
02/14/2011	06/20/2012	4	QUALCOMM INC	56.94	58.60	227.74	234.40	-6.66
02/28/2011	06/20/2012	3	QUALCOMM INC	56.94	59.63	170.80	178.90	-8.10
03/17/2011	06/20/2012	4	QUALCOMM INC	56.94	52.62	227.74	210.48	17.26
03/21/2011	06/20/2012	4	QUALCOMM INC	56.94	53.74	227.74	214.95	12.79
03/30/2011	06/20/2012	5	QUALCOMM INC	56.94	53.97	284.68	269.84	14.84
04/28/2011	06/20/2012	5	QUALCOMM INC	56.94	57.43	284.67	287.17	-2.50
06/28/2010	06/22/2012	15	JOHNSON & JOHNSON	66.60	59.45	999.00	891.75	107.25

Capital Gains Report

COOPER FAMILY FOUNDATION (Account: 888-40593)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
11/08/2010	06/26/2012	5	JPMORGAN CHASE & CO	35.75	40.64	178.77	203.18	-24.41
11/09/2010	06/26/2012	5	JPMORGAN CHASE & CO	35.75	40.48	178.77	202.38	-23.61
03/29/2011	06/26/2012	5	JPMORGAN CHASE & CO	35.75	45.93	178.77	229.64	-50.87
12/23/2010	06/27/2012	3	DEVON ENERGY CORPORATION	55.98	77.40	167.94	232.20	-64.26
01/25/2011	06/27/2012	5	DEVON ENERGY CORPORATION	55.98	83.91	279.89	419.55	-139.66
02/24/2011	06/27/2012	5	DEVON ENERGY CORPORATION	55.98	88.47	279.89	442.36	-162.47
01/17/2008	06/27/2012	15	PFIZER INC	22.60	23.16	339.07	347.44	-8.37
07/13/2010	06/29/2012	3	AMAZON.COM INC	227.95	122.82	683.85	368.45	315.40
01/31/2011	06/29/2012	1	AMAZON.COM INC	227.95	169.43	227.95	169.43	58.52
03/10/2011	06/29/2012	1	AMAZON.COM INC	227.95	166.12	227.95	166.12	61.83
03/18/2011	06/29/2012	1	AMAZON.COM INC	227.95	161.94	227.95	161.94	66.01
09/29/2010	07/17/2012	30	GANNETT CO	14.74	12.39	442.27	371.57	70.70
03/04/2011	07/18/2012	2	BORGWARNER INC	64.87	77.04	129.73	154.08	-24.35
03/24/2011	07/18/2012	5	BORGWARNER INC	64.87	75.57	324.33	377.85	-53.52
06/16/2011	07/18/2012	3	BORGWARNER INC	64.87	70.34	194.59	211.01	-16.42
11/17/2009	07/19/2012	5	FORD MOTOR CO	9.35	8.91	46.76	44.57	2.19
04/21/2010	07/19/2012	20	FORD MOTOR CO	9.35	14.08	187.03	281.61	-94.58
05/25/2011	07/19/2012	7	TRW AUTOMOTIVE HOLDINGS CORP	36.90	53.94	258.28	377.60	-119.32
09/23/2008	07/20/2012	1	APPLE INC	606.93	131.32	606.93	131.32	475.61
05/09/2011	07/25/2012	10	LAM RESEARCH CORP	34.53	48.39	345.34	483.93	-138.59
04/19/2010	07/25/2012	3	WELLS FARGO & COMPANY	33.09	32.57	99.28	97.71	1.57
04/22/2010	07/25/2012	10	WELLS FARGO & COMPANY	33.09	33.50	330.92	334.99	-4.07
05/23/2011	07/26/2012	8	**COVIDIEN PLC	53.88	56.15	431.00	449.20	-18.20
02/08/2010	07/30/2012	1	NOBLE ENERGY INC	89.21	73.45	89.21	73.45	15.76
03/01/2010	07/30/2012	2	NOBLE ENERGY INC	89.21	73.45	178.41	146.90	31.51
04/12/2010	07/30/2012	2	NOBLE ENERGY INC	89.21	77.03	178.41	154.06	24.35
09/01/2010	07/30/2012	3	NOBLE ENERGY INC	89.21	71.18	267.62	213.55	54.07
12/14/2010	08/01/2012	3	ALLERGAN INC	87.63	70.70	262.89	212.11	50.78
01/18/2011	08/01/2012	3	ALLERGAN INC	87.63	72.13	262.89	216.39	46.50
02/10/2011	08/01/2012	3	ALLERGAN INC	87.63	72.78	262.89	218.33	44.56
02/25/2011	08/01/2012	3	ALLERGAN INC	87.63	73.90	262.90	221.70	41.20
03/18/2011	08/01/2012	3	ALLERGAN INC	87.63	70.17	262.89	210.50	52.39
05/12/2010	08/01/2012	5	THE WALT DISNEY CO.	49.16	35.51	245.78	177.56	68.22
04/19/2011	08/03/2012	8	CENTURYLINK INC	41.84	39.46	334.69	315.69	19.00
05/16/2011	08/09/2012	10	GENERAL MILLS INC	38.53	39.56	385.31	395.61	-10.30
05/18/2011	08/09/2012	5	GENERAL MILLS INC	38.53	39.83	192.66	199.14	-6.48
01/20/2011	08/09/2012	3	ROCKWELL AUTOMATION INC	70.85	74.75	141.69	149.50	-7.81
02/15/2011	08/09/2012	3	ROCKWELL AUTOMATION INC	70.85	88.61	212.54	265.83	-53.29
08/08/2011	08/14/2012	5	GILEAD SCIENCES INC	57.52	36.86	287.62	184.28	103.34
06/25/2010	08/14/2012	5	LEAR CORP	39.98	35.06	199.90	175.29	24.61
10/28/2010	08/14/2012	6	LEAR CORP	39.98	44.02	239.88	264.14	-24.26
05/20/2011	08/14/2012	4	LEAR CORP	39.98	50.09	159.92	200.38	-40.46
07/06/2010	08/15/2012	5	THE WALT DISNEY CO.	49.80	31.95	248.99	159.75	89.24
04/28/2011	08/15/2012	10	MCGRW-HILL COMPANIES INC	49.05	40.24	490.45	402.40	88.05
08/08/2011	08/16/2012	10	GILEAD SCIENCES INC	57.12	36.86	571.17	368.56	202.61
01/17/2008	08/16/2012	25	PFIZER INC	23.93	23.16	598.34	579.06	19.28
06/28/2011	08/16/2012	5	UNITEDHEALTH GROUP INC	53.26	51.61	266.29	258.04	8.25
12/08/2010	08/16/2012	9	VIACOM INC-CLASS B	49.87	39.52	448.84	355.67	93.17
05/15/2009	08/17/2012	12	DANAHER CORP	53.25	29.06	639.00	348.67	290.33

Capital Gains Report

COOPER FAMILY FOUNDATION (Account: 888-40593)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
08/04/2011	08/17/2012	2	VISA INC - CLASS A SHRS	128.98	85.67	257.95	171.35	86.60
08/25/2010	08/20/2012	5	EOG RESOURCES INC	109.61	86.02	548.04	430.12	117.92
04/20/2009	08/21/2012	8	TIME WARNER CABLE	89.46	28.06	715.64	224.46	491.18
08/04/2011	08/24/2012	5	VISA INC - CLASS A SHRS	126.76	85.68	633.82	428.39	205.43
07/22/2011	08/27/2012	30	APPLIED MATERIALS INC	11.70	12.97	351.00	389.10	-38.10
01/19/2011	09/13/2012	4	EOG RESOURCES INC	115.24	102.19	460.95	408.78	52.17
07/08/2009	09/13/2012	1	NVR INC	860.67	481.37	860.67	481.37	379.30
05/16/2011	09/13/2012	6	TRANSOCEAN LTD	45.82	69.12	274.89	414.74	-139.85
02/18/2011	09/27/2012	8	CITIGROUP INC	33.15	46.11	265.21	368.89	-103.68
03/09/2011	09/27/2012	12	CITIGROUP INC	33.15	46.36	397.82	556.30	-158.48
08/17/2011	09/27/2012	5	GILEAD SCIENCES INC	66.68	38.46	333.40	192.32	141.08
09/13/2011	09/27/2012	1	GILEAD SCIENCES INC	66.68	38.08	66.68	38.08	28.60
06/08/2011	10/01/2012	5	GENERAL MOTORS CO	23.21	28.91	116.03	144.54	-28.51
06/28/2011	10/01/2012	10	GENERAL MOTORS CO	23.21	30.36	232.06	303.56	-71.50
09/14/2011	10/01/2012	10	GENERAL MOTORS CO	23.21	22.15	232.05	221.51	10.54
09/13/2011	10/03/2012	4	GILEAD SCIENCES INC	70.08	38.08	280.33	152.34	127.99
01/17/2008	10/18/2012	573	ALLIANCEBERNSTEIN GLOBAL	9.73	10.42	5,580.00	5,975.71	-395.71
		.484	REAL ESTATE INVT FD II CL I					
08/12/2011	10/18/2012	5	BP PLC-SPONS ADR	43.22	39.72	216.11	198.61	17.50
01/28/2011	10/18/2012	20	DELTA AIR LINES INC	10.29	12.07	205.78	241.44	-35.66
09/10/2009	10/18/2012	8	DANAHER CORP	53.58	33.48	428.63	267.88	160.75
09/16/2010	10/18/2012	5	THE WALT DISNEY CO.	52.28	33.92	261.42	169.59	91.83
01/17/2008	10/18/2012	4	HEWLETT-PACKARD CO	14.77	44.27	59.07	177.08	-118.01
05/25/2010	10/18/2012	14	HEWLETT-PACKARD CO	14.77	45.14	206.75	631.91	-425.16
07/07/2010	10/18/2012	2	HEWLETT-PACKARD CO	14.77	44.26	29.54	88.53	-58.99
12/16/2010	10/18/2012	5	INTUIT INC	60.50	48.75	302.48	243.75	58.73
01/17/2008	10/18/2012	10	PFIZER INC	26.00	23.16	260.00	231.62	28.38
05/31/2011	10/23/2012	5	THE WALT DISNEY CO.	50.86	41.56	254.28	207.80	46.48
09/23/2008	10/26/2012	1	APPLE INC	608.56	131.33	608.56	131.33	477.23
01/17/2008	11/02/2012	72	ALLIANCEBERNSTEIN GLOBAL	9.69	10.42	700.00	752.73	-52.73
		.239	REAL ESTATE INVT FD II CL I					
01/17/2008	11/02/2012	45	BERNSTEIN INTERMEDIATE	14.25	13.35	650.00	608.95	41.05
		.614	DURATION PORTFOLIO					
01/17/2008	11/02/2012	96	BERNSTEIN INTERNATIONAL	13.45	22.30	1,300.00	2,155.38	-855.38
		.654	PORTFOLIO					
07/18/2011	11/08/2012	5	TRANSOCEAN LTD	46.74	62.43	233.69	312.14	-78.45
08/01/2011	11/08/2012	7	TRANSOCEAN LTD	46.74	61.31	327.17	429.18	-102.01
11/04/2011	11/08/2012	7	TRANSOCEAN LTD	46.74	49.66	327.17	347.62	-20.45
06/15/2011	11/12/2012	2	PRECISION CASTPARTS CORP	179.52	151.77	359.04	303.55	55.49
06/29/2011	11/12/2012	15	TYSON FOODS INC-CL A	16.88	19.35	253.26	290.32	-37.06
05/13/2010	11/16/2012	15	ASTRAZENCA PLC-SPONS ADR	44.38	43.12	665.68	646.74	18.94
07/20/2011	12/07/2012	2	EOG RESOURCES INC	117.58	104.28	235.17	208.57	26.60
07/25/2011	12/07/2012	1	EOG RESOURCES INC	117.58	106.46	117.58	106.46	11.12
08/16/2011	12/19/2012	25	NV ENERGY INC	18.52	14.55	462.92	363.73	99.19
01/17/2008	12/20/2012	4	SCHLUMBERGER LTD	71.05	83.77	284.20	335.07	-50.87
10/22/2008	12/20/2012	1	SCHLUMBERGER LTD	71.05	50.77	71.05	50.77	20.28
SUBTOTAL FOR LONG-TERM NON-COVERED								
						71,385.08	66,514.91	4,870.17

Capital Gains Report

COOPER FAMILY FOUNDATION (Account: 888-40593)

January 1, 2012 through December 31, 2012

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
=====								
TOTAL						141,368.57	134,676.96	6,691.61

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L 6,691.61

0.00

1,821.44

1,821.44

0.00

4,870.17

4,870.17

Capital-Gains Distributions: If you own shares of the Sanford C. Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report). Long-term capital-gains distributions are a separate item on the I R S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions: If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information.

This information should be reviewed by your tax advisor or accountant.