Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
COOPER FAMILY FOUNDATION
C/O MARY I. COOPER

A Employer identification number
86-0905824

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
8912 E PINNACLE PEAK RD #F9-663

B Telephone number
602-909-4173

City or town, state, and ZIP code
SCOTTSDALE, AZ 85255

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: [X] 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)* ▶$ 1,277,121.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	11,276.	11,276.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<10,683.>			
	b Gross sales price for all assets on line 6a 784,946.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			N/A	
	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	593.	11,276.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	5,250.	5,250.	0.	0.
	c Other professional fees STMT 3	7,042.	7,042.	0.	0.
	17 Interest				
	18 Taxes STMT 4	496.	496.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	61.	61.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,849.	12,849.	0.	0.
	25 Contributions, gifts, grants paid	426,724.			426,724.
	26 **Total expenses and disbursements.** Add lines 24 and 25	439,573.	12,849.	0.	426,724.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<438,980.>			
	b **Net investment income** (if negative, enter -0-)		0.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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15231112 144643 860905824 2012.04040 COOPER FAMILY FOUNDATION C/ 86090581

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	128,663.	78,196.	78,196.
	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	860,567.	515,622.	694,456.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	388,413.	323,413.	504,469.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,377,643.	917,231.	1,277,121.
Liabilities	17 Accounts payable and accrued expenses	12,425.	12,425.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	12,425.	12,425.	
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,365,218.	904,806.	STATEMENT 6
	30 **Total net assets or fund balances**	1,365,218.	904,806.	
	31 **Total liabilities and net assets/fund balances**	1,377,643.	917,231.	

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	1,365,218.
2 Enter amount from Part I, line 27a	2	<438,980.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	926,238.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	21,432.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	904,806.

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				
b	SEE ATTACHED STATEMENTS			
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	784,946.		795,629.	<10,683.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<10,683.>

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	<10,683.>
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	10,876.

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	371,617.	1,837,199.	.202274
2010	459,000.	2,053,387.	.223533
2009	503,333.	2,053,249.	.245140
2008	740,261.	3,540,926.	.209059
2007	770,500.	4,939,765.	.155979

2 **Total** of line 1, column (d)	2	1.035985
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	.207197
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,388,088.
5 Multiply line 4 by line 3	5	287,608.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	287,608.
8 Enter qualifying distributions from Part XII, line 4	8	426,724.

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 ▶ [X] and enter 1% of Part I, line 27b		1	0.
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	0.
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	0.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,379.		
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	3,379.
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	3,379.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	3,379. 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AZ			
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*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MARY I. COOPER Telephone no. ▶ 602-909-4173
Located at ▶ 8912 E PINNACLE PEAK RD #F9-663, SCOTTSDALE, AZ ZIP+4 ▶ 85255

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
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		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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	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

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)? **5b** — No: X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** — No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
GARY COOPER 8912 E PINNACLE PEAK RD #F9-663 SCOTTSDALE, AZ 85255	DIRECTOR 0.00	0.	0.	0.
CHRISTINE COOPER 8912 E PINNACLE PEAK RD #F9-663 SCOTTSDALE, AZ 85255	DIRECTOR 0.00	0.	0.	0.
MARY COOPER 8912 E PINNACLE PEAK RD #F9-663 SCOTTSDALE, AZ 85255	DIRECTOR 0.00	0.	0.	0.
JOHN COOPER 8912 E PINNACLE PEAK RD #F9-663 SCOTTSDALE, AZ 85255	DIRECTOR 0.00	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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions. 3 N/A	0.
Total. Add lines 1 through 3 ▶	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	817,022.
b	Average of monthly cash balances	1b	106,862.
c	Fair market value of all other assets	1c	485,342.
d	**Total** (add lines 1a, b, and c)	1d	1,409,226.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,409,226.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,138.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,388,088.
6	**Minimum investment return.** Enter 5% of line 5	6	69,404.

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	69,404.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,404.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	69,404.
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	69,404.

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	426,724.
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	426,724.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	426,724.

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				69,404.
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 535,554.				
b From 2008 565,693.				
c From 2009 401,005.				
d From 2010 356,543.				
e From 2011 281,747.				
f Total of lines 3a through e	2,140,542.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 426,724.				
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				69,404.
e Remaining amount distributed out of corpus	357,320.			
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	2,497,862.			
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	535,554.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,962,308.			
10 Analysis of line 9:				
a Excess from 2008 565,693.				
b Excess from 2009 401,005.				
c Excess from 2010 356,543.				
d Excess from 2011 281,747.				
e Excess from 2012 357,320.				

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

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					
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).)

NONE

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.

NONE

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:

SEE STATEMENT 9

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
A NEW HOPE CENTER 20 CHURCH STREET OWEGO, NY 13827	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
ALLIANCE FOR COMMUNITY CARE 14510 BIG BASIN WAY, #276 SARATOGA, CA 95070	NONE	PUBLIC CHARITY	CHARITABLE	50,000.
ALLIED CHRISTIANS OF TIOGA COUNTY P.O. BOX 21 OWEGO, NY 13827	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
BROADWAY DREAMS FOUNDATION CORPORATION 8965 BROCKHAM WAY ALPHARETTA, GA 30022	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
CAMP AHWAGA ASSOCIATION 2610 MARSHLAND ROAD APALACHIN, NY 13732	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	426,724.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

223611
12-05-12

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			15	11,276.	
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	<10,683.>	
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)		0.		593.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 593.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11/14/13 Title: MANAGER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ERIC J. VOITA	[signature]	11.12.13		P00687348

Firm's name ▶ TFO PHOENIX, INC. Firm's EIN ▶ 45-3635408

Firm's address ▶ 2400 E ARIZONA BILTMORE CIR STE 1400 PHOENIX, AZ 85016 Phone no. 602-466-2611

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	WELLS FARGO #2500 - SHORT TERM COVERED SECURITIES	P		
b	WELLS FARGO #2500 - SHORT TERM NONCOVERED SECURIT	P		
c	WELLS FARGO #2500 - DISALLOWED LOSS DUE TO WASH S	P	12/07/11	08/29/12
d	WELLS FARGO #2500 - LONG TERM COVERED SECURITIES	P		
e	WELLS FARGO #4700 - SHORT TERM NONCOVERED SECURIT	P		
f	WELLS FARGO #4700 - SHORT TERM SECURITIES	P		
g	100 SHARES OF NEWMONT MINING CORP (NEM)	P	09/13/11	04/04/12
h	30,000 U.S. TREASURY NOTE CUSIP 912828RR3		12/22/11	04/03/12
i	147.9580 SHARES OF DFA EMERGING MARKETS VALUE POR	P		02/17/12
j	4,099.927 SHARES OF DFA EMERGING MARKETS VALUE PO	P		02/17/12
k	SECURITIES LITIGATION - APPLE INC.	P		10/22/12
l	SECURITIES LITIGATION - QUEST SOFTWARE CLASS ACTI	P		08/17/12
m	KAYNE ANDERSON - NET ORDINARY EARNINGS	P		
n	KAYNE ANDERSON - NET CAPITAL GAINS	P		
o				

	(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	190,094.		184,307.	5,787.
b	31,481.		34,722.	<3,241.>
c	101.			101.
d	321,454.		377,776.	<56,322.>
e	67,793.		64,698.	3,095.
f	43.		33.	10.
g	4,759.		6,435.	<1,676.>
h	29,334.		30,125.	<791.>
i	4,624.		4,156.	468.
j	128,140.		93,377.	34,763.
k	18.			18.
l	216.			216.
m	1,421.			1,421.
n	5,468.			5,468.
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				** 5,787.
b				** <3,241.>
c				** 101.
d				<56,322.>
e				** 3,095.
f				** 10.
g				** <1,676.>
h				** <791.>
i				** 468.
j				34,763.
k				** 18.
l				** 216.
m				** 1,421.
n				** 5,468.
o				

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	<10,683.>
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	10,876.

223591
05-01-12

** (SHORT-TERM)

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
CHRISTINA'S SMILE CHILDREN'S DENTAL CLINIC 12702 SHERBOURNE STREET, SUITE B AUSTIN, TX 78729	NONE	PUBLIC CHARITY	CHARITABLE	50,000.
CRISIS NURSERY FOUNDATION 2334 E. POLK STREET PHOENIX, AZ 85006	NONE	PUBLIC CHARITY	CHARITABLE	55,000.
FOOTHILLS CARING CORPS 7275 E. EAST STREET SUITE B103, B104 CAREFREE, AZ 85377	NONE	PUBLIC CHARITY	CHARITABLE	1,500.
FUTURO DE LOS NINOS FOUNDATION 2 RIVER TERRACE #24A NEW YORK, NY 10282	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
HALO HELPING ANIMALS LIVE ON, INC. 2500 S. 27TH AVENUE PHOENIX, AZ 85009	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
JOINT COUNCIL ON INTERNATIONAL CHILDREN'S SERVICES 117 S. SAINT ASAPH STREET ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY	CHARITABLE	42,524.
MAYORS FUND TO ADVANCE NY 253 BROADWAY, 8TH FLOOR NEW YORK, NY 10007	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
Total from continuation sheets				355,724.

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
OWEGO APALACHIN SCHOOL DISTRICT 36 TALCOTT STREET OWEGO, NY 13827	NONE	GOVERNMENT AGENCY	CHARITABLE	10,000.
OWEGO LITTLE LEAGUE 1 CHARLOTTE STREET OWEGO, NY 13827	NONE	PUBLIC CHARITY	CHARITABLE	10,000.
SEEDS OF LOVE 11114 OBERUN RIVER COURT RANCHO CORDOVA, CA 95670	NONE	PUBLIC CHARITY	CHARITABLE	103,200.
TIOGA COUNTY BOYS AND GIRLS CLUB 201 ERIE STREET, P.O. BOX 181 OWEGO, NY 13827	NONE	PUBLIC CHARITY	CHARITABLE	20,000.
TIOGA COUNTY COUNCIL ON THE ARTS 181 FRONT STREET OWEGO, NY 13827	NONE	PUBLIC CHARITY	CHARITABLE	7,500.
TIOGA COUNTY OPEN DOOR MISSION 425 NORTH AVENUE OWEGO, NY 13827	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
TIOGA COUNTY RURAL MINISTRY 143 NORTH AVE. OWEGO, NY 13827	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
UNIV. OF WISCONSIN FOUNDATION GLOBAL STEWARDS SOCIETY 1848 UNIVERSITY AVENUE MADISON, WI 53726	NONE	PUBLIC CHARITY	CHARITABLE	30,000.
Total from continuation sheets				

COOPER FAMILY FOUNDATION - CUSTODY

Forms 1099 for 2012

1099-B Proceeds From Broker and Barter Exchange Transactions (OMB No. 1545-0715) Copy B, For Recipient

A schedule of your net gains and losses is shown below. Although we have shown quantity sold on the sales with either two decimal places, as a whole number, or as a fractional share, all of these amounts will be filed with the IRS as whole numbers per IRS publication 1220. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully when preparing your return. Note also that an asterisk symbol (*) next to tax cost indicates that the tax cost has been adjusted for current year's return of capital. However, we have not made any adjustments to the cost basis of all partnerships. If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Proceeds from Noncovered Security Transactions with missing cost basis

This category includes transactions for which we do not have cost basis information to report to you and we do not calculate net gain or loss. Form 1099-B, Box 6a is checked because this category includes only sales of noncovered securities. For sales of noncovered securities we report security description, symbol, cusip, quantity sold, sale date, federal income tax withheld and gross proceeds to the Internal Revenue Service but we do not report acquisition date, tax cost, wash sale loss disallowed and type of gain or loss. For individual taxpayers, these transactions are reportable on Form 8949, Part I or Part II, Box B.

Noncovered Security Transactions with missing cost basis (Form 8949, Part I or II, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
US TREASURY NOTE 0 875% 11		912828RU6	30000	01/01/50	05/16/12	$30,259.50	30,125 26	
QUALITY SYSTEMS INC	QSII	747582104	139	01/01/50	07/10/12	$3,617.11	3,033.75	
QUALITY SYSTEMS INC	QSII	747582104	61	01/01/50	07/11/12	$1,597.03	1,331 36	
AUSTRALIA GOVERNMENT 5 500% 1:		Q0819AEP1	30000	04/17/12	09/21/12	$32,319.84	30,207.06	
Total proceeds from noncovered security transactions with missing cost basis:						$67,793.48		

	Gross Proceeds
Total gross proceeds from noncovered security transactions with missing costs:	
Report each transaction on Form 8949, Part I or II, Box B	$67,793.48
Total proceeds reported to IRS on Form 1099-B	$67,793.48

Proceeds from Gains and Losses Not Reported On Form 1099-B

The following gains or losses in your account include common trust funds, options or other exchanges not subject to Form 1099-B reporting or sales of assets not registered for Form 1099-B reporting by us. For individual taxpayers, capital gain or loss transactions which are not reported on a Form 1099-B are reportable on Form 8949, Part I or Part II, Box C. However, if an asset below is not registered for Form 1099-B reporting by us and you receive a separate Form 1099-B from a different payer for this same information, you should follow their 1099-B regarding tax reporting guidelines. You should consult your tax advisor regarding the tax treatment applicable to these items.

Short Term Transactions (Not reported on Form 1099-B)

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost, other basis or pass through loss	Net gain or loss
SPDR GOLD TRUST	GLD	78463V107	100	01/02/12	05/16/12	$5.95	$4.91	$1.04
SPDR GOLD TRUST	GLD	78463V107	100	01/02/12	06/12/12	$5 06	$4 03	$1.03
SPDR GOLD TRUST	GLD	78463V107	100	01/02/12	07/06/12	$5.11	$4 11	$1.00
SPDR GOLD TRUST	GLD	78463V107	100	01/02/12	08/10/12	$5.16	$4 07	$1.09
SPDR GOLD TRUST	GLD	78463V107	100	01/02/12	09/12/12	$5.28	$3 88	$1 40
SPDR GOLD TRUST	GLD	78463V107	100	01/02/12	10/08/12	$5.85	$4.21	$1 64
SPDR GOLD TRUST	GLD	78463V107	100	01/02/12	11/19/12	$5.40	$3.99	$1 41
SPDR GOLD TRUST	GLD	78463V107	100	01/02/12	12/11/12	$5 10	$3.81	$1 29
Total short term gain/loss:						$42.91	$33.01	$9 90

	Gross Proceeds	Tax Cost	Gain or Loss	Loss Disallowed	Net Gain or Loss
Total short term gain/loss transactions not reported on Form 1099-B:					
Report each transaction on Form 8949, Part I, Box C	$42.91	$33.01	$9.90	$0.00	$9.90

Forms 1099 for 2012

1099-B Proceeds From Broker and Barter Exchange Transactions (OMB No. 1545-0715) Copy B, For Recipient

A schedule of your net gains and losses is shown below. Although we have shown quantity sold on the sales with either two decimal places, as a whole number, or as a fractional share, all of these amounts will be filed with the IRS as whole numbers per IRS publication 1220. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully when preparing your return. Note also that an asterisk symbol (*) next to tax cost indicates that the tax cost has been adjusted for current year's return of capital. However, we have not made any adjustments to the cost basis of all partnerships. If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Proceeds from Short Term Covered Security Transactions

This category includes transactions that are short-term gain or loss on Form 1099-B, Box 1c. Form 1099-B, Box 6b is checked because this category includes only sales of covered securities. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part I, Box A.

Short Term Covered Security Transactions (Form 8949, Part I, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
HUSSMAN STRATEGIC GROWTH FUI	HSGFX	448108100	998 31	05/31/12	06/21/12	$11,514.84	$11,800.00	$-285 16
ARTIO GLOBAL HIGH INCOME-I 152	JHYIX	04315J860	52 41	05/31/12	06/26/12	$500 00	$494 24	$5 76
EATON VANCE FLOATING RATE FD-I	EIBLX	277911491	55 87	05/31/12	06/26/12	$500 00	$499.44	$0.56
EATON VANCE GLOBAL MACRO - I	EIGMX	277923728	511 25	05/31/12	06/26/12	$5,000 00	$4,984 66	$15 34
GATEWAY FUND - Y 1986	GTEYX	367829884	112.78	05/31/12	06/26/12	$3,000.00	$2,986 47	$13.53
ISHARES S & P 500 INDEX FUND	IVV	464287200	100	05/30/12	06/26/12	$13,216.70	$13,241 99	$-25.29
ARBITRAGE FUND CLASS I	ARBNX	03875R205	306.04	05/31/12	06/26/12	$3,920 00	$3,990.82	$-70.82
VANGUARD TOTAL INTL STOCK ET	VXUS	921909768	150	05/30/12	06/26/12	$6,044.86	$5,962.24	$82 62

Short Term Covered Security Transactions (Form 8949, Part I, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)		Net gain or loss
VANGUARD REIT VIPER	VNQ	922908553	120	05/30/12	06/26/12	$7,532 23	$7,449 37	*	$82 86
SPDR DJ WILSHIRE INTERNATIONAL	RWX	78463X863	240	05/30/12	06/26/12	$8,443 01	$8,257 78		$185.23
ISHARES TR S & P MIDCAP 400 ID	IJH	464287507	50	05/30/12	06/26/12	$4,499 89	$4,646 43		$-146.54
PIMCO TOTAL RET FD-INST 35	PTTRX	693390700	177.15	05/31/12	06/26/12	$2,000 00	$1,998 23		$1 77
FID ADV EMER MKTS INC- CL I 60	FMKIX	315920702	71 79	05/31/12	06/26/12	$990.00	$979.19		$10.81
GATEWAY FUND - Y 1986	GTEYX	367829884	36 89	05/31/12	07/23/12	$1,000.00	$976.77		$23 23
VANGUARD TOTAL INTL STOCK ET	VXUS	921909768	250	05/30/12	07/23/12	$10,199.80	$9,937 08		$262 72
TURNER SPECTRUM FUND-INSTL #3:	TSPEX	900297664	1054.08	06/21/12	08/29/12	$11,436 76	$11,500.00		$-63.24
ARBITRAGE FUND CLASS I	ARBNX	03875R205	306 04	05/31/12	08/29/12	$4,012 24	$3,990 81		$21.43
ARBITRAGE FUND CLASS I	ARBNX	03875R205	422 42	05/31/12	08/29/12	$5,537 94	$5,508 37		$29 57
EATON VANCE GLOBAL MACRO - I	EIGMX	277923728	1563 63	05/31/12	08/29/12	$15,354.80	$15,245 34		$109 46
GATEWAY FUND - Y 1986	GTEYX	367829884	295 95	05/31/12	08/29/12	$8,132 71	$7,836 76		$295 95
VANGUARD TOTAL INTL STOCK ET	VXUS	921909768	20	05/30/12	09/28/12	$883.98	$794 97		$89 01
ISHARES TR SMALLCAP 600 INDEX	IJR	464287804	75	05/30/12	09/28/12	$5,798.87	$5,303 99		$494 88
ISHARES TR S & P MIDCAP 400 ID	IJH	464287507	50	05/30/12	09/28/12	$4,944 88	$4,646 43		$298.45
ISHARES S & P 500 INDEX FUND	IVV	464287200	350	05/30/12	09/28/12	$50,630 56	$46,346 97		$4,283 59
FID ADV EMER MKTS INC- CL I 60	FMKIX	315920702	202 43	05/31/12	09/28/12	$3,000 00	$2,761.13		$238.87
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	129.87	09/28/12	11/28/12	$897.43	$927 30		$-29 87
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	159.56	01/06/12	11/28/12	$1,102 57	$1,239 80		$-137.23
Total short term gain/loss from covered security transactions not subject to wash sale:						$190,094.07	$184,306 58		$5,787 49

Total short term gain/loss from covered security transactions:	**Gross Proceeds**	**Tax Cost**	**Gain or Loss**	**Loss Disallowed**	**Net Gain or Loss**
Report each transaction on Form 8949, Part I, Box A	**$190,094.07**	**$184,306.58**	**$5,787.49**	**$0.00**	**$5,787.49**

WELLS FARGO

COOPER FAMILY FOUNDATION AGY

Proceeds from Short Term Noncovered Security Transactions

This category includes transactions that are short-term gain or loss. Form 1099-B, Box 6a is checked because this category includes only sales of non-covered securities. For sales of noncovered securities we report security description, symbol, cusip, quantity sold, sale date, federal income tax with-held and gross proceeds to the Internal Revenue Service but we do not report acquisition date, tax cost, wash sale loss disallowed and type of gain or loss. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part I, Box B.

Short Term Noncovered Security Transactions (Form 8949, Part I, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
PIMCO COMMODITY REAL RET STRAT	PCRIX	722005667	733.28	06/16/11	05/31/12	$4,524 35	$6,504.21	$-1,979 86
PIMCO COMMODITY REAL RET STRAT	PCRIX	722005667	127.26	09/15/11	05/31/12	$785.19	$1,075 35	$-290 16
DODGE & COX INT'L STOCK FD 104	DODFX	256206103	215 68	12/20/11	05/31/12	$6,127.58	$6,239 74	$-112.16
PIMCO COMMODITY REAL RET STRAT	PCRIX	722005667	69.51	12/07/11	06/26/12	$432.37	$527 60	$-95.23
PIMCO COMMODITY REAL RET STRAT	PCRIX	722005667	601 77	09/15/11	06/26/12	$3,742 98	$5,084.92	$-1,341.94
PIMCO COMMODITY REAL RET STRAT	PCRIX	722005667	132.58	12/07/11	06/26/12	$824.65	$1,006 28	$-181.63
PIMCO COMMODITY REAL RET STRAT	PCRIX	722005667	2001.91	12/28/11	08/29/12	$13,933.26	$13,072.44	$860.82
Total short term gain/loss from noncovered security transactions not subject to wash sale:						$30,370.38	$33,510.54	$-3,140.16

COOPER FAMILY FOUNDATION AGY

Short Term Noncovered Security Transactions with loss disallowed due to wash sale (Form 8949, Part I, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Portion subject to 988	Net gain or loss / Wash sale loss disallowed
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	159 56	12/07/11	08/29/12	$1,110.55	$1,211.08		$-100.53
								$0 00	$100.53

	Sales price less commissions (Box 2a)	Cost or other basis	Portion subject to 988	Net gain or loss / Wash sale loss disallowed
Total short term gain/loss from noncovered security transactions subject to wash sale:	$1,110.55	$1,211 08		$-100.53
Total short term loss from noncovered security transactions disallowed from wash sales:				$100.53
Total short term Section 988 translation gain/loss from noncovered securities subject to wash sale:			$0.00	

Total short term gain/loss from noncovered security transactions:	**Gross Proceeds**	**Tax Cost**	**Gain or Loss**	**Loss Disallowed**	**Net Gain or Loss**
Report each transaction on Form 8949, Part I, Box B	**$31,480.93**	**$34,721.62**	**$-3,240.69**	**$100.53**	**$-3,140.16**

Proceeds from Long Term Noncovered Security Transactions

This category includes transactions that are long-term gain or loss. Form 1099-B, Box 6a is checked because this category includes only sales of non-covered securities. For sales of noncovered securities we report security description, symbol, cusip, quantity sold, sale date, federal income tax with-held and gross proceeds to the Internal Revenue Service but we do not report acquisition date, tax cost, wash sale loss disallowed and type of gain or loss. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part II, Box B.

Long Term Noncovered Security Transactions (Form 8949, Part II, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
DODGE & COX INT'L STOCK FD 104	DODFX	256206103	773 52	01/26/05	04/27/12	$25,000.00	$23,393.24	$1,606.76
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	4356.99	12/10/08	05/31/12	$26,882.60	$25,662.64	$1,219 96
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	305.35	12/30/08	05/31/12	$1,884.02	$1,893.18	$-9 16
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	238.33	03/19/09	05/31/12	$1,470 51	$1,513 41	$-42 90
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	251.64	06/18/09	05/31/12	$1,552 63	$1,836 98	$-284 35

COOPER FAMILY FOUNDATION AGY

Long Term Noncovered Security Transactions (Form 8949, Part II, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	336.8	06/17/10	05/31/12	$2,078 07	$2,532.76	$-454 69
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	214.06	09/17/09	05/31/12	$1,320 77	$1,656 85	$-336 08
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	299.83	03/18/10	05/31/12	$1,849.93	$2,377.62	$-527.69
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	367.7	09/16/10	05/31/12	$2,268 72	$2,926 90	$-658.18
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	282 69	12/31/10	05/31/12	$1,744.18	$2,626.17	$-881.99
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	366 03	03/17/11	05/31/12	$2,258 39	$3,418.69	$-1,160.30
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	34 81	09/21/06	05/31/12	$214 78	$478 64	$-263.86
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	214 09	12/27/06	05/31/12	$1,320 91	$2,977 93	$-1,657.02
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	47.07	06/22/06	05/31/12	$290.42	$661 79	$-371 37
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	130.46	06/21/07	05/31/12	$804 92	$1,845.97	$-1,041 05
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	254.74	09/18/08	05/31/12	$1,571.75	$3,663 17	$-2,091 42
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	93.39	03/22/07	05/31/12	$576.23	$1,346 73	$-770 50
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	1101.02	12/29/05	05/31/12	$6,793.28	$16,229.00	$-9,435.72
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	136 22	09/20/07	05/31/12	$840.48	$2,051 47	$-1,210.99
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	165.63	12/09/09	05/31/12	$1,021 91	$2,638.41	$-1,616 50
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	3550.24	04/20/05	05/31/12	$21,905 00	$57,145 81	$-35,240 81
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	286.76	12/30/09	05/31/12	$1,769.28	$4,639 70	$-2,870 42
DODGE & COX INT'L STOCK FD 104	DODFX	256206103	40 51	12/22/08	05/31/12	$1,150 83	$849.04	$301 79
DODGE & COX INT'L STOCK FD 104	DODFX	256206103	1027.54	12/22/08	05/31/12	$29,192.47	$21,537 28	$7,655.19
DODGE & COX INT'L STOCK FD 104	DODFX	256206103	634.62	12/22/08	05/31/12	$18,029.50	$13,301.60	$4,727.90
DODGE & COX INT'L STOCK FD 104	DODFX	256206103	5631.36	01/26/05	05/31/12	$159,986.85	$170,307.83	$-10,320.98
DODGE & COX INT'L STOCK FD 104	DODFX	256206103	113 46	12/21/10	05/31/12	$3,223.51	$4,013.23	$-789.72
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	721 51	12/10/08	05/31/12	$4,451 69	$4,249 67	$202 02
Total long term gain/loss from noncovered security transactions not subject to wash sale:						$321,453.63	$377,775.71	$-56,322.08

	Gross Proceeds	Tax Cost	Gain or Loss	Loss Disallowed	Net Gain or Loss
Total long term gain/loss from noncovered security transactions:					
Report each transaction on Form 8949, Part II, Box B	**$321,453 63**	**$377,775.71**	**$-56,322.08**	**$0.00**	**$-56,322.08**

WELLS FARGO

COOPER FAMILY FOUNDATION AGY

Total proceeds reported to IRS on Form 1099-B	**$543,028.63**

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB #1601 - DIVIDENDS	1.	0.	1.
SCHWAB #6315 - DIVIDENDS	946.	0.	946.
WELLS FARGO #2500 - DIVIDENDS	4,246.	0.	4,246.
WELLS FARGO #2500 - INTEREST	3.	0.	3.
WELLS FARGO #4700 - DIVIDENDS	4,522.	0.	4,522.
WELLS FARGO #4700 - INTEREST	1,309.	0.	1,309.
WELLS FARGO #4700 - ROYALTY INCOME	128.	0.	128.
WELLS FARGO #4700 - US OBLIGATION INTEREST	121.	0.	121.
TOTAL TO FM 990-PF, PART I, LN 4	11,276.	0.	11,276.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	5,250.	5,250.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	5,250.	5,250.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WELLS FARGO #4700	108.	108.	0.	0.
WELLS FARGO #4700	3,529.	3,529.	0.	0.
WELLS FARGO #2500	2,565.	2,565.	0.	0.
CHARLES SCHWAB #1601	125.	125.	0.	0.
CHARLES SCHWAB #6315	679.	679.	0.	0.
WELLS FARGO CHECKING FEES	36.	36.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	7,042.	7,042.	0.	0.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID - WELLS FARGO #2500	92.	92.	0.	0.
FOREIGN TAXES PAID - WELLS FARGO #4700	404.	404.	0.	0.
TO FORM 990-PF, PG 1, LN 18	496.	496.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HARLAND CLARKE	51.	51.	0.	0.
AZ CORPORATION COMMISSION	10.	10.	0.	0.
TO FORM 990-PF, PG 1, LN 23	61.	61.	0.	0.

FORM 990-PF	OTHER FUNDS	STATEMENT 6
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ENDOWMENT FUND	1,365,218.	904,806.
TOTAL TO FORM 990-PF, PART II, LINE 29	1,365,218.	904,806.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WILKINSON O'GRADY - STOCKS	0.	0.
SCHWAB MUTUAL FUNDS - EQUITY	0.	0.
WELLS FARGO #2500	144,383.	155,026.
WELLS FARGO #4700	371,239.	539,430.
TOTAL TO FORM 990-PF, PART II, LINE 10B	515,622.	694,456.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDENTREE INVESTMENT	COST	110,000.	381,568.
KAYNE ANDERSON - MEF (OFF SHORE)	COST	213,413.	122,901.
TOTAL TO FORM 990-PF, PART II, LINE 13		323,413.	504,469.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARY I. COOPER
8912 E PINNACLE PEAK RD #F9-663
SCOTTSDALE, AZ 85255

TELEPHONE NUMBER

602-909-4173

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST INCLUDING DOCUMENTATION OF EXEMPTION UNDER 501(C)(3) AND COMPLETE DESCRIPTION OF EXEMPT FUNCTION ACTIVITIES

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	COOPER FAMILY FOUNDATION C/O MARY I. COOPER	86-0905824
	Number, street, and room or suite no. If a P.O. box, see instructions. 8912 E PINNACLE PEAK RD #F9-663	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SCOTTSDALE, AZ 85255	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ MARY I. COOPER 8912 E PINNACLE PEAK RD #F9-663 - SCOTTSDALE, AZ 85255

  Telephone No. ▶ 602-909-4173 FAX No. ▶ 602-466-2601

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NECESSARY IN ORDER TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 3,379.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶

223842
01-21-13

15231112 144643 860905824 2012.04040 COOPER FAMILY FOUNDATION C/ 86090581