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## Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

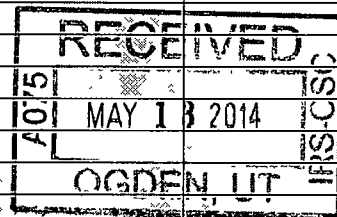
Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>THE WARREN AND KATHERINE COOPERSMITH FOUNDATION</b>		A Employer identification number <b>35-6802747</b>
Number and street (or P O box number if mail is not delivered to street address) <b>625 SOUTH FAIR OAKS AVENUE</b>		B Telephone number <b>(626) 441-5188</b>
City or town, state or province, country, and ZIP or foreign postal code <b>SOUTH PASADENA, CA 91030</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ➤ \$ <b>1,966,302.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		42,074.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		14,494.	14,494.		STATEMENT 1
4 Dividends and interest from securities		31,496.	31,496.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		86,799.			
b Gross sales price for all assets on line 6a <b>86,799.</b>					
7 Capital gain net income (from Part IV, line 2)			86,799.		
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		174,863.	132,789.		
13 Compensation of officers, directors, trustees, etc		17,975.	5,992.		5,992.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,865.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		1,625.	369.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		3,964.	0.		1,982.
22 Printing and publications					
23 Other expenses STMT 5		123.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		25,552.	6,361.		7,974.
25 Contributions, gifts, grants paid		77,840.			77,840.
26 Total expenses and disbursements Add lines 24 and 25		103,392.	6,361.		85,814.
27 Subtract line 26 from line 12		71,471.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			126,428.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 19 2014



**THE WARREN AND KATHERINE COOPERSMITH  
FOUNDATION**

35-6802747

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		16,623.	16,956.	16,956.
	2	Savings and temporary cash investments		23,810.	15,211.	15,211.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 6	100,151.	100,111.	106,719.	
	b	Investments - corporate stock STMT 7	924,309.	1,080,888.	1,587,975.	
	c	Investments - corporate bonds STMT 8	313,981.	237,179.	239,441.	
	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	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,378,874.	1,450,345.	1,966,302.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds	0.	0.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	1,378,874.	1,450,345.		
30	<b>Total net assets or fund balances</b>	1,378,874.	1,450,345.			
31	<b>Total liabilities and net assets/fund balances</b>	1,378,874.	1,450,345.			

**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	1,378,874.
2	Enter amount from Part I, line 27a	2	71,471.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,450,345.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	1,450,345.

**THE WARREN AND KATHERINE COOPERSMITH  
FOUNDATION**

**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.)
<b>1a PUBLICLY-HELD SECURITIES</b>				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 86,799.			86,799.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			86,799.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2         </div> </div>		86,799.
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		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c).            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3         </div> </div>		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))
2012	64,118.	2,045,496.	.031346
2011	35,651.	1,358,668.	.026240
2010	52,476.	1,288,504.	.040726
2009	49,818.	1,068,595.	.046620
2008	12,448.	467,820.	.026609
2 Total of line 1, column (d)			.171541
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			.034308
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			1,773,659.
5 Multiply line 4 by line 3			60,851.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,264.
7 Add lines 5 and 6			62,115.
8 Enter qualifying distributions from Part XII, line 4			85,814.

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.

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

<p><b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)</p> <p><b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b</p> <p><b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).</p> <p><b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p><b>3</b> Add lines 1 and 2</p> <p><b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p><b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-</p> <p><b>6</b> Credits/Payments:</p> <table style="width:100%;"> <tr> <td style="width:50%;"><b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013</td> <td style="width:10%;"><b>6a</b></td> <td style="width:40%;"></td> </tr> <tr> <td><b>b</b> Exempt foreign organizations - tax withheld at source</td> <td><b>6b</b></td> <td></td> </tr> <tr> <td><b>c</b> Tax paid with application for extension of time to file (Form 8868)</td> <td><b>6c</b></td> <td></td> </tr> <tr> <td><b>d</b> Backup withholding erroneously withheld</td> <td><b>6d</b></td> <td></td> </tr> </table> <p><b>7</b> Total credits and payments. Add lines 6a through 6d</p> <p><b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached</p> <p><b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed</p> <p><b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid</p> <p><b>11</b> Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/></p>	<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>		<b>b</b> Exempt foreign organizations - tax withheld at source	<b>6b</b>		<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		<table style="width:100%; border-collapse: collapse;"> <tr><td style="border: none;">1</td><td style="border: none;">1,264.</td></tr> <tr><td style="border: none;">2</td><td style="border: none;">0.</td></tr> <tr><td style="border: none;">3</td><td style="border: none;">1,264.</td></tr> <tr><td style="border: none;">4</td><td style="border: none;">0.</td></tr> <tr><td style="border: none;">5</td><td style="border: none;">1,264.</td></tr> <tr><td style="border: none;">7</td><td style="border: none;">0.</td></tr> <tr><td style="border: none;">8</td><td style="border: none;">29.</td></tr> <tr><td style="border: none;">9</td><td style="border: none;">1,293.</td></tr> <tr><td style="border: none;">10</td><td style="border: none;"></td></tr> <tr><td style="border: none;">11</td><td style="border: none;"></td></tr> </table>	1	1,264.	2	0.	3	1,264.	4	0.	5	1,264.	7	0.	8	29.	9	1,293.	10		11	
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>																																
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9	1,293.																																
10																																	
11																																	

**Part VII-A Statements Regarding Activities**

		Yes	No
<b>1a</b> 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>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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</i>	1b		X
<b>c</b> Did the foundation file Form 1120-POL for this year?	1c		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.			
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>	3		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>FL</u>			
<b>b</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? <i>If "No," attach explanation</i>	8b	X	
<b>9</b> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JULIE LYTTLE NESBIT, WHITTIER TRUST</u> Telephone no. ► <u>(626) 441-5188</u> Located at ► <u>625 S. FAIR OAKS AVE., #360, SOUTH PASADENA, CA</u> ZIP+4 ► <u>91030</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 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 2013)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHERINE COOPERSMITH 625 SOUTH FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	PRESIDENT 3.00	0.	0.	0.
WARREN COOPERSMITH 625 SOUTH FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE-PRESIDENT 3.00	0.	0.	0.
JULIE LYTTLE NESBIT 625 SOUTH FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	SECRETARY, TREASURER 3.00	17,975.	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 (2013)

## 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	
2		
3		
4		

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

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

Amount

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

Form **990-PF** (2013)



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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,785,187.
b	Average of monthly cash balances	1b	15,482.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,800,669.
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	1,800,669.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,010.
5	<b>Net value of noncharitable-use assets</b> . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,773,659.
6	<b>Minimum investment return</b> . Enter 5% of line 5	6	88,683.

**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	88,683.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,264.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,264.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	87,419.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	87,419.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> . Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	87,419.

**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	85,814.
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	<b>Qualifying distributions</b> . Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	85,814.
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	1,264.
6	<b>Adjusted qualifying distributions</b> . Subtract line 5 from line 4	6	84,550.

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				87,419.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			59,483.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 85,814.				
<b>a</b> Applied to 2012, but not more than line 2a			59,483.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				26,331.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				61,088.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

Form **990-PF** (2013)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
BARKER FOUNDATION, INC. 7979 OLD GEORGETOWN ROAD BETHESDA, MD 20814		170(B)(1)(A)(VI	PROGRAM SUPPORT	10,000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037		509(A)(2)	HAND-ON-SCIENCE CAMP SCHOLARSHIPS	14,840.
CHILD SHUTTLE 420 SOUTH EUCLID, SUITE #116 ANAHEIM, CA 92802		SERVICE PROVIDER	TRANSPORTATION FOR PARTICIPANTS IN HANDS ON SCIENCE CAMP	2,500.
CHOICES, COUNCIL ON DOMESTIC VIOLENCE FOR PAGE COUNTY, INC. 216 WEST MAIN STREET LURAY, VA 22835		170(B)(1)(A)(VI	SUPPORT OUTREACH AND EDUCATION TO GRADES PRE-K THROUGH H.S., YOUTH GROUPS, 4-H, G & B SCOUTS, BIBLE SCHOOL	16,000.
GIRLS INC. OF SARASOTA COUNTY 201 S. TUTTLE AVENUE SARASOTA, FL 34237		170(B)(1)(A)(VI	2013 SCHOLARSHIPS	4,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				77,840.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

THE WARREN AND KATHERINE COOPERSMITH  
FOUNDATION

35-6802747

**Part XV** Supplementary Information

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
HOUSE OF MERCY 2000 ROSEMOUNT AVENUE, N.W. WASHINGTON, DC 20010		170(B)(1)(A)(V)	PROGRAM SUPPORT	2,500.
JUNIOR ACHIEVEMENT OF NEW YORK 205 EAST 42ND STREET, #203 NEW YORK, NY 10017		170(B)(1)(A)(V)	PROGRAM SUPPORT	1,000.
LURAY HIGH SCHOOL 243 BULLDOG DRIVE LURAY, VA 22835		170(B)(1)(A)(V)	2012 SCHOLARSHIPS	4,000.
MAKE-A-WISH FOUNDATION OF METRO NEW YORK, INC. 1111 MARCUS AVENUE, #LL22 LAKE SUCCESS, NY 11042		170(B)(1)(A)(V)	MAKE-A-WISH FUND AND TOAST TO WISHES.	23,000.
Total from continuation sheets				30,500.

**Part XV** · **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CHOICES, COUNCIL ON DOMESTIC VIOLENCE FOR PAGE  
COUNTY, INC.

SUPPORT OUTREACH AND EDUCATION TO GRADES PRE-K THROUGH H.S., YOUTH  
GROUPS, 4-H, G & B SCOUTS, BIBLE SCHOOL CLASSES, CHURCH AND CIVIC  
GROUPS.

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

Form **990-PF** (2013)

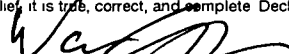

<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
------------------	--

- |          |  | Yes          | No       |
|----------|--|--------------|----------|
| <b>1</b> | 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?  |              |          |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |          |
|          | (1) Cash   | <b>1a(1)</b> | <b>X</b> |
|          | (2) Other assets   | <b>1a(2)</b> | <b>X</b> |
| <b>b</b> | Other transactions:  |              |          |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | <b>X</b> |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | <b>X</b> |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | <b>X</b> |
| <b>d</b> | 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. |              |          |

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee 		Date 5/7/14		Title TRUSTEE	
Paid Preparer Use Only	Print/Type preparer's name ERIC COHEN, CPA		Preparer's signature 		Date 5/3/14	
	Check <input type="checkbox"/> if self-employed		PTIN P00501016			
	Firm's name ▶ E. COHEN AND COMPANY, CPAS				Firm's EIN ▶ 52-1754364	
	Firm's address ▶ ONE RESEARCH COURT, SUITE 101 ROCKVILLE, MD 20850				Phone no. 301-917-6200	



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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

**THE WARREN AND KATHERINE COOPERSMITH  
FOUNDATION**

Employer identification number

**35-6802747**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

**THE WARREN AND KATHERINE COOPERSMITH  
FOUNDATION**

Employer identification number

**35-6802747****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>WARREN &amp; KATHERINE COOPERSMITH</u> <u>625 SOUTH FAIR OAKS AVENUE, SUITE 360</u> <u>SOUTH PASADENA, CA 91030</u>	\$ <u>42,074.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization

**THE WARREN AND KATHERINE COOPERSMITH  
FOUNDATION**

Employer identification number

**35-6802747****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>170 SHS. RUSSELL 2000 GRW., 500 SHS.</u> <u>STERICYCLE INC., 115 SHS. CELGENE</u> <u>CORP., 305 SHARES COMCAST.</u>	\$ <u>101,937.</u>	<u>05/13/13</u>
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**THE WARREN AND KATHERINE COOPERSMITH  
FOUNDATION****35-6802747**

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

**(e) Transfer of gift**

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee


(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

**(e) Transfer of gift**

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee


(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

**(e) Transfer of gift**

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee


(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

**(e) Transfer of gift**

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee



**STATEMENT  
OF ACCOUNTS**

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

Page 1 of 1

Statement Number. 9491013950  
11/30/13 - 12/31/13

Union Bank's Automated Client Service  
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Private Bank Client Service Associates  
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Monday through Saturday by calling  
888-826-2669 or 800-826-7345(TDD)

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at [unionbank.com](http://unionbank.com)

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since 2009

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THE WARREN AND KATHERINE COOPERSMITH  
FOUNDATION

WARREN COOPERSMITH, TRUSTEE  
KATHERINE COOPERSMITH, TRUSTEE  
625 FAIR OAKS AVE STE 360  
SOUTH PASADENA CA 91030-5813

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**UNION BANK ESSENTIALS CHECKING SUMMARY**

Account Number 9491013950

Days in statement period: 32

Balance on 11/30	\$	15,481.78
Additions		0.00
Subtractions		0.00
Balance on 12/31	\$	15,481.78

Statement Average Ledger Balance \$ 15,481.78

Your monthly service charge of \$10.00 per month is currently waived.



For the Account of:  
**THE WARREN AND KATHERINE COOPERSMITH FOUNDATION**

Account Number: 52 00 5120 0 0Y  
 Date: DECEMBER 31, 2013



## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	<b>CASH</b>		<b>1,437.60</b>	<b>1,437.60</b>		
	<b>CASH EQUIVALENTS</b>					
	<b>MISC CASH EQUIV-TAXABLE</b>					
15,211.30	BLACKROCK TREAS		15,211.30	15,211.30	0	0.00
	<b>TOTAL CASH EQUIVALENTS</b>		<b>15,211.30</b>	<b>15,211.30</b>	<b>0</b>	<b>0.00</b>
	<b>FIXED INCOME SECURITIES</b>					
	<b>MUNICIPAL BONDS&amp;NOTES TAXABLE</b>					
50,000	METROPOLITAN TRANS 4.813% DUE 11/15/18	109,636	50,598.67	54,818.00	2,407	4.39
50,000	SAN FRANCISCO CALIF CITY 7% DUE 08/01/2019	103,801	49,511.91	51,900.50	3,500	6.74
	<b>TOTAL MUNICIPAL BONDS&amp;NOTES TAXABLE</b>		<b>100,110.58</b>	<b>106,718.50</b>	<b>5,907</b>	<b>5.53</b>
	<b>CORPORATE BONDS &amp; NOTES</b>					
75,000	BANK AMER CORP MTNF 2.000% 1/11/18	99,823	75,067.50	74,867.25	1,500	2.00
10,000	GENERAL ELEC CAP CORP MTN BE MTNV 6/20/14	100,060	9,902.47	10,006.00	43	0.43
50,000	GENERAL ELEC CAP CORP MTN BE MTNF 2.900% 1/09/17	104,397	49,948.87	52,198.50	1,450	2.78
50,000	GOLDMAN SACHS GROUP INC NOTE 5.625% 1/15/17	110,194	52,288.84	55,097.00	2,813	5.10
50,000	WELLS FARGO CO MTN BE MTNF 3.450% 2/13/23	94,544	49,971.74	47,272.00	1,725	3.65
	<b>TOTAL CORPORATE BONDS &amp; NOTES</b>		<b>237,179.42</b>	<b>239,440.75</b>	<b>7,531</b>	<b>3.15</b>
	<b>PREFERRED STOCK</b>					
1,887	US BANCORP DEL DEP SHS REP G	27,370	50,005.50	51,647.19	2,831	5.48
50	WELLS FARGO & CO NEW PERP PFD CNV A	1110,000	53,675.00	55,500.00	3,750	6.76
	<b>TOTAL PREFERRED STOCK</b>		<b>103,680.50</b>	<b>107,147.19</b>	<b>6,581</b>	<b>6.14</b>

For the Account of:  
**THE WARREN AND KATHERINE COOPERSMITH FOUNDATION**

Account Number: 52 00 5120 0 0Y

Date: DECEMBER 31, 2013



## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	<b>TOTAL FIXED INCOME SECURITIES</b>		<b>440,970.50</b>	<b>453,306.44</b>	<b>20,019</b>	<b>4.42</b>
	<b>EQUITIES</b>					
	<b>US LARGE CAP EQUITIES</b>					
1	CORPORATE AMERICA see acct. #5005 730777 330		513,066 30	730,777 33	14,370	1 97
400	BERKSHIRE HATHAWAY INC DEL CL B NEW	118 560	31,956 00	47,424 00	0	0 00
305	COMCAST CORP	51 965	4,345 03	15,849 32	238	1 50
570	SPDR TR S&P 500	184 690	59,236 40	105,273 30	1,910	1 81
100	ST JUDE MED INC	61 950	3,456 62	6,195 00	100	1 61
	<b>TOTAL US LARGE CAP EQUITIES</b>		<b>612,060.35</b>	<b>905,518.95</b>	<b>16,618</b>	<b>1.84</b>
	<b>US SMALL AND MID-CAP EQUITIES</b>					
1,500	B & G FOODS INC NEW	33 910	11,824 35	50,865 00	1,980	3 89
400	F M C CORP COM NEW	75 460	9,518 10	30,184 00	216	0 72
170	ISHARES RUSSELL 2000 GROWTH	135 510	9,008 06	23,036 70	165	0 72
400	MIDCAP SPDR TR UNIT SER 1	244 200	50,498 00	97,680 00	1,042	1 07
600	STERICYCLE INC	116 170	28,372 59	69,702 00	0	0 00
800	VANGUARD INDEX FDS SM CP VAL ETF	97 370	51,099 28	77,896 00	1,438	1 85
	<b>TOTAL US SMALL AND MID-CAP EQUITIES</b>		<b>160,320.38</b>	<b>349,363.70</b>	<b>4,841</b>	<b>1.39</b>
	<b>FOREIGN EQUITIES</b>					
350	SIEMENS A G SPONSORED ADR	138 510	32,431 00	48,478 50	1,049	2 16
1,200	VGRD FTSE ALL WORLD ETF	50 730	52,003 68	60,876 00	1,620	2 66
2,834	VANGUARD EMERGING MARKET EQUITY ETF	41 140	120,391 97	116,590 76	3,188	2 73
	<b>TOTAL FOREIGN EQUITIES</b>		<b>204,826.65</b>	<b>225,945.26</b>	<b>5,857</b>	<b>2.59</b>
	<b>TOTAL EQUITIES</b>		<b>977,207.38</b>	<b>1,480,827.91</b>	<b>27,316</b>	<b>1.84</b>
	<b>GRAND TOTAL</b>		<b>1,434,826.78</b>	<b>1,950,783.25</b>	<b>47,335</b>	<b>2.43</b>

For the Account of:  
**COOPERSMITH FDN CORPORATE AMERICA STRATEGY**

Account Number: **42 82 5205 0 0Y**  
 Date: **DECEMBER 31, 2013**



## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	<b>CASH</b>		<b>35.96</b>	<b>35.96</b>		
	<b>CASH EQUIVALENTS</b>					
	<b>MISC CASH EQUIV-TAXABLE</b>					
3,082.28	BLACKROCK TREAS		3,082.28	3,082.28	0	0.00
	<b>TOTAL CASH EQUIVALENTS</b>		<b>3,082.28</b>	<b>3,082.28</b>	<b>0</b>	<b>0.00</b>
	<b>EQUITIES</b>					
	<b>US LARGE CAP EQUITIES</b>					
170	ACE LTD SHS	103.530	11,633.48	17,600.10	428	2.43
312	AT&T INC	35.160	9,983.35	10,969.92	574	5.23
226	ABBOTT LABS	38.330	5,360.62	8,662.58	199	2.30
226	ABBVIE INC	52.810	5,813.13	11,935.06	362	3.03
46	AMAZON COM INC	398.790	8,317.32	18,344.34	0	0.00
171	AMERICAN ELEC PWR INC	46.740	7,328.02	7,992.54	342	4.28
231	AMERICAN EXPRESS CO	90.730	10,247.38	20,958.63	213	1.01
124	AMERICAN TOWER CORP NEW	79.820	9,006.90	9,897.68	144	1.45
120	APACHE CORP	85.940	12,323.20	10,312.80	96	0.93
49	APPLE COMPUTER INC	561.020	12,671.94	27,489.98	598	2.17
22	BLACKROCK INC CL A	316.470	5,203.28	6,962.34	148	2.12
112	CVS CORP	71.570	5,212.32	8,015.84	123	1.54
185	CATERPILLAR INC DEL	90.810	16,003.73	16,799.85	444	2.64
160	CHEVRON CORP	124.910	12,566.85	19,985.60	640	3.20
220	CITIGROUP INC COM NEW	52.110	11,483.38	11,464.20	9	0.08
218	COCA COLA CO	41.310	7,611.47	9,005.58	244	2.71
194	DU PONT E I DE NEMOURS & CO	64.970	8,665.46	12,604.18	349	2.77
177	EMERSON ELEC CO	70.180	8,833.77	12,421.86	304	2.45



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## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
231	EXXON MOBIL CORP	101 200	16,946 81	23,377 20	582	2 49
798	FORD MOTOR COMPANY	15 430	7,437 28	12,313 14	319	2 59
246	GILEAD SCIENCES INC	75 100	4,766 91	18,474 60	0	0 00
15	GOOGLE INC CL A	1120 710	8,799 78	16,810 65	0	0 00
157	HONEYWELL INTL INC	91 370	9,260 22	14,345 09	283	1 97
54	INTERNATIONAL BUSINESS MACHS	187 570	10,549 87	10,128 78	205	2 03
461	J P MORGAN CHASE & CO	58 480	20,915 78	26,959 28	701	2 60
121	JOHNSON & JOHNSON	91 590	7,975 11	11,082 39	319	2 88
244	LORILLARD INC	50 680	10,868 44	12,365 92	537	4 34
151	LOWE'S COS	49 550	6,747 69	7,482 05	109	1 45
116	MCKESSON CORP	161 400	8,297 28	18,722 40	111	0 59
500	MONDELEZ INTL INC CL A	35 300	13,340 81	17,650 00	280	1 59
225	NIKE INC CL B	78 640	10,972 01	17,694 00	216	1 22
180	NORFOLK SOUTHERN CORP	92 830	13,734 41	16,709 40	374	2 24
425	ORACLE CORP	38 260	10,733 25	16,260 50	204	1 25
185	PAYCHEX INC	45 530	7,255 02	8,423 05	259	3 07
471	PFIZER INC	30 630	12,662 79	14,426 73	490	3 40
180	PROCTER & GAMBLE CO	81 410	10,745 30	14,653 80	433	2 96
132	QUALCOMM INC	74 250	7,431 59	9,801 00	185	1 89
288	SPDR TR S&P 500	184 690	36,508 34	53,190 72	965	1 81
160	SCHLUMBERGER LTD	90 110	10,520 59	14,417 60	200	1 39
195	STARBUCKS CORP	78 390	10,958 68	15,286 05	203	1 33
115	3M CO	140 250	10,130 57	16,128 75	393	2 44
190	TIME WARNER INC COM NEW	69 720	8,512 00	13,246 80	219	1 65
83	VISA INC COM CL A	222 680	12,434 45	18,482 44	133	0 72
93	WAL MART STORES INC	78 690	6,324 04	7,318 17	175	2 39

For the Account of:  
**COOPERSMITH FDN CORPORATE AMERICA STRATEGY**

Account Number: **42 82 5205 0 0Y**

Date: **DECEMBER 31, 2013**



## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
58	WELLPOINT INC	92 390	4,089 02	5,358 62	87	1 62
403	WELLS FARGO & CO NEW	45 400	13,702 38	18,296 20	484	2 64
	<b>TOTAL US LARGE CAP EQUITIES</b>		<b>480,886.02</b>	<b>690,828.41</b>	<b>13,683</b>	<b>1.98</b>
	<b>US SMALL AND MID-CAP EQUITIES</b>					
222	AMERICAN WTR WKS CO INC NEW	42 260	6,253 06	9,381 72	249	2 65
273	MYLAN INC	43 400	6,609 22	11,848 20	0	0 00
163	XILINX INC	45 920	6,144 79	7,484 96	163	2 18
	<b>TOTAL US SMALL AND MID-CAP EQUITIES</b>		<b>19,007.07</b>	<b>28,714.88</b>	<b>412</b>	<b>1.43</b>
	<b>FOREIGN EQUITIES</b>					
119	BHP BILLITON LTD SPONSORED ADR	68 200	10,090 93	8,115 80	276	3 40
	<b>TOTAL EQUITIES</b>		<b>509,984.02</b>	<b>727,659.09</b>	<b>14,371</b>	<b>1.97</b>
	<b>GRAND TOTAL</b>		<b>513,102.26</b>	<b>730,777.33</b>	<b>14,371</b>	<b>1.97</b>

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WHITTIER TRUST COMPANY - AC 5120	14,494.	14,494.	
TOTAL TO PART I, LINE 3	14,494.	14,494.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WHITTIER TRUST COMPANY - AC 5120	31,496.	0.	31,496.	31,496.	
TO PART I, LINE 4	31,496.	0.	31,496.	31,496.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,865.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,865.	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
EXCISE TAX	1,256.	0.		0.
FOREIGN TAX PAID	369.	369.		0.
TO FORM 990-PF, PG 1, LN 18	1,625.	369.		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	
MISCELLANEOUS	99.	0.		0.	
PENALTY	24.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	123.	0.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
MUNICIPAL BONDS - SEE ATTACHED		X	100,111.	106,719.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			100,111.	106,719.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			100,111.	106,719.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED			1,080,888.	1,587,975.
TOTAL TO FORM 990-PF, PART II, LINE 10B			1,080,888.	1,587,975.

FORM 990-PF	CORPORATE BONDS		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED			237,179.	239,441.
TOTAL TO FORM 990-PF, PART II, LINE 10C			237,179.	239,441.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGERKATHERINE COOPERSMITH  
WARREN COOPERSMITH