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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation COOPER FOUNDATION		A Employer identification number 47-0401230
Number and street (or P O box number if mail is not delivered to street address) 870 WELLS FARGO CENTER 1248 O STREET	Room/suite	B Telephone number (see instructions) (402) 476-7571
City or town, state or province, country, and ZIP or foreign postal code LINCOLN, NE 68508		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
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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 24,458,351.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		100.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		15.	15.		
4 Dividends and interest from securities		230,803.	230,803.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		745,453.			
b Gross sales price for all assets on line 6a		3,678,031.			
7 Capital gain net income (from Part IV, line 2)			745,453.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		976,371.	976,271.		
13 Compensation of officers, directors, trustees, etc.		131,518.	7,231.		124,287.
14 Other employee salaries and wages		61,402.			61,402.
15 Pension plan, employee benefits		53,975.	2,358.		51,616.
16a Legal fees (attach schedule)		271.	14.		257.
b Accounting fees (attach schedule)		13,433.	6,173.		7,260.
c Other professional fees (attach schedule)		40,656.	40,656.		
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 2		28,778.	3,751.		12,940.
19 Depreciation (attach schedule) and depletion		3,885.	170.		
20 Occupancy		50,505.	2,207.		48,298.
21 Travel, conferences, and meetings		14,039.			11,404.
22 Printing and publications		366.			366.
23 Other expenses (attach schedule) ATCH 3		35,597.	747.		34,850.
24 Total operating and administrative expenses. Add lines 13 through 23		434,425.	63,307.		352,680.
25 Contributions, gifts, grants paid		556,362.			606,491.
26 Total expenses and disbursements. Add lines 24 and 25		990,787.	63,307.		959,171.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-14,416.			
b Net investment income (if negative, enter -0-)			912,964.		
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		29,358.	153,943.	153,943.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		3,383.	4,819.	4,819.
	10 a	Investments - U S and state government obligations (attach schedule),				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule),				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 4		21,066,813.	24,293,446.	24,293,446.	
14	Land, buildings, and equipment basis		112,931.			
	Less: accumulated depreciation (attach schedule) ▶		106,788.	6,143.	6,143.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		21,107,463.	24,458,351.	24,458,351.	
Liabilities	17	Accounts payable and accrued expenses		23,569.	27,279.	
	18	Grants payable		354,453.	304,324.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 5)		6,172.	2,210.	
	23	Total liabilities (add lines 17 through 22)		384,194.	333,813.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		15,723,269.	19,124,538.	
	25	Temporarily restricted				
	26	Permanently restricted		5,000,000.	5,000,000.	
	Foundations that do not follow SFAS 117, <input type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		20,723,269.	24,124,538.	
	31	Total liabilities and net assets/fund balances (see instructions)		21,107,463.	24,458,351.	

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	20,723,269.
2	Enter amount from Part I, line 27a	2	-14,416.
3	Other increases not included in line 2 (itemize) ▶ ATCH 6	3	3,415,685.
4	Add lines 1, 2, and 3	4	24,124,538.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,124,538.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV 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					
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	745,453.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,098,237.	20,148,933.	0.054506
2011	1,152,905.	21,021,294.	0.054845
2010	784,821.	19,615,122.	0.040011
2009	697,561.	16,376,203.	0.042596
2008	1,017,564.	20,961,394.	0.048545
2 Total of line 1, column (d)			2 0.240503
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.048101
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 22,305,269.
5 Multiply line 4 by line 3			5 1,072,906.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,130.
7 Add lines 5 and 6			7 1,082,036.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 959,171.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	18,259.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	18,259.
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	18,259.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	16,200.	
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	16,200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	59.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,118.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NE, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.COOPERFOUNDATION.ORG				
14 The books are in care of COOPER FOUNDATION Telephone no 402-476-7571				
Located at 870 WELLS FARGO CENTER, 1248 O STREET LINCOLN, NE ZIP+4 68508				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	N/A 15		
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 7		131,518.	8,703.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

Total number of other employees paid over \$50,000 ☐ 0

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	22,601,709.
b	Average of monthly cash balances	1b	32,271.
c	Fair market value of all other assets (see instructions)	1c	10,963.
d	Total (add lines 1a, b, and c)	1d	22,644,943.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	22,644,943.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	339,674.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	22,305,269.
6	Minimum investment return. Enter 5% of line 5	6	1,115,263.

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	1,115,263.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	18,259.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,259.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,097,004.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,097,004.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,097,004.

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	959,171.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	959,171.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	959,171.

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
1 Distributable amount for 2013 from Part XI, line 7				1,097,004.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			16,804.	
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>959,171.</u>				
a Applied to 2012, but not more than line 2a			16,804.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				942,367.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				154,637.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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)(ii)					
(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))

N/A

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

N/A

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

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

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

ATCH 8

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

SEE EXHIBIT 1

c Any submission deadlines

APPLICATIONS ARE REVIEWED AT BOARD OF TRUSTEE MEETINGS.

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

GRANTS ARE MADE PRIMARILY TO NEBRASKA NON-PROFIT ORGANIZATIONS.

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 SEE EXHIBIT 2				606,491.
Total			▶ 3a	606,491.
b Approved for future payment ATCH 9				
Total			▶ 3b	127,200.

Form **990-PF** (2013)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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			14	15.	
4	Dividends and interest from securities			14	230,803.	
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	745,453.	
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)				976,271.	
13	Total. Add line 12, columns (b), (d), and (e)				976,271.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | |
|---|-------------------|------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p> | <p>Yes</p> | <p>No</p> |
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[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

b. If "Yes," complete the following schedule:		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee: Edward A. Krug Date: 5/13/2014 Title: President

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

**Paid
Preparer
Use Only**

Pnnt/Type preparer's name

KRISTIN TYNON

Preparer's signature

Date

Check ☐ if self-employed

PTIN

P01063388

Firm's name ► BKD, LLP

Firm's EIN ▶ 44-0160260

Firm's address ► 1248 O STREET, STE 1040
LINCOLN, NE

68508-1461

Phone no 402-473-7600

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				604,853.	
		ALGER SPECTA				VAR	VAR
190,294.		PROPERTY TYPE: SECURITIES					
		124,630.				65,664.	
		BARON OPPORTUNITY FUND				VAR	VAR
202,800.		PROPERTY TYPE: SECURITIES					
		141,057.				61,743.	
		BLACKROCK EQUITY DIVIDEND				VAR	VAR
89,674.		PROPERTY TYPE: SECURITIES					
		65,221.				24,453.	
		EAGLE SMALL CAP GROWTH FUND				VAR	VAR
176,848.		PROPERTY TYPE: SECURITIES					
		118,011.				58,837.	
		HARBOR INTERNATIONAL				VAR	VAR
63,552.		PROPERTY TYPE: SECURITIES					
		50,634.				12,918.	
		JOHN HANCOCK DISCIPLINED VALUE				VAR	VAR
204,393.		PROPERTY TYPE: SECURITIES					
		118,951.				85,442.	
		MFS INTERNATIONAL NEW DISCOVERY				VAR	VAR
35,568.		PROPERTY TYPE: SECURITIES					
		25,512.				10,056.	
		TEMPLETON INSTL FDS FOREIGN				VAR	VAR
53,897.		PROPERTY TYPE: SECURITIES					
		40,522.				13,375.	
		OPPENHEIMER DEV MARKETS				VAR	VAR
51,309.		PROPERTY TYPE: SECURITIES					
		47,323.				3,986.	
		EMERGING MARKETS GROWTH				VAR	VAR
1,670,907.		PROPERTY TYPE: SECURITIES					
		2,012,078.				-341,171.	
		ROYCE OPPORTUNITY FUND INSTL				VAR	VAR
243,348.		PROPERTY TYPE: SECURITIES					
		108,122.				135,226.	
		EUROPACIFIC GROWTH FUND				VAR	VAR

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
79,138.		PROPERTY TYPE: SECURITIES 69,877.					9,261.	
		CALAMOS GROWTH & INCOME				P	VAR	VAR
11,450.		PROPERTY TYPE: SECURITIES 10,640.					810.	
		PRIME FUND - CAPITAL RESERVES				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
TOTAL GAIN (LOSS)					<u>745,453.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	40,656.	40,656.
TOTALS	<u>40,656.</u>	<u>40,656.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PERSONAL PROPERTY TAX	92.	4.	88.
PAYROLL TAXES	13,439.	587.	12,852.
FOREIGN TAXES	3,160.	3,160.	
FEDERAL EXCISE TAX	12,087.		
TOTALS	<u>28,778.</u>	<u>3,751.</u>	<u>12,940.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DUES	7,018.		7,018.
POSTAGE	1,308.	57.	1,250.
SUPPLIES	1,320.	58.	1,262.
MISCELLANEOUS	722.	32.	690.
INSURANCE	1,756.	77.	1,680.
SPECIAL SERVICES	5,800.		5,800.
COPIER LEASE	3,457.	151.	3,306.
COMPUTER EXPENSE	6,268.	274.	5,994.
COMMUNICATIONS	5,679.		5,679.
REPAIRS/MAINTENANCE	2,269.	98.	2,171.
TOTALS	<u>35,597.</u>	<u>747.</u>	<u>34,850.</u>

ATTACHMENT 4FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EMERGING MARKET GROWTH FUND	1,548,892.	1,548,892.
EUROPACIFIC GROWTH FUND	1,948,744.	1,948,744.
ROYCE OPPORTUNITY FUND	1,728,307.	1,728,307.
CALAMOS GROWTH & INCOME	1,202,157.	1,202,157.
PRIME FUND - CAPITAL RESERVES	82,158.	82,158.
ING GLOBAL REAL ESTATE	1,180,336.	1,180,336.
ALGER SPECTRA	1,968,696.	1,968,696.
BARON OPPORTUNITY FUND	1,736,099.	1,736,099.
BLACKROCK EQUITY DIVIDEND	1,922,519.	1,922,519.
EAGLE SMALL CAP GROWTH FUND	1,709,010.	1,709,010.
HARBOR INTERNATIONAL	1,930,092.	1,930,092.
JOHN HANCOCK DISCIPLINED VALUE	1,715,289.	1,715,289.
MFS INTNL. NEW DISCOVERY	1,454,116.	1,454,116.
TEMPLETON INSTL FDS FOREIGN	1,456,054.	1,456,054.
PIMCO COMMODITY REAL RETURN	1,176,833.	1,176,833.
OPPENHEIMER DEV MARKETS	1,534,144.	1,534,144.
TOTALS	<u>24,293,446.</u>	<u>24,293,446.</u>

COOPER FOUNDATION

47-0401230

ATTACHMENT 5

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
FEDERAL EXCISE TAX PAYABLE	2,210.
TOTALS	<u>2,210.</u>

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAINS

3,415,685.

TOTAL

3,415,685.

COOPER FOUNDATION

47-0401230

FORM 990RE, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BRAD KORELL 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TREASURER 2.00	1,650.	0	0
JACK CAMPBELL 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	CHAIR 2.00	1,700.	0	0
JANE HOOD 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,550.	0	0
LINDA CRUMP 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,800.	0	0
NORTON WARNER 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,450.	0	0

COOPER FOUNDATION

47-0401230

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RICHARD VIERK 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,700.	0	0
ROBERT NEFSKY 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	VICE CHAIR 2.00	1,700.	0	0
ELWOOD A. THOMPSON 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	PRESIDENT 40.00	118,418.	8,703.	0
KIM ROBAK 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,550.	0	0
GRAND TOTALS		131,518.	8,703.	0

COOPER FOUNDATION

47-0401230

ATTACHMENT 8

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

COOPER FOUNDATION
870 WELLS FARGO CENTER, 1248 O ST
LINCOLN, NE 68508
402-476-7571

COOPER FOUNDATION

47-0401230

FORM 990BE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEAR NEBRASKA OMAHA, NE	NONE PC	SUPPORT FOR CAPACITY-BUILDING RESOURCES	3,600
NEBRASKA SESQUICENTENNIAL COMMITTEE LINCOLN, NE	NONE PC	PLANNING AND DEVELOPMENT FOR THE NEBRASKA SESQUICENTENNIAL	15,000
NEBRASKA TRAILS FOUNDATION LINCOLN, NE	NONE PC	NORTH TRAIL BRIDGE IN WILDERNESS PARK	10,000
LINCOLN PUBLIC SCHOOLS LINCOLN, NE	NONE PC	FAMILY LITERACY PROGRAM	30,100
ELECTRONIC BEHAVIORAL HEALTH INFORMATION NETWORK LINCOLN, NE	NONE PC	RECOVERY BACKUP SITE FOR EBHIN'S ELECTRONIC DATA EXCHANGE PROGRAM FOR BEHAVIORAL HEALTH PROVIDERS	10,000
LINCOLN COMMUNITY FOUNDATION LINCOLN, NE	NONE PC	GIVE TO LINCOLN DAY 2014	10,000

ATTACHMENT 9

COOPER FOUNDATION

47-0401230

FORM 990PF, PART XVI CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEBRASKA APPLESEED CENTER FOR LAW IN THE PUB INT LINCOLN, NE	NONE PC	ENGAGING LOW INCOME PARENTS IN EDUCATION	10,000
NORTHEAST FAMILY CENTER LINCOLN, NE	NONE PC	OPERATIONAL SUPPORT FOR REORGANIZATION AND A TECHNOLOGY UPGRADE	4,000
FOUNDATION FOR LINCOLN CITY LIBRARIES LINCOLN, NE	NONE PC	PLANNING PROCESS FOR NEW MAIN LIBRARY	20,000
SCOTTSBLUFF NATIONAL MONUMENT GERING, NE	NONE PC	HISTORICAL RESEARCH FOR NEW EXHIBITS	5,000
UNL PLATINUS HUMANITIES ALLIANCE LINCOLN, NE	NONE PC	LOST WRITERS OF THE PLAINS	9,500
TOTAL CONTRIBUTIONS APPROVED			<u>127,200</u>

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

COOPER FOUNDATION

Employer identification number

47-0401230

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

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked	51,309.	47,323.		3,986.
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶				7 3,986.

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	3,021,869.	2,885,255.		136,614.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13 604,853.
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶				16 741,467.

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

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

030420 K923 5/7/2014 2:35:47 PM V 13-4.6F

60786

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17		3,986.
18	Net long-term gain or (loss):			
a	Total for year	18a		741,467.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		745,453.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 19, column (3) or b \$3,000 20 ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if • Either line 18b, col (2) or line 18c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.	

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34),	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero. 22			
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T), 23			
24	Add lines 22 and 23 24			
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶ 25			
26	Subtract line 25 from line 24. If zero or less, enter -0- 26			
27	Subtract line 26 from line 21. If zero or less, enter -0- 27			
28	Enter the smaller of the amount on line 21 or \$2,450 28			
29	Enter the smaller of the amount on line 27 or line 28 29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶ 30			
31	Enter the smaller of line 21 or line 26 31			
32	Subtract line 30 from line 26. 32			
33	Enter the smaller of line 21 or \$11,950. 33			
34	Add lines 27 and 30 34			
35	Subtract line 34 from line 33. If zero or less, enter -0- 35			
36	Enter the smaller of line 32 or line 35 36			
37	Multiply line 36 by 15%. ▶ 37			
38	Enter the amount from line 31 38			
39	Add lines 30 and 36 39			
40	Subtract line 39 from line 38. If zero or less, enter -0- 40			
41	Multiply line 40 by 20% ▶ 41			
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). 42			
43	Add lines 37, 41, and 42 43			
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). 44			
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). ▶ 45			

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013Attachment
Sequence No **12A**Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

COOPER FOUNDATION

Social security number or taxpayer identification number

47-0401230

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☒ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☐ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	OPPENHEIMER DEV MARKET			51,309.	47,323.			3,986.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked).				51,309.	47,323.			3,986.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

COOPER FOUNDATION

47-0401230

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

☒ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	ALGER SPECTA			190,294.	124,630.			65,664.
	BARON OPPORTUNITY FUND			202,800.	141,057.			61,743.
	BLACKROCK EQUITY DIVIDEND			89,674.	65,221.			24,453.
	EAGLE SMALL CAP GROWTH FUND			176,848.	118,011.			58,837.
	HARBOR INTERNATIONAL JOHN HANCOCK			63,552.	50,634.			12,918.
	DISCIPLINED VALUE			204,393.	118,951.			85,442.
	MFS INTERNATIONAL NEW DISCOVERY			35,568.	25,512.			10,056.
	TEMPLETON INSTL FDS FOREIGN			53,897.	40,522.			13,375.
	EMERGING MARKETS GROWTH ROYCE OPPORTUNITY FUND			1,670,907.	2012078.			-341,171.
	INSTL			243,348.	108,122.			135,226.
	EUROPACIFIC GROWTH FUND			79,138.	69,877.			9,261.
	CALAMOS GROWTH & INCOME PRIME FUND - CAPITAL RESERVES			11,450.	10,640.			810.
	2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶			3,021,869.	2885255.			136,614.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Lincoln/Lancaster County Grantmakers Application Form

6/6/2013

Each grantmaker is governed by its own board and maintains its own guidelines, priorities, and deadlines. It is important to contact each for specific requirements before submitting an application.

Provide the information in the order requested, and number and restate the headings. Submit the number of copies required by each grantmaker. Do not put proposals in binders, notebooks or other presentation packages. Do not send additional materials (articles, brochures letters, etc.) unless they contribute in an important way to our understanding. Call, write, fax or e-mail if you have questions.

Abel Foundation

Ross McCown, Vice President
1815 Y Street
Lincoln, NE 68508
Phone (402) 434-1212 Fax (402) 434-1799
rossm@nebcoinc.com
www.abelfoundation.org

Building Strong Families Fund

Deb Daily, Beatty Brasch
3901 N 27th St., Unit 1
Lincoln, NE 68521-4177
Phone (402) 476-4364 Fax (402) 476-4358
ddaily@buildingstrongfamiliesfund.org
bbrasch@buildingstrongfamiliesfund.org
www.buildingstrongfamiliesfund.org

Cooper Foundation

Art Thompson, President
Victoria Kovar, Senior Program Officer
1248 O Street, Suite 870
Lincoln, NE 68508
Phone (402) 476-7571 Fax (402) 476-2356
art@cooperfoundation.org
victoria@cooperfoundation.org
www.cooperfoundation.org

Duncan Family Trust

Connie Duncan
P.O. Box 81887
Lincoln, NE 68501-1887
Phone (402) 419-0070
connie.duncan@duncanaviation.com
www.duncanfamilytrust.org

Lincoln Community Foundation, Inc.

Sarah Peetz, Vice President for Community Outreach
215 Centennial Mall South, Rm. 100
Lincoln, NE 68508
Phone (402) 474-2345 Fax (402) 476-8532
sarahp@lcf.org
www.lcf.org

Foundation for Lincoln Public Schools

Sharon Wherry, President
P.O. Box 82889
Lincoln, NE 68501-2889
Phone (402) 436-1612 Fax (402) 436-1692
swherry@lps.org
www.FoundationForLPS.org

Woods Charitable Fund, Inc.*

Tom Woods, President
Angie Zmarzly, Kathy Steinauer Smith, Community
Investment Directors
1248 O Street, Suite 1130
Lincoln, NE 68508
Phone (402) 436-5971
twoods@woodscharitable.org
azmarzly@woodscharitable.org
kathy.steinauersmith@woodscharitable.org
www.woodscharitable.org

*Woods Charitable Fund uses a web-based application system. Although its questions are taken from this Form, slight changes in wording and formatting exist. Please contact the Fund to access the application system.

Lincoln/Lancaster County Grantmakers

Application Form 6/6/2013

Follow this format, and number and restate the headings.

Foundation Applied To: _____

Application Date: _____

Organization's Federal Tax I.D. Number: _____

I. ORGANIZATIONAL INFORMATION

A. Organization Name _____
(List fiscal agent for collaborations)

B. Address/9-digit Zip Code _____

C. Website _____

D. Chief Executive Officer _____

D.1. Telephone number _____ D.2. Fax _____

D.3. Email address _____

E. Contact Person and Title _____
(If other than the Chief Executive)

E.1. Telephone number _____ E.2. Fax _____

E.3. Email address _____

F. Purpose of Request

A brief summary of the amount requested and its purpose. Limit it to this space.

(Signature of Chairperson of the Board)

(Signature of the Chief Executive Officer)

Consult individual grantmakers' guidelines and instructions.

Lincoln/Lancaster County Grantmakers

Application Form 6/6/2013

Follow this format, and number and restate the headings.

II. PROPOSAL NARRATIVE: 10 Pages Maximum. Clarity and brevity are encouraged.

A. ORGANIZATION MISSION STATEMENT

B. FUNDING REQUEST

- 1 *Amount Requested*
- 2 *Objective & Effect...* State the objective(s) and the underlying need, problem or opportunity. Describe the effect and anticipated outcome(s).
- 3 *Who and how many will be served?* Include as much relevant information as is available, such as location, socio-economic status, ethnicity, gender, age, physical ability, and language.
- 4 *Partnerships.....* Discuss partnerships relevant to this proposal.
- 5 *Work Plan.....* Include key dates, activities, and actions.
- 6 *Evaluation Plan.....* State how proposed objective(s), activities and outcome(s) will be evaluated.

C. FINANCIAL PLAN

- 1 *Project Budget....* List sources & amounts of income, including this request, and their status (confirmed, pending, not yet applied for), and detailed expenses.
- 2 *Development Plan...* Outline your plan for funding this proposal now and, if applicable, in the future.
- 3 *Timing* State when funding would be needed.

D. BACKGROUND OF THE ORGANIZATION – FOR FIRST-TIME APPLICANTS ONLY

- 1 *History & Mission.* A brief description.
- 2 *Programs* Key programs not otherwise included in this application.

III. REQUIRED SUPPORTING MATERIAL

A. OPERATING BUDGET

For your current fiscal year and the year for which support is requested, if different (include sources and amounts of income for all years).

B. FINANCIAL REPORT

For the current period. Include income/expense statement and balance sheet.

C. REVIEW OF FINANCIAL STATEMENTS

Provide the highest level financial statement review available for the most recent complete fiscal year. (If your statements are not audited or reviewed indicate why and submit a balance sheet and income/expense statement for your organization's most recently completed fiscal year.)

D. IRS FORM 990

For the most recent complete fiscal year. Include Schedule A. (If you do not file with the I.R.S., indicate why.)

E. BOARD OF DIRECTORS & STAFF

Number and composition (ethnicity-gender) of each group. For board of directors, include addresses, phone numbers and affiliations.

F. IRS EXEMPTION LETTER

Provide the most recent letter confirming your agency's tax exempt status.

Grants Paid, 2013

5/1/2014

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes	Foundation Status of Recipient
Arts						
Flatwater Shakespeare Company <i>General operating support</i> \$ 5,000.00	1596	4/30/2013	\$5,000.00	Cooper Foundation	7842	PC
Haymarket Theatre <i>Funding for "Anne and Emmett" in Lincoln Public Schools</i> \$ 5,277.00	1667	12/17/2013	\$5,277.00	Cooper Foundation	8076	PC
Hear Nebraska <i>Band reschedule costs for Hear Lincoln Concert Series</i> \$ 200.00	1629	5/31/2013	\$200.00	Cooper Foundation	7885	PC
Joslyn Art Museum <i>Upgrade for Cooper Classroom</i> \$ 10,000.00	1640	10/22/2013	\$10,000.00	Cooper Foundation	8030	PC
Lincoln Chamber Foundation <i>Downtown concert series for summer 2013</i> \$ 7,000.00	1618	7/22/2013	\$7,000.00	Cooper Foundation	7958	PC
Lincoln Community Foundation <i>Patron Program marketing campaign for Lincoln Partners for Public Art Development</i> \$ 10,000.00	1661	12/17/2013	\$10,000.00	Cooper Foundation	8077	PC
Lincoln Community Playhouse <i>Harvey</i> \$ 1,800.00	1589	2/13/2013	\$1,800.00	Cooper Foundation	7783	PC

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes	Foundation Status of Recipient
Lincoln Symphony Orchestra General operating support \$ 10,000.00	1652	12/17/2013	\$10,000.00	Cooper Foundation	8078	PC
Lux Center for the Arts Community-oriented art projects and exhibitions \$ 10,000.00	1607	4/30/2013	\$10,000.00	Cooper Foundation	7846	PC
Meadowlark Music Festival General operating support for 2013 Festival \$ 10,000.00	1620	6/24/2013	\$10,000.00	Cooper Foundation	7919	PC
Metropolitan Opera/Nebraska Auditions Funding for Nebraska auditions \$ 1,000.00	1649	10/22/2013	\$1,000.00	Cooper Foundation	8032	PC
Mid-America Arts Alliance General operating \$ 20,000.00	1648	11/13/2013	\$20,000.00	Cooper Foundation	8049	PC
Vision Maker Media Funding for 2014 Vision Maker Film Festival \$ 4,500.00	1656	12/17/2013	\$4,500.00	Cooper Foundation	8084	PC
Nebraska Arts Council Development Corp. Maintenance for I-80 Sculptures \$ 10,500.00	1621	6/24/2013	\$10,500.00	Cooper Foundation	7921	PC
Nebraska Chamber Players The Pelican Project \$ 4,200.00	1663	12/17/2013	\$4,200.00	Cooper Foundation	8079	PC
Nebraska Cultural Endowment General operating support \$ 25,000.00	1658	12/20/2013	\$25,000.00	Cooper Foundation	8080	PC

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes	Foundation Status of Recipient
Nebraska Shakespeare Festival 2013 Shakespeare on Tour education production of Twelfth Night \$ 5,000.00	1623	7/22/2013	\$5,000.00	Cooper Foundation	7959	PC
Norfolk Arts Center Technology upgrades \$ 9,900.00	1610	4/30/2013	\$9,900.00	Cooper Foundation	7850	PC
University of Nebraska Lincoln, Lied Center for Performing Arts Beyond Performance Engaging Students through the Arts \$ 8,000.00	1644	11/13/2013	\$8,000.00	Cooper Foundation	8050	PC
			<hr/>			
			Total Arts (19 items)			
<u>Community Improvement</u>						
Community Services Fund 2012/2013 campaign \$ 4,700.00	1612	4/30/2013	\$4,700.00	Cooper Foundation	7841	PC
Leadership Lincoln To retire credit card debt \$ 20,000.00	1603	6/24/2013	\$20,000.00	Cooper Foundation	7917	PC
Lincoln Community Foundation Community Index \$ 5,000.00	1591	3/5/2013	\$5,000.00	Cooper Foundation	7799	PC
			<hr/>			
			Total Community Improvement (3 items)			

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes	Foundation Status of Recipient
Bellevue University <i>Scholarship</i> \$ 12,000.00	1424	6/24/2013	\$3,000.00	Cooper Foundation	7911	PC
Boys and Girls Club of Lincoln-Lancaster County <i>General operating support for programming at Park Middle School</i> \$ 5,000.00	1660	12/17/2013	\$5,000.00	Cooper Foundation	8075	PC
Bright Lights, Inc. <i>General operating support</i> \$ 10,000.00	1633	10/22/2013	\$10,000.00	Cooper Foundation	8026	PC
Chase County Schools Foundation <i>Memorial in honor of Babs Pribbeno</i> \$ 100.00	1666	11/22/2013	\$100.00	Cooper Foundation	8055 REPLACED -BQ88	
College of Saint Mary <i>Scholarship</i> \$ 12,000.00	1425	6/24/2013	\$3,000.00	Cooper Foundation	7912	PC
Doane College <i>Scholarship</i> \$ 12,000.00	1426	6/24/2013	\$3,000.00	Cooper Foundation	7914	PC
Hastings College <i>Scholarship</i> \$ 12,000.00	1427	6/24/2013	\$3,000.00	Cooper Foundation	7916	PC
Jewish Federation of Omaha <i>Part-time administrative and marketing assistant positions for Institute for Holocaust Education</i> \$ 20,000.00	1533	5/30/2013	\$10,000.00	Cooper Foundation	7873	PC

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes	Foundation Status of Recipient
Jewish Federation of Omaha <i>Administrative Assistant and Marketing/Communications Coordinator for Institute for Holocaust Education</i> \$ 10,000.00	1635	10/22/2013	\$10,000.00	Cooper Foundation	8029	PC
Junior Achievement of Lincoln, Inc. <i>JA Economics for Success program in 30 middle school classes in Lincoln</i> \$ 5,000.00	1602	4/30/2013	\$5,000.00	Cooper Foundation	7843	PC
Lincoln Literacy <i>General operating support</i> \$ 10,000.00	1605	4/30/2013	\$10,000.00	Cooper Foundation	7853	PC
Lincoln Parks and Recreation Foundation <i>Revitalizing Nebraska's Centennial Mall</i> \$ 25,000.00	1645	10/22/2013	\$25,000.00	Cooper Foundation	8031	PC
Lincoln Public Schools <i>Hear to Learn</i> \$ 10,000.00	1606	7/2/2013	\$10,000.00	Cooper Foundation	7936	PC
Midland University <i>Scholarship</i> \$ 12,000.00	1428	6/24/2013	\$3,000.00	Cooper Foundation	7920	PC
Nebraska Wesleyan University <i>Scholarship</i> \$ 12,000.00	1429	6/24/2013	\$3,000.00	Cooper Foundation	7922	PC
Nebraska Wesleyan University <i>Training and mentoring for faculty</i> \$ 17,000.00	1654	12/17/2013	\$17,000.00	Cooper Foundation	8081	PC

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes	Foundation Status of Recipient
Nebraskans for Civic Reform Civic Engagement Program Director position \$ 10,000.00	1609	9/30/2013	\$10,000.00	Cooper Foundation	8001	PC
Planned Parenthood of the Heartland Support for pregnancy and STI prevention education programs \$ 10,000.00	1657	12/17/2013	\$10,000.00	Cooper Foundation	8082	PC
University of Nebraska Lincoln, Model United Nations Funding for annual conference \$ 1,200.00	1664	12/17/2013	\$1,200.00	Cooper Foundation	8085	PC
University of Nebraska Lincoln, E.N. Thompson Forum on World Issues Thompson Family Fund 2013 \$ 16,384.00	1665	12/17/2013	\$16,384.00	Thompson Family Fund	8083	PC
University of Nebraska Lincoln, E.N. Thompson Forum on World Issues Campaign for Nebraska \$ 400,000.00	1387	12/18/2013	\$40,000.00	Cooper Foundation	8086	PC
Total Education (21 items)			\$197,684.00			
<u>Environment</u>						
Lincoln Parks and Recreation Foundation Salt Valley Greenway & Prairie Corridor \$ 10,000.00	1565	5/30/2013	\$10,000.00	Cooper Foundation	7874	PC
National Audubon Society General operating support for Spring Creek Prairie \$ 7,500.00	1597	4/30/2013	\$7,500.00	Cooper Foundation	7854	PC

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes	Foundation Status of Recipient
Nebraska Land Trust Salary support for Stewardship Associate \$ 10,000.00	1622	7/25/2013	\$10,000.00	Cooper Foundation	7961	PC
Nebraska Water Center Foundation Educational programming \$ 25,000.00	1150	3/5/2013	\$5,000.00	Cooper Foundation	7800	PC
Total Environment (4 items)			\$32,500.00			
Human Services						
El Centro de Las Americas General operating support \$ 10,000.00	1600	7/22/2013	\$10,000.00	Cooper Foundation	7957	PC
Arc of Nebraska General operating support \$ 5,000.00	1560	6/24/2013	\$5,000.00	Cooper Foundation	7924	PC
Asian Community & Cultural Center General operating support \$ 10,000.00	1594	4/30/2013	\$10,000.00	Cooper Foundation	7839	PC
CASA for Lancaster County Support for the Volunteer Coordinator position \$ 10,000.00	1598	8/6/2013	\$10,000.00	Cooper Foundation	7970	PC
Center for Legal Immigration Assistance General operating support \$ 10,000.00	1601	4/30/2013	\$5,000.00	Cooper Foundation	7840	PC
Center for Legal Immigration Assistance General operating support \$ 10,000.00	1601	10/22/2013	\$5,000.00	Cooper Foundation	8027	PC

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes	Foundation Status of Recipient
CenterPointe, Inc. <i>General operating funding to support development</i> \$ 10,000.00	1636	10/22/2013	\$10,000.00	Cooper Foundation	8028	PC
Community Action Partnership <i>Individual Development Account program</i> \$ 15,000.00	1434	8/6/2013	\$7,250.00	Cooper Foundation	7972	PC
Community CROPS <i>General operating support</i> \$ 10,000.00	1613	6/24/2013	\$10,000.00	Cooper Foundation	7913	PC
Legal Aid of Nebraska <i>Access to Justice Self Help Center of Lincoln</i> \$ 10,000.00	1604	4/30/2013	\$10,000.00	Cooper Foundation	7844	PC
Lincoln/Lancaster County Human Services Federation <i>Second year support for capacity building with multiple agencies</i> \$ 11,950.00	1616	6/24/2013	\$11,950.00	Cooper Foundation	7918	PC
Malone Community Center <i>General operating support</i> \$ 15,000.00	1555	4/30/2013	\$7,500.00	Cooper Foundation	7847	PC
Mediation Center <i>General operating support</i> \$ 7,500.00	1608	4/30/2013	\$7,500.00	Cooper Foundation	7848	PC
Nebraska Domestic Violence Sexual Assault Coalition <i>Statewide database system</i> \$ 10,000.00	1524	8/6/2013	\$10,000.00	Cooper Foundation	7974	PC

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes	Foundation Status of Recipient
Northeast Family Center <i>Operational support for reorganization and a technology upgrade.</i> \$ 10,000.00	1631	10/22/2013	\$6,000.00	Cooper Foundation	8033	PC
United Way of Lincoln/Lancaster County <i>2013 United Way Campaign</i> \$ 16,530.00	1650	10/22/2013	\$16,530.00	Cooper Foundation	8034	PC
Voices of Hope <i>General operating support</i> \$ 10,000.00	1611	4/30/2013	\$10,000.00	Cooper Foundation	7851	PC
Total Human Services (17 items)			\$151,730.00			
Humanities						
Willa Cather Pioneer Memorial and Educational Foundation <i>Second-year support for Development Director position, amended Sept 2013 to apply to a Development/Marketing Assistant.</i> \$ 10,000.00	1599	4/30/2013	\$10,000.00	Cooper Foundation	7852	PC
Durham Museum <i>Nebraska Learning Connection distance learning program</i> \$ 10,000.00	1614	7/22/2013	\$10,000.00	Cooper Foundation	7956	PC
Legacy of the Plains <i>Interpretive plan, collections management plan, exhibit floor plan, site plan, and exhibit concept renderings for new museum</i> \$ 10,000.00	1617	8/6/2013	\$10,000.00	Cooper Foundation	7973	PC

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes	Foundation Status of Recipient
Panhandle Resource Conservation & Development, Inc. <i>Support for the 14th Intertribal Gathering at Fort Robinson State Park</i> \$ 2,500.00	1625	6/24/2013	\$2,500.00	Cooper Foundation	7923	PC
Scottsbluff National Monument (fiscal agent Colorado State University) <i>Historical research for new exhibits</i> \$ 10,000.00	1626	8/6/2013	\$5,000.00	Cooper Foundation	7975	PC
<i>Total Humanities</i> (5 items)			<u>\$37,500.00</u>			
Grand Total (69 items)			<u>\$606,491.00</u>			