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Return of Private Foundation

OMB No. 1545-0052

Department of the Treasury
Internal Revenue Service

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation THE WARREN AND KATHERINE COOPERSMITH FOUNDATION		A Employer identification number 35-6802747
Number and street (or P.O. box number if mail is not delivered to street address) 625 SOUTH FAIR OAKS AVENUE	Room/suite 360	B Telephone number (626) 441-5188
City or town, state or province, country, and ZIP or foreign postal code SOUTH PASADENA, CA 91030		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 checked="" 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) \$ 2,103,067.	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		34,562.		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					
4 Dividends and interest from securities		45,769.	39,903.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		83,980.			
b Gross sales price for all assets on line 6a		271,826.			
7 Capital gain net income (from Part IV, line 2)			83,980.		
8 POSTMARK RECEIVED					
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		164,311.	123,883.		
13 Compensation of officers, directors, trustees, etc		19,775.	5,764.		6,591.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		2,173.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 3		3,393.	849.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		29.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		25,370.	6,613.		6,591.
25 Contributions, gifts, grants paid		78,720.			78,720.
26 Total expenses and disbursements. Add lines 24 and 25		104,090.	6,613.		85,311.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		60,221.			
b Net investment income (if negative, enter -0-)			117,270.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	16,956.	15,482.	15,482.
	2 Savings and temporary cash investments	15,211.	20,245.	18,389.
	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	100,111.	119,961.	131,315.
	b Investments - corporate stock STMT 7	1,080,888.	1,128,197.	1,706,892.
	c Investments - corporate bonds STMT 8	237,179.	226,681.	230,989.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,450,345.	1,510,566.	2,103,067.	
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 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <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	1,450,345.	1,510,566.	
	30 Total net assets or fund balances	1,450,345.	1,510,566.	
	31 Total liabilities and net assets/fund balances	1,450,345.	1,510,566.	

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)	1,450,345.
2 Enter amount from Part I, line 27a	60,221.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	1,510,566.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,510,566.

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 PUBLICLY TRADED SECURITIES				
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 271,826.		187,846.	83,980.	
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			83,980.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		2		83,980.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3		N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	84,550.	1,773,659.	.047670
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
2 Total of line 1, column (d)			.192602
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			.038520
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			1,954,087.
5 Multiply line 4 by line 3			75,271.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,173.
7 Add lines 5 and 6			76,444.
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.			85,311.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,173.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,173.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	1,173.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,280.	
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	1,280.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	107.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 107. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

<p>1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?</p> <p>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</p> <p>c Did the foundation file Form 1120-POL for this year?</p> <p>d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.</p> <p>e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.</p> <p>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</p> <p>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</p> <p>4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?</p> <p>b If "Yes," has it filed a tax return on Form 990-T for this year?</p> <p>5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.</p> <p>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?</p> <p>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</p> <p>8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> FL</p> <p>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</p> <p>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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV</p> <p>10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses</p>	<table border="1" style="width:100%"> <thead> <tr> <th></th> <th>Yes</th> <th>No</th> </tr> </thead> <tbody> <tr><td>1a</td><td></td><td align="center">X</td></tr> <tr><td>1b</td><td></td><td align="center">X</td></tr> <tr><td>1c</td><td></td><td align="center">X</td></tr> <tr><td>2</td><td></td><td align="center">X</td></tr> <tr><td>3</td><td></td><td align="center">X</td></tr> <tr><td>4a</td><td></td><td align="center">X</td></tr> <tr><td>4b</td><td></td><td></td></tr> <tr><td>5</td><td></td><td align="center">X</td></tr> <tr><td>6</td><td align="center">X</td><td></td></tr> <tr><td>7</td><td align="center">X</td><td></td></tr> <tr><td>8b</td><td align="center">X</td><td></td></tr> <tr><td>9</td><td></td><td align="center">X</td></tr> <tr><td>10</td><td></td><td align="center">X</td></tr> </tbody> </table>		Yes	No	1a		X	1b		X	1c		X	2		X	3		X	4a		X	4b			5		X	6	X		7	X		8b	X		9		X	10		X
	Yes	No																																									
1a		X																																									
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10		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? Website address ► N/A	13	X	
14	The books are in care of ► JULIE LYTLE NESBIT, WHITTIER TRUST Telephone no. ► (626) 441-5188 Located at ► 625 S. FAIR OAKS AVE., #360, SOUTH PASADENA, CA ZIP+4 ► 91030			
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 2014, 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 FinCEN Form 114, (formerly 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 checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	1b	X
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____ , _____ , _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 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 2014) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)?

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 2.00	0.	0.	0.
WARREN COOPERSMITH 625 SOUTH FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE-PRESIDENT 2.00	0.	0.	0.
JULIE LYTTLE NESBIT 625 SOUTH FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	SECRETARY, TREASURER 2.00	19,775.	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

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FOUNDATION

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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. 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	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 0.

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Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,968,363.
b	Average of monthly cash balances	1b	15,482.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,983,845.
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	1,983,845.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,758.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,954,087.
6	Minimum investment return. Enter 5% of line 5	6	97,704.

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	97,704.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,173.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,173.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	96,531.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	96,531.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	96,531.

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	85,311.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	85,311.
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	1,173.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	84,138.

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.

**THE WARREN AND KATHERINE COOPERSMITH
FOUNDATION**

Form 990-PF (2014)

35-6802747 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				96,531.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			61,088.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 85,311.				
a Applied to 2013, but not more than line 2a			61,088.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				24,223.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				72,308.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section
- ☐
- 4942(j)(3) or
- ☐
- 4942(j)(5)

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

[illegible]

- 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.

- 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(i)(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(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 9

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

NONE

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

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

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

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

- c Any submission deadlines:

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

**THE WARREN AND KATHERINE COOPERSMITH
FOUNDATION**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
BARKER FOUNDATION, INC. 7979 OLD GEORGETOWN ROAD BETHESDA, MD 20814		170(B)(1)	PROGRAM SUPPORT	5,000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037		509(A)(2)	HAND-ON-SCIENCE CAMP SCHOLARSHIPS	15,120.
CHILD SHUTTLE 420 SOUTH EUCLID, SUITE #116 ANAHEIM, CA 92802		SERVICE PROVIDER	TRANSPORTATION FOR PARTICIPANTS IN HANDS ON SCIENCE CAMP	2,600.
CHOICES, COUNCIL ON DOMESTIC VIOLENCE FOR PAGE COUNTY, INC. 216 WEST MAIN STREET LURAY, VA 22835		170(B)(1)	SUPPORT OUTREACH AND EDUCATION TO GRADES PRE-K THROUGH H.S., YOUTH GROUPS, 4-H, G & B SCOUTS, BIBLE SCHOOL	16,000.
COMBAT SOLDIER RECOVERY FUND 3804 WILLIAMS LANE CHEVY CHASE, MD 20815		170(B)(1)	GENERAL OPERATING SUPPORT	2,000.
Total	SEE CONTINUATION SHEET(S)			78,720.
b Approved for future payment				
NONE				
Total				0.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	45,769.	
		18	83,980.	
	0.		129,749.	0.
			13	129,749.

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
------------------	--

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

[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.

Signature of officer or trustee

Date _____

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instr)?

<input checked="checked" type="checkbox"/> Yes	<input type="checkbox"/> No
--	-----------------------------

**Paid
Preparer
Use Only**

Print/Type preparer's name

ERIC COHEN, CPA

Preparer's signature

Date	
------	--

Check ☐ self-employed

PTIN

Firm's name ► E. COHEN AND COMPANY, CPAS

Firm's EIN ▶	52-1754364
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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.

OMB No 1545-0047

2014

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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) (2014)

Name of organization THE WARREN AND KATHERINE COOPERSMITH FOUNDATION	Employer identification number 35-6802747
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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 & KATHERINE COOPERSMITH</u> <u>625 SOUTH FAIR OAKS AVENUE, SUITE 360</u> <u>SOUTH PASADENA, CA 91030</u>	\$ <u>34,562.</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)

Employer identification number

35-6802747

[illegible]

Name of organization

Employer identification number

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

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info 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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

35-6802747

3 Grants and Contributions Paid During the Year (Continuation)

423631
05-01-14

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.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WHITTIER TRUST COMPANY	45,769.	0.	45,769.	39,903.	
TO PART I, LINE 4	45,769.	0.	45,769.	39,903.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,173.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,173.	0.		0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	2,544.	0.		0.
FOREIGN TAX PAID	849.	849.		0.
TO FORM 990-PF, PG 1, LN 18	3,393.	849.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PENALTY	29.	0.		0.
TO FORM 990-PF, PG 1, LN 23	29.	0.		0.

REASON FOR AMENDED RETURN

PART X'S REPORTING OF THE AVERAGE FAIR MARKET VALUE OF THE FOUNDATION'S ASSETS WAS NOT COMPLETED IN FULL ON THE ORIGINAL RETURN. THIS AFFECTED THE AMOUNTS TO BE REPORTED IN PARTS XI AND XIII, WHICH HAVE ALSO BEEN UPDATED.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BONDS - SEE ATTACHED	X		19,891.	19,878.
MUNICIPAL BONDS - SEE ATTACHED		X	100,070.	111,437.
TOTAL U.S. GOVERNMENT OBLIGATIONS			19,891.	19,878.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			100,070.	111,437.
TOTAL TO FORM 990-PF, PART II, LINE 10A			119,961.	131,315.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED	1,128,197.	1,706,892.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,128,197.	1,706,892.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED	226,681.	230,989.
TOTAL TO FORM 990-PF, PART II, LINE 10C	226,681.	230,989.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	9
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NAME OF MANAGER

KATHERINE COOPERSMITH
WARREN COOPERSMITH

For the Account of:
THE WARREN AND KATHERINE COOPERSMITH FOUNDATION

Account Number: 52 00 5120 0 0Y
Date: DECEMBER 31, 2014



Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	CASH		0.00	0.00		
	CASH EQUIVALENTS					
	MISC CASH EQUIV-TAXABLE					
18,388.81	BLACKROCK TREAS	1.000	18,388.81	18,388.81	0	0.00
	TOTAL CASH EQUIVALENTS		18,388.81	18,388.81	0	0.00
	FIXED INCOME SECURITIES					
	U.S. TREASURY BONDS & NOTES					
20,000	UNITED STATES TREAS NTS NOTE 1 500%10/31/19	99.391	19,890.63	19,878.20	300	1.51
	MUNICIPAL BONDS&NOTES TAXABLE					
50,000	METROPOLITAN TRANS 4.813% DUE 11/15/18	109.211	50,491.19	54,605.50	2,407	4.41
50,000	SAN FRANCISCO CALIF CITY 7% DUE 08/01/2019	113.663	49,578.70	56,831.50	3,500	6.16
	TOTAL MUNICIPAL BONDS&NOTES TAXABLE		100,069.89	111,437.00	5,907	5.30
	CORPORATE BONDS & NOTES					
75,000	BANK AMER CORP MTNF 2.000% 1/11/18	99.924	75,067.50	74,943.00	1,500	2.00
50,000	GENERAL ELEC CAP CORP MTN BE MTNF 2.900% 1/09/17	103.483	49,962.95	51,741.50	1,450	2.80
50,000	GOLDMAN SACHS GROUP INC NOTE 5.625% 1/15/17	107.260	51,675.95	53,630.00	2,813	5.24
50,000	WELLS FARGO CO MTN BE MTNF 3.450% 2/13/23	101.349	49,974.28	50,674.50	1,725	3.40
	TOTAL CORPORATE BONDS & NOTES		226,680.68	230,989.00	7,488	3.24
	PREFERRED STOCK					
1,887	US BANCORP DEL DEP SHS REP G	27.120	50,005.50	51,175.44	2,831	5.53
50	WELLS FARGO & CO NEW PERP PFD CNV A	1214.730	53,675.00	60,736.50	3,750	6.17
	TOTAL PREFERRED STOCK		103,680.50	111,911.94	6,581	5.88

For the Account of:
THE WARREN AND KATHERINE COOPERSMITH FOUNDATION

Account Number: 52 00 5120 0 0Y
Date: DECEMBER 31, 2014



Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
TOTAL FIXED INCOME SECURITIES			450,321.70	474,216.14	20,276	4.28
EQUITIES			<div>Detail beginning on page 4</div>			
US LARGE CAP EQUITIES						
1	CORPORATE AMERICA	794181 330	560,640 60	794,181 33	14,994	1 89
150	AUTOMATIC DATA PROCESSING INCOME	83 370	5,767 35	12,505 50	294	2 35
400	BERKSHIRE HATHAWAY INC DEL CL B NEW	150 150	31,956 00	60,060 00	0	0 00
62	CELGENE CORP	111 860	1,693 53	6,935 32	0	0 00
305	COMCAST CORP	58 010	4,345 03	17,693 05	275	1 55
315	GILEAD SCIENCES INC	94 260	5,635 87	29,691 90	0	0 00
40	GOOGLE INC CL A	530 660	11,787 77	21,226 40	0	0 00
394	LOWE'S COS	68 800	8,168 14	27,107 20	362	1 34
85	MYLAN INC	56 370	1,509 60	4,791 45	0	0 00
492	SPDR TR S&P 500	205 540	52,068 20	101,125 68	1,887	1 87
100	ST JUDE MED INC	65 030	3,456 62	6,503 00	108	1 66
TOTAL US LARGE CAP EQUITIES			687,028.71	1,081,820.83	17,920	1.66
US SMALL AND MID-CAP EQUITIES						
1,500	B & G FOODS INC NEW	29 900	10,471 57	44,850 00	2,040	4 55
400	F M C CORP COM NEW	57 030	9,518 10	22,812 00	240	1 05
278	MIDCAP SPDR TR UNIT SER 1	263 970	35,052 80	73,383 66	861	1 17
600	STERICYCLE INC	131 080	28,372 59	78,648 00	0	0 00
800	VANGUARD INDEX FDS SM CP VAL ETF	105 770	51,099 28	84,616 00	1,495	1 77
TOTAL US SMALL AND MID-CAP EQUITIES			134,514.34	304,309.66	4,636	1.52

For the Account of:
THE WARREN AND KATHERINE COOPERSMITH FOUNDATION

Account Number: 52 00 5120 0 0Y
Date: DECEMBER 31, 2014



Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
NON-US EQUITIES						
350	SIEMENS A G SPONSORED ADR	112 000	32,431 00	39,200 00	1,045	2 67
1,200	VGRD FTSE ALL WORLD ETF	46 860	52,003 68	56,232 00	1,981	3 52
2,834	VANGUARD EMERGING MARKET EQUITY ETF	40 020	120,391 97	113,416 68	3,239	2 86
TOTAL NON-US EQUITIES			204,826.65	208,848.68	6,265	3.00
TOTAL EQUITIES			1,026,369.70	1,594,979.17	28,821	1.81
GRAND TOTAL			1,495,080.21	2,087,584.12	49,097	2.35

Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
CASH						
	INCOME CASH		0 00	0 00		
	PRINCIPAL CASH		0 00	0 00		
	TOTAL CASH		0.00	0.00		
CASH EQUIVALENTS						
MISC CASH EQUIV-TAXABLE						
1,853 57	BLACKROCK TREAS	1 000	1,853 57	1,853 57	0	0 00
	TOTAL CASH EQUIVALENTS		1,853.57	1,853.57	0	0.00
EQUITIES						
US LARGE CAP EQUITIES						
118	TE CONNECTIVITY LTD REG SHS	63 250	7,259 23	7,463 50	137	1 83
226	ABBOTT LABS	45 020	5,360 62	10,174 52	217	2 13
46	AMAZON COM INC	310 350	8,317 32	14,276 10	0	0 00
171	AMERICAN ELEC PWR INC	60 720	7,328 02	10,383 12	363	3 49
124	AMERICAN TOWER CORP NEW	98 850	9,006 90	12,257 40	188	1 54
58	ANTHEM, INC	125 670	4,089 02	7,288 86	102	1 39
343	APPLE COMPUTER INC	110 380	12,671 94	37,860 34	645	1 70
110	BERKSHIRE HATHAWAY INC DEL CL B NEW	150 150	13,702 20	16,516 50	0	0 00
22	BLACKROCK INC CL A	357 560	5,203 28	7,866 32	170	2 16
39	CF INDS HLDGS INC	272 540	10,009 80	10,629 06	234	2 20
112	CVS CORP	96 310	5,212 32	10,786 72	157	1 45
161	CAPITAL ONE FINL CORP	82 550	12,422 71	13,290 55	193	1 45
185	CATERPILLAR INC DEL	91 530	16,003 73	16,933 05	518	3 06
160	CHEVRON CORP	112 180	12,566 85	17,948 80	685	3 82

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Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
264	CITIGROUP INC COM NEW	54 110	13,609 09	14,285 04	11	0 07
142	EOG RES INC	92 070	13,150 59	13,073 94	95	0 73
231	EXXON MOBIL CORP	92 450	16,946 81	21,355 95	638	2 99
576	FIFTH THIRD BANCORP	20 375	13,305 43	11,736 00	300	2 55
798	FORD MOTOR COMPANY	15 500	7,437 28	12,369 00	399	3 23
246	GILEAD SCIENCES INC	94 260	4,766 91	23,187 96	0	0 00
15	GOOGLE INC CL A	530 660	4,405 43	7,959 90	0	0 00
15	GOOGLE INC CL C	526 400	4,394 35	7,896 00	0	0 00
157	HONEYWELL INTL INC	99 920	9,260 22	15,687 44	325	2 07
54	INTERNATIONAL BUSINESS MACHS	160 440	10,549 87	8,663 76	238	2 74
461	J P MORGAN CHASE & CO	62 580	20,915 78	28,849 38	738	2 56
121	JOHNSON & JOHNSON	104 570	7,975 11	12,652 97	339	2 68
244	LORILLARD INC	62 940	10,868 44	15,357 36	600	3 91
234	LOWE'S COS	68 800	11,985 40	16,099 20	215	1 34
116	MCKESSON CORP	207 580	8,297 28	24,079 28	111	0 46
500	MONDELEZ INTL INC CL A	36 325	13,340 81	18,162 50	300	1 65
153	MYLAN INC	56 370	4,202 62	8,624 61	0	0 00
225	NIKE INC CL B	96 150	10,972 01	21,633 75	252	1 16
180	NORFOLK SOUTHERN CORP	109 610	13,734 41	19,729 80	410	2 08
425	ORACLE CORP	44 970	10,733 25	19,112 25	204	1 07
185	PAYCHEX INC	46 170	7,255 02	8,541 45	281	3 29
93	PEPSICO INC	94 560	8,799 39	8,794 08	244	2 77
471	PFIZER INC	31 150	12,662 79	14,671 65	528	3 60
180	PROCTER & GAMBLE CO	91 090	10,745 30	16,396 20	463	2 83
154	PRUDENTIAL FINL INC	90 460	13,296 50	13,930 84	357	2 56
132	QUALCOMM INC	74 330	7,431 59	9,811 56	222	2 26

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Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
288	SPDR TR S&P 500	205 540	36,508 34	59,195 52	1,104	1 87
160	SCHLUMBERGER LTD	85 410	10,520 59	13,665 60	256	1 87
195	STARBUCKS CORP	82 050	10,958 68	15,999 75	250	1 56
115	3M CO	164 320	10,130 57	18,896 80	472	2 50
215	VERIZON COMMUNICATIONS	46 780	10,295 79	10,057 70	473	4 70
83	VISA INC COM CL A	262 200	12,434 45	21,762 60	159	0 73
73	VMWARE INC CL A COM	82 520	7,161 94	6,023 96	0	0 00
93	WAL MART STORES INC	85 880	6,324 04	7,986 84	179	2 24
	TOTAL US LARGE CAP EQUITIES		504,530.02	739,925.48	13,772	1.86
	US SMALL AND MID-CAP EQUITIES					
520	ACTIVISION BLIZZARD INC	20 150	11,320 87	10,478 00	104	0 99
222	AMERICAN WTR WKS CO INC NEW	53 300	6,253 06	11,832 60	275	2 33
100	CERNER CORP	64 660	6,227 00	6,466 00	0	0 00
	TOTAL US SMALL AND MID-CAP EQUITIES		23,800.93	28,776.60	379	1.32
	NON-US EQUITIES					
176	EATON CORP PLC SHS	67 960	13,500 75	11,960 96	345	2 88
76	LYONDELLBASELL INDUSTRIES N SHS - A -	79 390	6,864 40	6,033 64	213	3 53
119	BHP BILLITON LTD SPONSORED ADR	47 320	10,090 93	5,631 08	288	5 11
	TOTAL NON-US EQUITIES		30,456.08	23,625.68	846	3.58
	TOTAL EQUITIES		558,787.03	792,327.76	14,997	1.89
	GRAND TOTAL		560,640.60	794,181.33	14,997	1.89