Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: MAX AND LORAYNE COOPER FOUNDATION

A Employer identification number: 54-6828582

Number and street (or P O box number if mail is not delivered to street address): 121 SUMMIT PARKWAY

Room/suite:

B Telephone number (see instructions): (205) 942-0451

City or town, state or province, country, and ZIP or foreign postal code: BIRMINGHAM, AL 35209

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 8,365,368.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	226,461.	226,461.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	175,824.			
	b Gross sales price for all assets on line 6a 2,889,218.				
	7 Capital gain net income (from Part IV, line 2)		175,824.		
	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) ATCH 2	11,615.	11,615.		
	12 **Total.** Add lines 1 through 11	413,900.	413,900.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	100,000.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) [3]	51,237.	51,237.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	2,509.	2,509.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	153,746.	53,746.		
	25 Contributions, gifts, grants paid	250,000.			250,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	403,746.	53,746.		250,000.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	10,154.			
	b **Net investment income** (if negative, enter -0-)		360,154.		
	c **Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2014)

24

		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	398,657.	496,669.	496,669.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 13,889.			
		Less allowance for doubtful accounts ▶	4,070.	13,889.	13,889.
	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			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 5	2,983,650.	3,396,275.	3,793,925.
	c	Investments - corporate bonds (attach schedule) ATCH 6	4,690,510.	4,180,208.	4,060,885.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	8,076,887.	8,087,041.	8,365,368.
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☒ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	8,076,887.	8,087,041.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☐ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	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)	8,076,887.	8,087,041.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,076,887.	8,087,041.	

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	8,076,887.
2	Enter amount from Part I, line 27a	2	10,154.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,087,041.
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	8,087,041.

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

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	175,824.
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))
2013	500.	4,294,075.	0.000116
2012			
2011			
2010			
2009			

2	Total of line 1, column (d)	2	0.000116
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	0.000116
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	8,196,194.
5	Multiply line 4 by line 3	5	951.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,602.
7	Add lines 5 and 6	7	4,553.
8	Enter qualifying distributions from Part XII, line 4	8	250,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	3,602.
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	3,602.
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	3,602.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 1,546.		
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	1,546.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,056.
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 2015 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0 (2) On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ MAX COOPER Telephone no ▶ 205-942-0451

Located at ▶ 121 SUMMIT PARKWAY HOMEWOOD, AL ZIP+4 ▶ 35209

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

			Yes	No
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?	16		X
	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 ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.					**Yes**	**No**
1a During the year did the foundation (either directly or indirectly)						
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes	☐ No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No				
(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No				
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?				1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐						
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes	☒ No				
If "Yes," list the years ▶ ___, ___, ___, ___						
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)				2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ___, ___, ___, ___						
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No				
b If "Yes," did it have excess business holdings in 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)*				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)? **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? . . . . ☐ 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? **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 (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		100,000.	0	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				

Total number of other employees paid over $50,000. . . . . ▶

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
NOT APPLICABLE		0

Total number of others receiving over $50,000 for professional services ▶

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 NOT APPLICABLE	
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 ▶	

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	7,853,207.
b	Average of monthly cash balances	1b	467,802.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,321,009.
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	8,321,009.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	124,815.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,196,194.
6	**Minimum investment return.** Enter 5% of line 5	6	409,810.

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	409,810.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	3,602.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,602.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	406,208.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	406,208.
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	406,208.

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	250,000.
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	250,000.
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	3,602.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	246,398.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				406,208.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			212,663.	
b Total for prior years 20 12 ,20 11 ,20 10				
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 ▶ $ 250,000.				
a Applied to 2013, but not more than line 2a			212,663.	
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 2014 distributable amount				37,337.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 *(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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				368,871.
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
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) NOT APPLICABLE

1a 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

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

MAX COOPER

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

ATCH 9

c Any submission deadlines

NONE

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

NONE

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*				
ATCH 10				
Total . . . . . ▶ 3a				250,000.
b *Approved for future payment*				
Total . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	226,461.	
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			14	11,615.	
8 Gain or (loss) from sales of assets other than inventory			18	175,824.	
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)				413,900.	

13 **Total** Add line 12, columns (b), (d), and (e) . . . 13 413,900.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

▶ Max Cooper | 5/14/15 | ▶ Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name Carol L. Yednak	Preparer's signature	Date 5/13/2015	Check ☐ if self-employed	PTIN P00952586
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶13-4008324	
Firm's address ▶ 569 BROOKWOOD VILLAGE STE 851 BIRMINGHAM, AL 35209			Phone no 205-414-4000	

MAX AND LORAYNE COOPER FOUNDATION 54-6828582

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)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					61,922.	
		MB FINANCIAL 8500 - ST COVERED					VAR	VAR
5,456.		5,812.					-356.	
		DIRECTV HLDGS					07/30/2013	04/24/2014
50,935.		52,327.					-1,392.	
		MB FINANCIAL 8400 - ST COVERED					VAR	VAR
2,390,447.		2,281,667.					108,780.	
		MB FINANCIAL 8400 - LT COVERED					VAR	VAR
128,641.		113,407.					15,234.	
		PETROHAWK ENERGY					VAR	08/15/2014
96,817.		99,247.					-2,430.	
		CVS CAREMARK CORP					09/05/2013	09/15/2014
80,000.		83,469.					-3,469.	
		MORGAN STANLEY					09/05/2013	11/15/2014
75,000.		77,465.					-2,465.	
TOTAL GAIN(LOSS)							175,824.	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MB FINANCIAL 8500 - DIVIDENDS	12,314.	12,314.
MB FINANCIAL 8500 - INTEREST	15,410.	15,410.
MB FINANCIAL 8400 - DIVIDENDS	137,778.	137,778.
MB FINANCIAL 8400 - INTEREST	63,958.	63,958.
MB FINANCIAL 8500 - ACCRUED INTEREST	-2,999.	-2,999.
TOTAL	226,461.	226,461.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	11,615.	11,615.
TOTALS	11,615.	11,615.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AGENCY FEES - 8400	40,841.	40,841.
AGENCY FEES - 8500	10,396.	10,396.
TOTALS	51,237.	51,237.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES - 8400		2,182.	2,182.
FOREIGN TAXES - 8500		327.	327.
	TOTALS	2,509.	2,509.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 8500		
ACCOUNT 8400, SEE ATTACHMENT A	3,396,275.	3,793,925.
TOTALS	3,396,275.	3,793,925.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 8500 ACCOUNT 8400, SEE ATTACHMENT A	4,180,208.	4,060,885.
TOTALS	4,180,208.	4,060,885.

MAX AND LORAYNE COOPER FOUNDATION 54-6828582

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MAX COOPER 121 SUMMIT PARKWAY HOMEWOOD, AL 35209	TRUSTEE	0	0	0
MARTIN SOLOMON 1160 BEACON STREET BROOKLINE, MA 02246	TRUSTEE	50,000.	0	0
SAM DIPIAZZA 112 E. 74TH STREET NEW YORK, NY 10021	TRUSTEE	50,000.	0	0
	GRAND TOTALS	100,000.	0	0

ATTACHMENT 8

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

MAX COOPER
121 SUMMIT PRKWY HOMEWOOD, AL 35209
205-942-0451

ATTACHMENT 9

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

APPLICATIONS SHOULD BE SUBMITTED IN WRITING INCLUDING INFORMATION FOR YOUR CHARITABLE PURPOSE.

MAX AND LORAYNE COOPER FOUNDATION 54-6828582

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEFFERSON COUNTY SCHOOLS FOUNDATION 2100 18TH ST S BIRMINGHAM, AL 35209	NONE PC	GENERAL SUPPORT	250,000
		TOTAL CONTRIBUTIONS PAID	250,000

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

2014

Name of estate or trust: MAX AND LORAYNE COOPER FOUNDATION

Employer identification number: 54-6828582

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 .	2,395,903.	2,287,479.		108,424.
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	147,752.	151,574.		-3,822.
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 2013 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	104,602.

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 .	128,641.	113,407.		15,234.
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	155,000.	160,934.		-5,934.
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	61,922.
14 Gain from Form 4797, Part I.	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2013 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	71,222.

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

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			104,602.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			71,222.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			175,824.

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 $2,500			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 $12,150			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 2014 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 2014 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	

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ 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.**

OMB No 1545-0074

2014

Attachment Sequence No **12A**

Name(s) shown on return: MAX AND LORAYNE COOPER FOUNDATION

Social security number or taxpayer identification number: 54-6828582

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments your bought in 2014 or later)

Part I **Short-Term.** Transactions involving capital assets you held 1 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** (f) Code(s) from instructions	 (g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
DIRECTV HLDGS	07/30/2013	04/24/2014	50,935.	52,327.			-1,392.
PETROHAWK ENERGY		08/15/2014	96,817.	99,247.			-2,430.
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) ▶			147,752.	151,574.			-3,822.

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.

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

MAX AND LORAYNE COOPER FOUNDATION

Social security number or taxpayer identification number

54-6828582

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker A substitute statement will have the same information as Form 1099-B Either may show your basis (usually your cost) even if your broker did not report it to the IRS Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later)

Part II **Long-Term.** Transactions involving capital assets you held more than 1 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** (f) Code(s) from instructions	 (g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
CVS CAREMARK CORP	09/05/2013	09/15/2014	80,000.	83,469.			-3,469.
MORGAN STANLEY	09/05/2013	11/15/2014	75,000.	77,465.			-2,465.
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) ▶			155,000.	160,934.			-5,934.

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

Summary Of Investment Holdings

Shares or Par Value	Investment Category			Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	Money Market								
496,668 69	MB Financial Bank Trust Deposit Acct Issue Id · MBFT 55264U9Z3 50568400 - 496,668 69 Units			496,668.69	100 00	496,668.69	75 54	0.02%	5 95%
	Totals			**496,668.69**		**496,668.69**	**75.54**	**0.02%**	**5.95%**
	Government Agencies								
45,000	Federal Farm Credit Bank Issue Id 31331YHN3 50568400 - 45,000 Units	4.500%	12/15/2015	48,765 60	103 94	46,774 08	2,025 00	4 33%	0 56%
100,000	Federal Home Loan Bank Issue Id 313771AA5 50568400 - 100,000 Units	5.625%	06/13/2016	111,096 84	107 21	107,209 40	5,625.00	5 25%	1.28%
100,000	Federal Natl Mtg Assn Note Issue Id 31359MSD6 50568400 - 100,000 Units	4.600%	06/05/2018	114,089 00	111.10	111,102 20	4,600 00	4.14%	1 33%
90,000	Federal Farm Credit Bank Issue Id · 31331YW63 50568400 - 90,000 Units	4 900%	06/12/2018	103,380 30	111 98	100,786 23	4,410 00	4 38%	1 21%
100,000	Federal Home Loan Bank Issue Id . 3133XVRK9 50568400 - 100,000 Units	4.125%	12/13/2019	110,226.75	110.82	110,822.80	4,125.00	3 72%	1.33%
100,000	Federal Home Loan Bank Issue Id 3133XBYM1 50568400 - 100,000 Units	4.625%	06/12/2020	110,323.24	114 12	114,119 80	4,625.00	4 05%	1.37%
100,000	Federal Home Loan Bank Issue Id 3133XDVS7 50568400 - 100,000 Units	5 250%	12/11/2020	117,188.86	118.25	118,247.40	5,250.00	4.44%	1 42%
25,000	Federal Natl Mtg Assn Note Callable 10/18/2010 @100 Issue Id · 31359MZ22	5 450%	10/18/2021	27,960.90	107.79	26,948.00	1,362.50	5.06%	0.32%

Summary Of Investment Holdings

Shares or Par Value	Investment Category			Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	50568400 - 25,000 Units								
50,000	Federal Home Loan Bank	5.365%	09/09/2024	60,884.30	123.05	61,522 60	2,682 50	4.36%	0 74%
	Issue Id . 3133X8L34								
	50568400 - 50,000 Units								
	Totals			· 803,915.79		797,532 51	34,705.00	4.35%	9.56%
	Municipal Bond-Taxable								
50,000	California State Var Purp	5.950%	04/01/2016	55,144 64	106.55	53,273 00	2,975 00	5 58%	0 64%
	Issue Id : 13063A5D2								
	50568400 - 50,000 Units								
50,000	Fond Du Lac, WI Txbl Prom Nt	3.500%	03/01/2021	51,428.26	106.00	53,000.00	1,750.00	3 30%	0 63%
	Issue Id : 344442LF3								
	50568400 - 50,000 Units								
75,000	Texas Tollway Auth Txbl	3 719%	09/01/2022	75,598.92	105 24	78,933 00	2,789.25	3 53%	0 95%
	Issue Id : 66285WHW9								
	50568400 - 75,000 Units								
50,000	Manassas, VA 3.0000% 07/01/2	3.000%	07/01/2024	49,995.04	100.58	50,288.00	1,500 00	2 98%	0 60%
	Issue Id . 561824YJ6								
	50568400 - 50,000 Units								
	Totals			232,166.86		235,494.00	9,014.25	3.83%	2.82%
	Mutual Fund - Fixed Income								
25,271.438	Goldman Sachs Local Emerging Markets Debt Cl			215,384.58	7.40	187,008.64	11,873 15	6 35%	2 24%
	Issue Id . GIMDX 38145N303								
	50568400 - 25,271.438 Units								
22,192.684	T Rowe Price International Bond #76			212,404 99	8.94	198,402.59	4,800.94	2.42%	2 38%
	Issue Id : RPIBX 77956H104								
	50568400 - 22,192 684 Units								
46,799.87	T. Rowe Price High Yield Fund #57			330,801 70	6.78	317,303.12	20,199 76	6.37%	3 80%
	Issue Id : PRHYX 741481105								
	50568400 - 46,799 87 Units								

Summary Of Investment Holdings

Shares or Par Value	Investment Category			Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
30,436.918	TCW Total Return Fund I			312,891 52	10.31	313,804.62	7,537 28	2.40%	3.76%
	Issue Id TGLMX 87234N880								
	50568400 - 30,436.918 Units								
	Totals			1,071,482.79		1,016,518.97	44,411.13	4.37%	12.18%
	Corporate Bonds								
50,000	Goldman Sachs	5.750%	10/01/2016	54,792.36	107.30	53,651.80	2,875 00	5.36%	0 64%
	Issue Id : 38141GER1								
	50568400 - 50,000 Units								
75,000	Bank of America 5 6250% 10/1	5 625%	10/14/2016	82,934.04	107 09	80,316 38	4,218 75	5.25%	0 96%
	Issue Id . 060505CS1								
	50568400 - 75,000 Units								
55,000	Citigroup Inc	6.000%	08/15/2017	62,920.00	110.64	60,850.30	3,300 00	5 42%	0 73%
	Issue Id 172967EH0								
	50568400 - 55,000 Units								
50,000	Starbucks Corp	6 250%	08/15/2017	57,609.43	112 32	56,160 30	3,125 00	5 56%	0.67%
	Callable @ Make Whole +25bps Poison Put @ 101% Subj to Ratings Trigger								
	Issue Id . 855244AC3								
	50568400 - 50,000 Units								
50,000	Bear Stearns Co JPM 6.4000%	6.400%	10/02/2017	56,377 95	111.99	55,995 50	3,200 00	5.71%	0.67%
	Issue Id · 073902PR3								
	50568400 - 50,000 Units								
50,000	Dominion Resources Inc	6.400%	06/15/2018	59,005 94	114.16	57,078.40	3,200 00	5 61%	0 68%
	Make Whole @35 / Callable								
	Issue Id 25746UBE8								
	50568400 - 50,000 Units								
50,000	Halliburton Co.	5.900%	09/15/2018	58,570 93	113 06	56,528.10	2,950 00	5.22%	0.68%
	Callable Make Whole + 35bps								
	Issue Id 406216AV3								
	50568400 - 50,000 Units								
50,000	XTO Energy Inc	6.500%	12/15/2018	60,968.72	117 58	58,791 45	3,250.00	5.53%	0.70%

December 01, 2014 To December 31, 2014

Consolidation: Cooper Foundation Consolidation

Summary Of Investment Holdings

Shares or Par Value	Investment Category			Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	Issue Id : 98385XAT3								
	50568400 -	50,000 Units							
75,000	Amgen Inc 5.7000% 02/01/19	5.700%	02/01/2019	84,280.38	112.49	84,365.85	4,275.00	5 07%	1 01%
	Callable Make Whole Poison Put @ 101								
	Issue Id 031162AZ3								
	50568400 -	75,000 Units							
75,000	Oracle Corp	5.000%	07/08/2019	84,414 79	112 13	84,094.13	3,750 00	4.46%	1 01%
	Callable Make Whole +25bps								
	Issue Id : 68389XAG0								
	50568400 -	75,000 Units							
50,000	Berkshire Hathaway 3.7500% 0	3.750%	08/15/2021	51,888 54	106 97	53,485 55	1,875 00	3 51%	0.64%
	Issue Id . 084670BC1								
	50568400 -	50,000 Units							
50,000	Norfolk Southern Corp	3 000%	04/01/2022	50,606 10	100.41	50,207 35	1,500 00	2.99%	0 60%
	Make Whole @ 20 until 04/01/22. after at par								
	Issue Id . 655844BJ6								
	50568400 -	50,000 Units							
50,000	General Elec Capital Corp	3.100%	01/09/2023	50,362 60	101.25	50,624 75	1,550 00	3 06%	0 61%
	Issue Id : 36962G6S8								
	50568400 -	50,000 Units							
50,000	Cisco Systems 3 6250% 03/04/	3.625%	03/04/2024	51,951 36	104.21	52,103 00	1,812 50	3 48%	0 62%
	Issue Id . 17275RAN2								
	50568400 -	50,000 Units							
50,000	Medtronic Inc. 3 6250% 03/15	3 625%	03/15/2024	51,018 46	103.80	51,901 85	1,812.50	3 49%	0 62%
	Issue Id : 585055BC9								
	50568400 -	50,000 Units							
	Totals			917,701.60		906,154.71	42,693.75	4.71%	10.84%
	Common Stock								
514	Allergan Inc			62,019 42	212.59	109,271 26	102 80	0.09%	1 31%
	Issue Id · AGN 018490102								

Summary Of Investment Holdings

Shares or Par Value	Investment Category			Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	50568400	-	514 Units						
1,054	Allstate Corp			62,325 30	70.25	74,043 50	1,180 48	1 59%	0 89%
	Issue Id · ALL	020002101							
	50568400	-	1,054 Units						
1,091	Apple Computer Inc			79,700 76	110 38	120,424 58	2,051 08	1.70%	1 44%
	Issue Id · AAPL	037833100							
	50568400	-	1,091 Units						
619	Boeing Co			80,996 34	129 98	80,457.62	2,253 16	2.80%	0 96%
	Issue Id BA	097023105							
	50568400	-	619 Units						
1,181	CBRE Group Inc			37,350 19	34 25	40,449.25	0 00	0.00%	0.48%
	Issue Id . CBG	12504L109							
	50568400	-	1,181 Units						
841	CBS Corp New Cl B			46,481 18	55.34	46,540 94	504 60	1.08%	0 56%
	Issue Id : CBS	124857202							
	50568400	-	841 Units						
743	CVS Health Corp			45,551 12	96.31	71,558.33	1,040.20	1.45%	0 86%
	Issue Id . CVS	126650100							
	50568400	-	743 Units						
395	DirectTV Com			24,172.18	86.70	34,246.50	0.00	0.00%	0.41%
	Issue Id : DTV	25490A309							
	50568400	-	395 Units						
784	Domino's Pizza			56,446.70	94.17	73,829 28	784 00	1.06%	0.88%
	Issue Id : DPZ	25754A201							
	50568400	-	784 Units						
802	Edwards Lifesciences Corp			64,343 37	127 38	102,158 76	0.00	0 00%	1 22%
	Issue Id : EW	28176E108							
	50568400	-	802 Units						
733	F5 Networks Inc			69,427.84	130.47	95,630 85	0.00	0 00%	1 15%
	Issue Id : FFIV	315616102							
	50568400	-	733 Units						

Summary Of Investment Holdings

Shares or Par Value	Investment Category			Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
964	Franklin Resources Inc			52,561 51	55.37	53,376.68	578 40	1 08%	0 64%
	Issue Id . BEN	354613101							
	50568400	-	964 Units						
824	Gilead Sciences Inc			69,837 12	94.26	77,670 24	0 00	0 00%	0 93%
	Issue Id · GILD	375558103							
	50568400	-	824 Units						
1,436	Halliburton Co (Holding Company)			92,325.50	39.33	56,477.88	1,033 92	1 83%	0 68%
	Issue Id · HAL	406216101							
	50568400	-	1,436 Units						
4,498	Huntington Bancshares Inc			43,668.84	10.52	47,318.96	1,079.52	2 28%	0.57%
	Issue Id . HBAN	446150104							
	50568400	-	4,498 Units						
1,872	Intel Corp			48,709 09	36.29	67,934 88	1,684.80	2.48%	0.81%
	Issue Id : INTC	458140100							
	50568400	-	1,872 Units						
1,077	J P Morgan Chase & Co			59,680 78	62.58	67,398.66	1,723 20	2 56%	0 81%
	Issue Id JPM	46625H100							
	50568400	-	1,077 Units						
856	Johnson & Johnson Co			89,871 79	104.57	89,511 92	2,396 80	2.68%	1 07%
	Issue Id . JNJ	478160104							
	50568400	-	856 Units						
456	Keung Green Mountain			56,001 41	132.40	60,372.12	524.40	0.87%	0.72%
	Issue Id GMCR	49271M100							
	50568400	-	456 Units						
2,042	Marathon Oil Corp			75,508 56	28.29	57,768 18	1,715 28	2 97%	0 69%
	Issue Id : MRO	565849106							
	50568400	-	2,042 Units						
1,077	Marsh & McLennan Cos Inc			48,793 13	57 24	61,647.48	1,206.24	1.96%	0.74%
	Issue Id . MMC	571748102							
	50568400	-	1,077 Units						
588	Mastercard Inc Class A			35,797.98	86.16	50,662.08	376.32	0.74%	0.61%

Summary Of Investment Holdings

Shares or Par Value	Investment Category			Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	Issue Id MA	57636Q104							
	50568400	-	588 Units						
1,494	Microsoft Corp			55,149.66	46 45	69,396.30	1,852 56	2.67%	0.83%
	Issue Id MSFT	594918104							
	50568400	-	1,494 Units						
740	Nike Inc Cl B			56,018.81	96 15	71,151 00	828 80	1 16%	0 85%
	Issue Id NKE	654106103							
	50568400	-	740 Units						
362	Norfolk Southern Corp			28,736.97	109.61	39,678 82	825 36	2 08%	0 48%
	Issue Id · NSC	655844108							
	50568400	-	362 Units						
1,968	Oracle Corp			67,443 02	44.97	88,500 96	944 64	1 07%	1 06%
	Issue Id . ORCL	68389X105							
	50568400	-	1,968 Units						
1,369	Qualcomm Inc			97,602 89	74.33	101,757.77	2,299 92	2 26%	1 22%
	Issue Id : QCOM	747525103							
	50568400	-	1,369 Units						
312	Ralph Lauren Corp			53,045 53	185 16	57,769 92	561 60	0 97%	0 69%
	Issue Id RL	751212101							
	50568400	-	312 Units						
735	Spectra Energy Corp			26,007 15	36 30	26,680.50	1,087 80	4.08%	0 32%
	Issue Id · SE	847560109							
	50568400	-	735 Units						
885	Starbucks Corporation			65,861 11	82.05	72,614.25	1,132 80	1 56%	0 87%
	Issue Id · SBUX	855244109							
	50568400	-	885 Units						
1,000	Tesoro Petroleum Corporation			62,218.51	74 35	74,350.00	1,200.00	1.61%	0 89%
	Issue Id TSO	881609101							
	50568400	-	1,000 Units						
612	Triumph Group Inc			43,748 21	67.22	41,138 64	97.92	0.24%	0.49%
	Issue Id TGI	896818101							

December 01, 2014 To December 31, 2014

Consolidation: Cooper Foundation Consolidation

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	50568400 - 612 Units						
804	Union Pacific Corp	71,309.01	119 13	95,780.52	1,608.00	1.68%	1 15%
	Issue Id : UNP 907818108						
	50568400 - 804 Units						
835	Unitedhealth Group Inc	62,158 49	101 09	84,410 15	1,252.50	1.48%	1.01%
	Issue Id . UNH 91324P102						
	50568400 - 835 Units						
307	Valmont Industries	49,748 67	127 00	38,989 00	460 50	1.18%	0 47%
	Issue Id . VMI 920253101						
	50568400 - 307 Units						
1,532	Wells Fargo & Co - New	71,542.26	54 82	83,984 24	2,144.80	2 55%	1 01%
	Issue Id : WFC 949746101						
	50568400 - 1,532 Units						
1,268	Whole Foods Market Inc	62,662.19	50 42	63,932.56	659 36	1.03%	0.77%
	Issue Id · WFM 966837106						
	50568400 - 1,268 Units						
745	Williams Companies Inc	26,391.69	44 94	33,480.30	1,698.60	5 07%	0 40%
	Issue Id : WMB 969457100						
	50568400 - 745 Units						
	Totals	2,201,214.28		2,582,364.88	38,890.36	1.51%	30.94%
	Mutual Fund - Equity						
3,515.063	JP Morgan Mid Cap Value Fund I #758	120,945 96	37 15	130,584.59	1,408 49	1.08%	1.56%
	Issue Id : FLMVX 339128100						
	50568400 - 3,515.063 Units						
3,290.569	Lazard Emerging Markets Equity Fund (638)	60,583.98	17 19	56,564.88	1,232.19	2 18%	0 68%
	Issue Id . LZEMX 52106N889						
	50568400 - 3,290.569 Units						
7,743.873	MFS International Value - I	261,405 81	34 54	267,473.37	5,956.82	2.23%	3 20%
	Issue Id : MINIX 55273E822						
	50568400 - 7,743 873 Units						

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
3,171.348	Oppenheimer Developing MKT-I	112,203 38	35.06	111,187.46	947 00	0.85%	1.33%
	Issue Id : ODVIX 683974604						
	50568400 - 3,171 348 Units						
2,700.397	Oppenheimer Intrl Growth Fd-I	102,345 05	35 09	94,756.93	1,269 19	1 34%	1 13%
	Issue Id OIGIX 68380L605						
	50568400 - 2,700 397 Units						
5,436 183	Scout International Fund	193,955.71	32.59	177,165.20	2,824.10	1 59%	2 12%
	Issue Id : UMBWX 81063U503						
	50568400 - 5,436.183 Units						
1,726 737	T Rowe Price Mid-Cap Growth Fd #64	125,660.04	75.44	130,265 04	0 00	0 00%	1.56%
	Issue Id : RPMGX 779556109						
	50568400 - 1,726 737 Units						
2,173 875	Undiscovered Managers Behavioral Value - Ins	112,702 63	55.35	120,323 98	1,303 35	1.08%	1 44%
	Issue Id · UBVLX 904504842						
	50568400 - 2,173 875 Units						
	Totals	**1,089,802.56**		**1,088,321.45**	**14,941.14**	**1.37%**	**13.02%**
	Closed End - Equity - ETF						
1,003	Sector SPDR Trust SBI-Materials - ETF	41,141.39	48.58	48,725 74	961.25	1.97%	0.58%
	Issue Id XLB 81369Y100						
	50568400 - 1,003 Units						
1,578	Sector SPDR Trust Utilities - ETF	64,116 28	47.22	74,513 16	2,376 58	3 19%	0 89%
	Beneficial Int - Utilities						
	Issue Id XLU 81369Y886						
	50568400 - 1,578 Units						
	Totals	**105,257.67**		**123,238.90**	**3,337.83**	**2.71%**	**1.47%**
	Mutual Fund - Alt. Strategy						
49,699 705	Goldman Sachs Absolute Ret Trk - 1	473,859 84	9.22	458,231.28	2,002 90	0.44%	5.49%
	Issue Id · GJRTX 38145N220						
	50568400 - 49,699.705 Units						
19,530.752	Goldman Sachs Commodity Strategy Fund	109,567.52	3.93	76,755 86	85 94	0.11%	0.92%

STATEMENT A

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	Issue Id GCCIX 38143H381 50568400 - 19,530 752 Units						
9,166 877	Invesco Global Real Estate Fund	105,835 26	12 99	119,077.73	2,768 40	2.32%	1 43%
	Issue Id . IGREX 00142C326 50568400 - 9,166 877 Units						
16,076.333	Lazard GL Listed Infrastructure Portfol -Inst	214,007 23	13.72	220,567 29	16,179 70	7 34%	2 64%
	Issue Id : GLIFX 52106N459 50568400 - 16,076 333 Units						
21,367 278	RiverNorth/Doubleline Stra-I	236,535.77	10.79	230,552.93	14,887 22	6.46%	2 76%
	Issue Id : RNSIX 76881N202 50568400 - 21,367 278 Units						
	Totals	1,139,805.62		1,105,185.09	35,924.16	3.25%	13.24%
	Total Investments	8,058,015.86		8,351,479.20	223,993.16	2.68%	100.00%
	Plus Net Cash			0.00			
	Total Market Value			8,351,479.20			