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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](http://www.irs.gov/form990pf).

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation  
**THE WARREN AND KATHERINE COOPERSMITH FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**625 SOUTH FAIR OAKS AVENUE 360**

City or town, state or province, country, and ZIP or foreign postal code  
**SOUTH PASADENA, CA 91030**

G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) **\$ 2,116,505.** J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)

A Employer identification number  
**35-6802747**

B Telephone number  
**(626) 441-5188**

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 ☐

Part I Analysis of Revenue and Expenses		(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		38,809.		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		52,408.	46,542.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		294,169.			
b Gross sales price for all assets on line 6a		948,400.			
7 Capital gain net income (from Part IV, line 2)			294,169.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		385,386.	340,711.		
13 Compensation of officers, directors, trustees, etc		21,482.	6,378.		7,160.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		2,390.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes		1,454.	381.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		12.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		25,338.	6,759.		7,160.
25 Contributions, gifts, grants paid		90,940.			90,940.
26 Total expenses and disbursements. Add lines 24 and 25		116,278.	6,759.		98,100.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		269,108.			
b Net investment income (if negative, enter -0-)			333,952.		
c Adjusted net income (if negative, enter -0-)				N/A	

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11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

SCANNED JUL 11 2016

JUL 08 2016

JUL 08 2016

**THE WARREN AND KATHERINE COOPERSMITH  
FOUNDATION**

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
					(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			15,482.		
	2	Savings and temporary cash investments			20,245.	33,062.	33,062.
	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			119,961.	150,224.	159,908.
	b	Investments - corporate stock STMT 7			1,128,197.	1,420,310.	1,746,578.
	c	Investments - corporate bonds STMT 8			226,681.	176,078.	176,957.
	11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)			1,510,566.	1,779,674.	2,116,505.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
23	<b>Total liabilities</b> (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31</b>						
	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			1,510,566.	1,779,674.	
	30	<b>Total net assets or fund balances</b>			1,510,566.	1,779,674.	
31	<b>Total liabilities and net assets/fund balances</b>			1,510,566.	1,779,674.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,510,566.
2	Enter amount from Part I, line 27a	2	269,108.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,779,674.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	1,779,674.

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**Part IV**
**Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)

(b) How acquired  
P - Purchase  
D - Donation

(c) Date acquired  
(mo., day, yr.)

(d) Date sold  
(mo., day, yr.)

1a 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 948,400.

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

294,169.

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))

2014

84,138.

1,954,087.

.043057

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

2 Total of line 1, column (d)

2

.189039

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

.037808

4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5

4

2,061,163.

5 Multiply line 4 by line 3

5

77,928.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

3,340.

7 Add lines 5 and 6

7

81,268.

8 Enter qualifying distributions from Part XII, line 4

8

98,100.

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

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	3,340.
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
<b>3</b> Add lines 1 and 2	3	3,340.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,340.
<b>6</b> Credits/Payments:		
<b>a</b> 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	1,180.
<b>b</b> Exempt foreign organizations - tax withheld at source	6b	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	6c	
<b>d</b> Backup withholding erroneously withheld	6d	
<b>7</b> Total credits and payments. Add lines 6a through 6d. <b>TAX PAID W/ O.R.</b>		5,499.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,339.
<b>11</b> Enter the amount of line 10 to be: Credited to 2016 estimated tax	11	0.
		3,339. Refunded

**Part VII-A Statements Regarding Activities**

<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i> <b>c</b> Did the foundation file Form 1120-POL for this year? <b>d</b> 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. <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0. <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i> <b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? <b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year? <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i> <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? <b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <u>FL</u> <b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> <b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> <b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes 1a 1b  1c  2  3 4a 4b 5  6 7  8b 9 10	No X X  X  X X X X  X X  X X  X
---	---	--

N/A

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**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)		<b>X</b>
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)		<b>X</b>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>	<b>X</b>	
14 The books are in care of ► <b>JULIE LYTLER NESBIT, WHITTIER TRUST</b> Telephone no. ► <b>(626) 441-5188</b> Located at ► <b>625 S. FAIR OAKS AVE., #360, SOUTH PASADENA, CA</b> ZIP+4 ► <b>91030</b>		
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	<input type="checkbox"/>	<input type="checkbox"/>
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/>	<input type="checkbox"/>

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b>	<input type="checkbox"/>
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 2015?		<b>X</b>
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<b>N/A</b>	
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 2015 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 2015)	<b>N/A</b>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<b>X</b>
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 2015?		<b>X</b>

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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 ☒ Nob 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)?  
Organizations relying on a current notice regarding disaster assistance check hereN/A  
▶ ☐

5b

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, TRUSTEE 1.00	0.	0.	0.
WARREN COOPERSMITH 625 SOUTH FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	VICE-PRESIDENT, TRUSTEE 1.00	0.	0.	0.
JULIE LYTTLE NESBIT 625 SOUTH FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	SECRETARY, TREASURER 1.00	21,482.	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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**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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">0.</span>	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,084,165.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	8,386.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,092,551.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,092,551.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	31,388.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,061,163.
<b>6</b>	<b>Minimum investment return</b> Enter 5% of line 5	<b>6</b>	103,058.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	103,058.
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	3,340.
<b>b</b>	Income tax for 2015. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3,340.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	99,718.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	99,718.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	99,718.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	98,100.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	98,100.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	3,340.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	94,760.

**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 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7				99,718.
<b>2</b> Undistributed income, if any, as of the end of 2015				
<b>a</b> Enter amount for 2014 only			72,308.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2015:				
<b>a</b> From 2010				
<b>b</b> From 2011				
<b>c</b> From 2012				
<b>d</b> From 2013				
<b>e</b> From 2014				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4: ► \$ 98,100.				
<b>a</b> Applied to 2014, but not more than line 2a			72,308.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2015 distributable amount				25,792.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				73,926.
<b>7</b> 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.			
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2011				
<b>b</b> Excess from 2012				
<b>c</b> Excess from 2013				
<b>d</b> Excess from 2014				
<b>e</b> Excess from 2015				

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 2015, 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

Tax year

Prior 3 years

(a) 2015

(b) 2014

(c) 2013

(d) 2012

(e) Total

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(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).)

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:

523601 11-24-15

11

Form 990-PF (2015)

**THE WARREN AND KATHERINE COOPERSMITH  
FOUNDATION**

Form 990-PF (2015)

35-6802747 Page 11

**Part XV** Supplementary Information (continued)

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div> <div>★ ★</div>	<div>Amount</div>
<b>a Paid during the year</b>  1736 FAMILY CRISIS CENTER 2116 ARLINGTON AVENUE, SUITE 200 LOS ANGELES, CA 90018		170 (B)(1)(A)(VI)	TOAST TO A BRIGHTER TOMORROW	4,000.
BARKER FOUNDATION, INC. 7979 OLD GEORGETOWN ROAD BETHESDA, MD 20814		170 (B)(1)(A)(VI)	PROGRAM SUPPORT	5,000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037		509(A)-(2)	2015 HAND-ON-SCIENCE CAMP SCHOLARSHIPS	15,840.
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)(A)(VI)	SUPPORT OUTREACH AND EDUCATION TO GRADES PRE-K THROUGH H.S., YOUTH GROUPS, 4-H, G & B SCOUTS, BIBLE SCHOOL	21,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>90,940.</b>
<b>b Approved for future payment</b>  NONE				
<b>Total</b>				<b>0.</b>



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




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

[illegible]

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

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

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      Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	ERIC COHEN, CPA	<i>[Signature]</i>	4/25/16		P00501016
	Firm's name ▶ E. COHEN AND COMPANY, CPAS				Firm's EIN ▶ 52-1754364
	Firm's address ▶ ONE RESEARCH COURT, SUITE 101 ROCKVILLE, MD 20850				Phone no. 301-917-6200

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2015**

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) (2015)

## Name of organization

THE WARREN AND KATHERINE COOPERSMITH  
FOUNDATION

Employer identification number

35-6802747

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WARREN & KATHERINE COOPERSMITH 625 SOUTH FAIR OAKS AVENUE, SUITE 360 SOUTH PASADENA, CA 91030	\$ 38,809.	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

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY-TRADED STOCK, 705 SHRS ISHARES RUSSELL 2000 GROWTH FUND	\$ 99,835.	11/17/15
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

**THE WARREN AND KATHERINE COOPERSMITH  
FOUNDATION**

Employer identification number

**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

THE WARREN AND KATHERINE COOPERSMITH  
FOUNDATION

35-6802747

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COMBAT SOLDIER RECOVERY FUND 3804 WILLIAMS LANE CHEVY CHASE, MD 20815		170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	1,000.
GIRLS INC. OF SARASOTA COUNTY 201 S. TUTTLE AVENUE SARASOTA, FL 34237		170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	10,000.
JUNIOR ACHIEVEMENT OF NEW YORK 205 EAST 42ND STREET, #203 NEW YORK, NY 10017		170 (B)(1)(A)(VI)	PROGRAM SUPPORT	1,000.
LURAY HIGH SCHOOL 243 BULLDOG DRIVE LURAY, VA 22835		170(B)(1)	SCHOLARSHIPS SUPPORT	4,000.
LURAY HIGH SCHOOL 243 BULLDOG DRIVE LURAY, VA 22835		170(B)(1)	GENERAL OPERATING SUPPORT	1,000.
MAKE-A-WISH FOUNDATION OF METRO NEW YORK, INC. 1111 MARCUS AVENUE, #LL22 LAKE SUCCESS, NY 11042		170 (B)(1)(A)(VI)	SUPPORT WISH NYC: A TOAST TO WISHES 2015	23,000.
MAKE-A-WISH FOUNDATION OF THE MID-ATLANTIC, INC. 5272 RIVER ROAD, #700 BETHESDA, MD 20816		170 (B)(1)(A)(VI)	IN HONOR OF MIKE MANATOS	2,500.
Total from continuation sheets				42,500.

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

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

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

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

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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	52,408.	0.	52,408.	46,542.	
TO PART I, LINE 4	52,408.	0.	52,408.	46,542.	

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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	2,390.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,390.	0.		0.

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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	1,073.	0.		0.
FOREIGN TAX PAID	381.	381.		0.
TO FORM 990-PF, PG 1, LN 18	1,454.	381.		0.

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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
MISCELLANEOUS	12.	0.		0.
TO FORM 990-PF, PG 1, LN 23	12.	0.		0.

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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		50,195.	50,148.
MUNICIPAL BONDS - SEE ATTACHED		X	100,029.	109,760.
TOTAL U.S. GOVERNMENT OBLIGATIONS			50,195.	50,148.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			100,029.	109,760.
TOTAL TO FORM 990-PF, PART II, LINE 10A			150,224.	159,908.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED	1,420,310.	1,746,578.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,420,310.	1,746,578.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED	176,078.	176,957.
TOTAL TO FORM 990-PF, PART II, LINE 10C	176,078.	176,957.

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

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KATHERINE COOPERSMITH  
WARREN COOPERSMITH

For the Account of:  
THE WARREN AND KATHERINE COOPERSMITH FOUNDATION

Account Number: 52 00 5120 0 0Y  
Date: DECEMBER 31, 2015



## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est Annual Income	Current Yield
	CASH		620 78	620.78		
	CASH EQUIVALENTS					
	MISC CASH EQUIV-TAXABLE					
32,441 88	BLACKROCK TREAS	1 000	32,441 88	32,441 88	3	0 01
	TOTAL CASH EQUIVALENTS		32,441.88	32,441.88	3	0.01
	FIXED INCOME SECURITIES					
	U.S. TREASURY BONDS & NOTES					
10,000	UNITED STATES TREAS NTS NOTE 1 500% 10/31/19	99 688	9,945 31	9,968 80	150	1 50
40,000	UNITED STATES TREAS NTS NOTE 1 625% 6/30/19	100 449	40,250 00	40,179 60	650	1 62
	TOTAL U.S. TREASURY BONDS & NOTES		50,195.31	50,148.40	800	1.60
	MUNICIPAL BONDS&NOTES TAXABLE					
50,000	METROPOLITAN TRANS 4 813% DUE 11/15/18	108 123	50,378 12	54,061 50	2,407	4 45
50,000	SAN FRANCISCO CALIF CITY 7% DUE 08/01/2019	111 396	49,650 89	55,698 00	3,500	6 28
	TOTAL MUNICIPAL BONDS&NOTES TAXABLE		100,029.01	109,759.50	5,907	5.38
	CORPORATE BONDS & NOTES					
75,000	BANK AMER CORP MTNF 2 000% 1/11/18	99 873	75,067 50	74,904 75	1,500	2 00
50,000	GOLDMAN SACHS GROUP INC NOTE 5 625% 1/15/17	103 868	51,033 10	51,934 00	2,813	5 42
50,000	WELLS FARGO CO MTN BE MTNF 3 450% 2/13/23	100 236	49,976 92	50,118 00	1,725	3 44
	TOTAL CORPORATE BONDS & NOTES		176,077.52	176,956.75	6,038	3.41
	PREFERRED STOCK					
1,948	CITIGROUP INC DEP SHS RP PFD K	27 860	52,323 28	54,271 28	3,349	6 17
1,887	US BANCORP DEL DEP SHS REP G	26 820	50,005 50	50,609 34	2,831	5 59

For the Account of:  
THE WARREN AND KATHERINE COOPERSMITH FOUNDATION

Account Number: 52 00 5120 0 0Y  
Date: DECEMBER 31, 2015



## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est Annual Income	Current Yield
50	WELLS FARGO & CO NEW PERP PFD CNV A	1162 985	53,675 00	58,149 25	3,750	6 45
	<b>TOTAL PREFERRED STOCK</b>		<b>156,003.78</b>	<b>163,029.87</b>	<b>9,930</b>	<b>6.09</b>
	<b>TOTAL FIXED INCOME SECURITIES</b>		<b>482,305.62</b>	<b>499,894.52</b>	<b>22,675</b>	<b>4.54</b>
	<b>EQUITIES</b>					
	<b>US LARGE CAP EQUITIES</b>					
1	CORPORATE AMERICA	1072847 26	856,242 76	1,072,847 26	19,272	1 80
331	BERKSHIRE HATHAWAY INC DEL CL B NEW	132 040	26,443 59	43,705 24	0	0 00
	<b>TOTAL US LARGE CAP EQUITIES</b>		<b>882,686 35</b>	<b>1,116,552.50</b>	<b>19,272</b>	<b>1.73</b>
	<b>US SMALL AND MID-CAP EQUITIES</b>					
705	ISHARES RUSSELL 2000 GROWTH	139 280	38,808 74	98,192 40	876	0 89
278	MIDCAP SPDR TR UNIT SER 1	254 040	35,052 80	70,623 12	957	1 35
800	VANGUARD INDEX FDS SM CP VAL ETF	98 770	51,099 28	79,016 00	3,019	3 82
	<b>TOTAL US SMALL AND MID-CAP EQUITIES</b>		<b>124,960.82</b>	<b>247,831.52</b>	<b>4,852</b>	<b>1.96</b>
	<b>NON-US EQUITIES</b>					
350	SIEMENS A G SPONSORED ADR	96 175	32,431 00	33,661 25	967	2 87
1,697	VGRD FTSE ALL WORLD ETF	43 410	77,902 35	73,666 77	2,176	2 95
3,419	VANGUARD EMERGING MARKET EQUITY ETF	32 710	146,325 02	111,835 49	3,645	3 26
	<b>TOTAL NON-US EQUITIES</b>		<b>256,658.37</b>	<b>219,163.51</b>	<b>6,788</b>	<b>3 10</b>
	<b>TOTAL EQUITIES</b>		<b>1,264,305.54</b>	<b>1,583,547.53</b>	<b>30,912</b>	<b>1.95</b>
	<b>GRAND TOTAL</b>		<b>1,779,673.82</b>	<b>2,116,504.71</b>	<b>53,590</b>	<b>2.53</b>

For the Account of:  
COOPERSMITH FDN CORPORATE AMERICA STRATEGY

Account Number: 42 82 5205 0 0Y  
Date: DECEMBER 31, 2015



## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
<b>CASH</b>						
	INCOME CASH		0 00	0 00		
	PRINCIPAL CASH		0 00	0 00		
	<b>TOTAL CASH</b>		<b>0.00</b>	<b>0.00</b>		
<b>CASH EQUIVALENTS</b>						
<b>MISC CASH EQUIV-TAXABLE</b>						
1,573 34	BLACKROCK TREAS	1 000	1,573 34	1,573 34	0	0 01
	<b>TOTAL CASH EQUIVALENTS</b>		<b>1,573.34</b>	<b>1,573.34</b>	<b>0</b>	<b>0.01</b>
<b>EQUITIES</b>						
<b>US LARGE CAP EQUITIES</b>						
314	EATON CORP PLC SHS	52 040	22,974 27	16,340 56	691	4 23
162	TE CONNECTIVITY LTD REG SHS	64 610	10,416 67	10,466 82	214	2 04
313	ABBOTT LABS	44 910	9,400 90	14,056 83	326	2 32
63	ALPHABET INC CL C	758 880	32,145 73	47,809 44	0	0 00
63	AMAZON COM INC	675 890	14,859 76	42,581 07	0	0 00
284	AMERICAN INTL GROUP INC COM NEW	61 970	16,136 40	17,599 48	318	1 81
79	ANTHEM, INC	139 440	7,505 43	11,015 76	198	1 79
462	APPLE COMPUTER INC	105 260	28,408 20	48,630 12	961	1 98
317	BAKER HUGHES INC	46 150	16,830 80	14,629 55	216	1 47
221	BERKSHIRE HATHAWAY INC DEL CL B NEW	132 040	29,716 21	29,180 84	0	0 00
63	BLACKROCK INC CL A	340 520	20,179 76	21,452 76	549	2 56
330	CF INDS HLDGS INC	40 810	17,931 09	13,467 30	396	2 94
191	CVS CORP	97 770	13,247 58	18,674 07	325	1 74
294	CELGENE CORP	119 760	33,333 18	35,209 44	0	0 00

For the Account of:  
COOPER SMITH FDN CORPORATE AMERICA STRATEGY

Account Number: 42 82 5205 0 0Y  
Date: DECEMBER 31, 2015



## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
310	CHEVRON CORP	89 960	28,564 29	27,887 60	1,327	4 76
189	DANAHER CORP DEL	92 880	16,071 71	17,554 32	102	0 58
211	DISNEY WALT CO COM DISNEY	105 080	23,013 92	22,171 88	300	1 35
399	GENERAL ELECTRIC CO	31 150	10,828 86	12,428 85	367	2 95
274	HONEYWELL INTL INC	103 570	21,478 19	28,378 18	652	2 30
624	J P MORGAN CHASE & CO	66 030	31,036 17	41,202 72	1,098	2 67
165	JOHNSON & JOHNSON	102 720	12,516 39	16,948 80	495	2 92
451	KINDER MORGAN INC DEL	14 920	10,119 45	6,728 92	920	13 67
238	LAUDER ESTEE COS INC CL A	88 060	20,839 41	20,958 28	286	1 36
317	LOWE'S COS	76 040	18,344 75	24,104 68	355	1 47
228	M & T BK CORP	121 180	27,773 44	27,629 04	638	2 31
158	MCKESSON CORP	197 230	18,465 52	31,162 34	177	0 57
443	MONDELEZ INTL INC CL A	44 840	14,485 31	19,864 12	301	1 52
608	NIKE INC CL B	62 500	19,247 02	38,000 00	389	1 02
578	ORACLE CORP	36 530	17,584 92	21,114 34	347	1 64
178	PEPSICO INC	99 920	16,962 64	17,785 76	500	2 81
637	PFIZER INC	32 280	18,566 73	20,562 36	764	3 72
460	REYNOLDS AMERICAN INC	46 150	18,286 01	21,229 00	662	3 12
288	SPDR TR S&P 500	203 870	36,508 34	58,714 56	1,211	2 06
528	STARBUCKS CORP	60 030	17,712 48	31,695 84	422	1 33
191	SYNCHRONY FINL	30 410	4,934 55	5,808 31	0	0 00
238	TJX COS INC NEW	70 910	15,660 01	16,876 58	200	1 18
155	3M CO	150 640	16,968 28	23,349 20	636	2 72
287	VALERO ENERGY CORP NEW	70 710	16,720 62	20,293 77	574	2 83
380	VERIZON COMMUNICATIONS	46 220	17,847 33	17,563 60	859	4 89
519	VISA INC COM CL A	77 550	25,249 70	40,248 45	291	0 72

For the Account of:  
COOPERSMITH FDN CORPORATE AMERICA STRATEGY

Account Number: 42 82 5205 0 0Y  
Date: DECEMBER 31, 2015



## Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
	<b>TOTAL US LARGE CAP EQUITIES</b>		<b>768,872.02</b>	<b>971,375.54</b>	<b>18,067</b>	<b>1.86</b>
	<b>US SMALL AND MID-CAP EQUITIES</b>					
612	ACTIVISION BLIZZARD INC	38 710	18,939 63	23,690 52	141	0 59
541	AMERICAN WTR WKS CO INC NEW	59 750	23,079 58	32,324 75	736	2 28
278	CERNER CORP	60 170	17,410 35	16,727 26	0	0 00
	<b>TOTAL US SMALL AND MID-CAP EQUITIES</b>		<b>59,429.56</b>	<b>72,742 53</b>	<b>877</b>	<b>1.20</b>
	<b>REIT'S</b>					
168	AMERICAN TOWER CORP NEW	96 950	13,249 83	16,287 60	329	2 02
	<b>NON-US EQUITIES</b>					
129	NXP SEMICONDUCTORS N V	84 250	13,118 01	10,868 25	0	0 00
	<b>TOTAL EQUITIES</b>		<b>854,669.42</b>	<b>1,071,273.92</b>	<b>19,273</b>	<b>1.80</b>
	<b>GRAND TOTAL</b>		<b>856,242.76</b>	<b>1,072,847.26</b>	<b>19,273</b>	<b>1 80</b>

FOOTNOTES

STATEMENT 5

## REASON FOR AMENDED RETURN

AMENDMENTS TO THE 2014 FORM 990-PF AFFECTED THE AMOUNTS THAT WERE CARRIED FORWARD TO 2015. THIS AMENDED 2015 990-PF CORRECTS THOSE DIFFERENCES IN PART V AND PART XIII. PARTS VI, XI AND XII WERE AFFECTED BY THESE CHANGES AND HAVE ALSO BEEN UPDATED.