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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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation BESSONCOOPER FUND INC		A Employer identification number 45-4076695	
Number and street (or P O box number if mail is not delivered to street address) 9529 NIGHTSONG LN		B Telephone number (see instructions) (410) 685-5512	
City or town, state or province, country, and ZIP or foreign postal code COLUMBIA, MD 21046		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 4,277,127		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" 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	149,925	132,963		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-38,865			
	b Gross sales price for all assets on line 6a 1,932,971				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	111,060	132,963		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	2,500	2,500		0
	c Other professional fees (attach schedule)	16,426	16,426		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,242	213		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings.	3,858	3,858		0
	22 Printing and publications				
	23 Other expenses (attach schedule).	677	677		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	26,703	23,674		0
	25 Contributions, gifts, grants paid	411,684			411,684
	26 Total expenses and disbursements. Add lines 24 and 25	438,387	23,674		411,684
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-327,327			
	b Net investment income (if negative, enter -0-)		109,289		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	149,726	95,242	95,242
	3	Accounts receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,780,936	1,738,897	1,729,872
	c	Investments—corporate bonds (attach schedule)	2,763,772	2,532,968	2,452,013
	11	Investments—land, buildings, and equipment basis ▶ _____			

Liabilities	12	Less accumulated depreciation (attach schedule) ▶ _____			
	13	Investments—mortgage loans.			
	14	Investments—other (attach schedule)			
	15	Land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	16	Other assets (describe ▶ _____)			
	17	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,694,434	4,367,107	4,277,127

Net Assets or Fund Balances	18	Accounts payable and accrued expenses			
	19	Grants payable			
	20	Deferred revenue			
	21	Loans from officers, directors, trustees, and other disqualified persons			
	22	Mortgages and other notes payable (attach schedule).			
	23	Other liabilities (describe ▶ _____)			
	24	Total liabilities (add lines 17 through 22)	0	0	
	25	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	26	and complete lines 24 through 26 and lines 30 and 31.			
	27	Unrestricted			

Net Assets or Fund Balances	28	Temporarily restricted			
	29	Permanently restricted			
	30	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	31	and complete lines 27 through 31.			
	32	Capital stock, trust principal, or current funds	0	0	
	33	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	34	Retained earnings, accumulated income, endowment, or other funds	4,694,434	4,367,107	

Net Assets or Fund Balances	35	Total net assets or fund balances (see instructions)	4,694,434	4,367,107	
	36	Total liabilities and net assets/fund balances (see instructions)	4,694,434	4,367,107	

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	4,694,434
2	Enter amount from Part I, line 27a	2	-327,327
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	4,367,107
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,367,107

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a See Additional Data Table			
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	-38,865
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	

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 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	406,611	4,911,965	0 082780
2013	264,531	4,996,636	0 052942
2012	87,143	4,974,799	0 017517
2011	0	0	0 000000
2010			

2	Total of line 1, column (d).	2	0 153239
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 038310
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	4,566,685
5	Multiply line 4 by line 3.	5	174,950
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,093
7	Add lines 5 and 6.	7	176,043
8	Enter qualifying distributions from Part XII, line 4.	8	411,684

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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

c

All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

2

0

3

Add lines 1 and 2.

3

1,093

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

4

0

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

5

1,093

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

2,200

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868).

6c

d

Backup withholding erroneously withheld

6d

7

Total credits and payments. Add lines 6a through 6d.

7

2,200

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

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**.

10

1,107

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** ☒ 1,107 **Refunded** ☐

11

0

Part VII-AStatements Regarding Activities

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

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b

No

c

Did the foundation file **Form 1120-POL** for this year?

1c

No

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

No

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

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

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

No

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

Yes

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

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions):
☒ MD _____

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

Yes

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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)?
If "Yes," complete Part XIV

9

No

10

Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*

10

No

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Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶N/A	13	Yes	
14	The books are in care of ▶DAVID A GOLDNER Located at ▶36 S CHARLES ST STE 1800 BALTIMORE MD Telephone no ▶(410) 685-5512 ZIP+4 ▶21201			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
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?	1c		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

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

No

If "Yes" to 6b, file Form 8870.

7a

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

Yes

No

b

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

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
REBECCA L BESSON	PRESIDENT/TR	0	0	0
36 S CHARLES ST STE 1800 BALTIMORE, MD 21201	0 00			
STUART COOPER	VICE PRESIDENT	0	0	0
36 S CHARLES ST STE 1800 BALTIMORE, MD 21201	0 00			
DAVID A GOLDNER	SECRETARY	0	0	0
36 S CHARLES ST STE 1800 BALTIMORE, MD 21201	0 00			

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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total

number of other employees paid over \$50,000.

0

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Part VIII

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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	
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	
2	
All other program-related investments See instructions	
3	

[illegible]

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	4,327,793
b	Average of monthly cash balances.	1b	308,435
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,636,228
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,636,228
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	69,543
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,566,685
6	Minimum investment return. Enter 5% of line 5.	6	228,334

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	228,334
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	1,093
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,093
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	227,241
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	227,241
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	227,241

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	411,684
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	411,684
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	1,093
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	410,591

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
1 Distributable amount for 2015 from Part XI, line 7				227,241
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.	23,152			
f Total of lines 3a through e.	23,152			
4 Qualifying distributions for 2015 from Part XII, line 4				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				227,241
e Remaining amount distributed out of corpus	184,443			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	207,595			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	207,595			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.	23,152			
e Excess from 2015.	184,443			

Part XIV

1a 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

		Tax year	Prior 3 years			(e) Total
		(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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

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 Additional Data Table

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

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

REBECCA L BESSON AND STUART COOPER
36 SOUTH CHARLES STREET STE 1800
BALTIMORE, MD 21201
(410) 685-5512

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV

Supplementary Information(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	411,684
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

[illegible]

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
NET LONG TERM LOSS FROM PTP		2014-01-01	2015-12-31
SECTION 1231 LOSS FROM PTP		2014-01-01	2015-12-31
SECTION 1256 LOSS FROM PTP		2015-01-01	2015-12-31
SECTION 1256 LOSS FROM PTP		2014-01-01	2015-12-31
CHARLES SCHWAB - ST		2015-01-01	2015-12-31
CHARLES SCHWAB - LT		2014-01-01	2015-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		3	-3
		10	-10
		1,208	-1,208
		1,812	-1,812
1,285,238		1,368,077	-82,839
590,199		600,726	-10,527
57,534			57,534

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-3
			-10
			-1,208
			-1,812
			-82,839
			-10,527
			57,534

Form 990PF Part XV Line 1a - 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).

REBECCA L BESSON
STUART COOPER

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ANGUILLA ANIMAL RESCUE CORP 4883 PGA BLVD UNIT 303 PALM BEACH GARDENS,FL 33418	NONE	PUBLIC	GENERAL	6,000
APERTURE FOUNDATION 547 WEST 27TH STREET 4TH FLOOR NEWYORK,NY 10001	NONE	PUBLIC	GENERAL	62,650
ASPCA 424 EAST 92ND STREET NEWYORK,NY 10128	NONE	PUBLIC	GENERAL	5,000
BASS MUSEUM OF ART 2100 COLLINS AVENUE MIAMI BEACH,FL 33139	NONE	PUBLIC	GENERAL	5,000
BARCS 301 STOCKHOLM STREET BALTIMORE,MD 21230	NONE	PUBLIC	GENERAL	2,000
DAYS END FARM HORSE RESCUE INC 1372 WOODBINE ROAD WOODBINE,MD 21797	NONE	PUBLIC	GENERAL	15,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEWYORK,NY 10001	NONE	PUBLIC	GENERAL	5,000
ELTON JOHN AIDS FOUNDATION 584 BROADWAY SUITE 906 NEWYORK,NY 10012	NONE	PUBLIC	GENERAL	5,000
FRESH AIR FUND 633 THIRD AVENUE 14TH FLOOR NEWYORK,NY 10017	NONE	PUBLIC	GENERAL	1,000
GILCHRIST HOSPICE CARE 11311 MCCORMICK ROAD SUITE 350 HUNT VALLEY,MD 21031	NONE	PUBLIC	GENERAL	1,000
HABITAT FOR HUMANITY 121 HABITAT STREET AMERICUS,GA 31709	NONE	PUBLIC	GENERAL	5,000
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK,AR 72202	NONE	PUBLIC	GENERAL	5,000
MARYLAND FOOD BANK 2200 HALETHORPE FARMS ROAD HALETHORPE,MD 21227	NONE	PUBLIC	GENERAL	5,000
MARYLAND INSTITUTE COLLEGE OF ART 1300 WEST MOUNT ROYAL AVENUE BALTIMORE,MD 21217	NONE	PUBLIC	GENERAL	214,534
MARYLAND SPCA 3300 FALLS ROAD BALTIMORE,MD 21211	NONE	PUBLIC	GENERAL	10,000
Total 3a				411,684

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PEREZ ART MUSEUM 1103 BISCAYNE BLVD MIAMI BEACH,FL 33132	NONE	PUBLIC	GENERAL	5,000
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEWYORK,NY 10001	NONE	PUBLIC	GENERAL	7,500
POLICE UNITY TOUR CHAPTER 9 PO BOX 381 HOCKESSIN,DE 19707	NONE	PUBLIC	GENERAL	2,000
PREPARE FOR SUCCESS COMMUNITY ACTION COUNCIL 6751 COLUMBIA GATEWAY DRIVE BOX 226 COLUMBIA,MD 21046	NONE	PUBLIC	GENERAL	10,000
SANTA CLAUS ANONYMOUS PO BOX 28385 BALTIMORE,MD 21234	NONE	PUBLIC	GENERAL	1,000
SAVAGE VOLUNTEER FIRE COMPANY 8521 CORRIDOR ROAD SAVAGE,MD 20763	NONE	PUBLIC	GENERAL	2,000
SHARE OUR STRENGTH NO KID HUNGRY 1030 15TH ST NW 11TH FL WEST WASHINGTON,DC 20005	NONE	PUBLIC	GENERAL	5,000
SMILE TRAIN 41 MADISON AVENUE 28TH FLOOR NEWYORK,NY 10010	NONE	PUBLIC	GENERAL	5,000
SOLOMON GUGGENHEIM FOUNDATION 1071 FIFTH AVENUE NEWYORK,NY 10128	NONE	PUBLIC	GENERAL	5,000
THE BALTIMORE MUSEUM OF ART 10 ART MUSEUM DRIVE BALTIMORE,MD 21218	NONE	PUBLIC	GENERAL	5,000
TUPELO LEE HUMANE SOCIETY 2400 S GLOSTER ST TUPELO,MS 38801	NONE	PUBLIC	GENERAL	1,000
UNICEF 125 MAIDEN LANE NEWYORK,NY 10038	NONE	PUBLIC	GENERAL	5,000
UNIVERSITY OF BALTIMORE 1420 N CHARLES ST BALTIMORE,MD 21201	NONE	PUBLIC	GENERAL	1,000
WASHINGTON COLLEGE 300 WASHINGTON AVENUE CHESTERTOWN,MD 21620	NONE	PUBLIC	GENERAL	10,000
Total				411,684

TY 2015 Accounting Fees Schedule

Name: BESSONCOOPER FUND INC

EIN: 45-4076695

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,500	2,500		0

TY 2015 Investments Corporate Bonds Schedule**Name:** BESSONCOOPER FUND INC**EIN:** 45-4076695

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DOMESTIC FIXED INCOME	997,814	984,973
INTER. US FIXED INCOME	1,135,064	1,103,774
SPECIALTY FIXED INCOME	300,060	274,147
INTERNATIONAL FIXED INCOME	100,030	89,119

TY 2015 Investments Corporate Stock Schedule

Name: BESSONCOOPER FUND INC

EIN: 45-4076695

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOMESTIC EQUITY	1,738,897	1,729,872

TY 2015 Other Expenses Schedule**Name:** BESSONCOOPER FUND INC**EIN:** 45-4076695

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ENBRIDGE ENERGY - K-1 DEDUCTION	258	258		0
ENERGY TRANSFER - K-1 DEDUCTION	373	373		0
POWERSHARES DB AGRICULTURE - K-1 DEDUCTION	32	32		0
FEES	14	14		0

TY 2015 Other Professional Fees Schedule

Name: BESSONCOOPER FUND INC

EIN: 45-4076695

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENTS FEES	16,426	16,426		0

TY 2015 Taxes Schedule**Name:** BESSONCOOPER FUND INC**EIN:** 45-4076695

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	3,029	0		0
FOREIGN TAX WITHHELD ON DIVIDENDS	213	213		0