

COOPER FOUNDATION  
FORM 990-PF  
TAX YEAR 2011

**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2011** or tax year beginning , **2011**, and ending , **20**

Name of foundation COOPER FOUNDATION		<b>A Employer identification number</b> 47-0401230
Number and street (or P.O. box number if mail is not delivered to street address) 870 WELLS FARGO CENTER 1248 O STREET	Room/suite	<b>B Telephone number (see instructions)</b> (402) 476-7571
City or town, state, and ZIP code LINCOLN, NE 68508		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> Check type of organization:		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Other taxable private foundation		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 19,104,799.	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)				
<b>Revenue</b>				
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	29.	29.		
4 Dividends and interest from securities	352,730.	352,730.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,986,857.			
b Gross sales price for all assets on line 6a 14,376,461.				
7 Capital gain net income (from Part IV, line 2)		1,986,857.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 <b>Total.</b> Add lines 1 through 11	2,339,616.	2,339,616.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	123,664.	6,906.		116,758.
14 Other employee salaries and wages	53,629.			53,629.
15 Pension plans, employee benefits	47,056.	2,099.		44,957.
16 a Legal fees (attach schedule)	1,498.	75.		1,423.
b Accounting fees (attach schedule)	13,877.	6,431.		7,446.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) **	65,363.	6,971.		12,121.
19 Depreciation (attach schedule) and depletion	6,488.	289.		
20 Occupancy	51,307.	2,289.		49,018.
21 Travel, conferences, and meetings	5,814.			4,839.
22 Printing and publications	107.			107.
23 Other expenses (attach schedule) <u>ATCH 2</u>	24,984.	981.		24,003.
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	393,787.	26,041.		314,301.
25 Contributions, gifts, grants paid	845,523.			861,740.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,239,310.	26,041.		1,176,041.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,100,306.			
b Net investment income (if negative, enter -0-)		2,313,575.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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		23,220.	1,901.	1,901.
	3	Accounts receivable				
		Less: allowance for doubtful accounts		2,890.		
	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		2,047.	6,148.	6,148.
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)		21,930,540.	19,083,269.	19,083,269.	
14	Land, buildings, and equipment: basis		109,841.			
	Less: accumulated depreciation (attach schedule)		96,360.	13,481.	13,481.	
15	Other assets (describe )					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		21,978,666.	19,104,799.	19,104,799.	
Liabilities	17	Accounts payable and accrued expenses		26,802.	27,715.	
	18	Grants payable		475,646.	459,429.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )		2,116.	38,271.	
	23	<b>Total liabilities</b> (add lines 17 through 22)		504,564.	525,415.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		16,474,102.	13,579,384.	
	25	Temporarily restricted				
	26	Permanently restricted		5,000,000.	5,000,000.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)		21,474,102.	18,579,384.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)		21,978,666.	19,104,799.		

**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	21,474,102.
2	Enter amount from Part I, line 27a	2	1,100,306.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	22,574,408.
5	Decreases not included in line 2 (itemize)	5	3,995,024.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,579,384.

**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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float:right">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	1,986,857.	
<b>3</b> 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			<b>3</b>	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	784,821.	19,615,122.	0.040011
2009	697,561.	16,376,203.	0.042596
2008	1,017,564.	20,961,394.	0.048545
2007	1,230,413.	24,493,143.	0.050235
2006	1,069,831.	22,054,360.	0.048509
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.229896
<b>3</b> 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			<b>3</b> 0.045979
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 21,021,294.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 966,538.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 23,136.
<b>7</b> Add lines 5 and 6			<b>7</b> 989,674.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			<b>8</b> 1,176,041.

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, domestic foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and refunded amount.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political influence, spending, Form 1120-POL filing, political expenditures, reimbursement, unrelated business income, tax returns, liquidation, section 508(e) requirements, assets, and substantial contributors.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.COOPERFOUNDATION.ORG
14 The books are in care of COOPER FOUNDATION Telephone no. 402-476-7571
Located at 870 WELLS FARGO CENTER, 1248 O STREET LINCOLN, NE ZIP + 4 68508
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A 15
16 At any time during calendar year 2011, 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? Yes No X

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b N/A
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2011 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 2011.) 3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? 4b X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
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)?
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?
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: ATTACHMENT 6, 123,664., 6,175., 0.

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

Table with 5 columns: (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. Row 1: NONE.

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
-----		
-----		
-----		
-----		

**Total** number of others receiving over \$50,000 for professional services . . . . . 0

**Part IX-A Summary of Direct Charitable Activities**

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

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

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



**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>	21,283,091.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	38,697.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	19,627.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	21,341,415.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	21,341,415.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	320,121.
<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>	21,021,294.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,051,065.

**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>	1,051,065.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	23,136.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	23,136.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,027,929.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,027,929.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,027,929.

**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>	1,176,041.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<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>	1,176,041.
<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 (see instructions)	<b>5</b>	23,136.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,152,905.

**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 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				1,027,929.
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .			267,004.	
<b>b</b> Total for prior years: 20 09, 20 08, 20 07 . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .				
<b>c</b> From 2008 . . . . .				
<b>d</b> From 2009 . . . . .				
<b>e</b> From 2010 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,176,041.				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			267,004.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				909,037.
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2011 . . . . . <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<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 . . . . .				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<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. . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				118,892.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .		0		
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .				
<b>b</b> Excess from 2008 . . . . .				
<b>c</b> Excess from 2009 . . . . .				
<b>d</b> Excess from 2010 . . . . .				
<b>e</b> Excess from 2011 . . . . .				

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

NOT APPLICABLE

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 2011, enter the date of the ruling

Empty box for ruling date

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

4942(j)(3) or 4942(j)(5)

Table with columns: Tax year (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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).

N/A

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

N/A

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

ATTACHMENT 7

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

SEE EXHIBIT 1

c Any submission deadlines:

APPLICATIONS ARE REVIEWED AT BOARD OF TRUSTEE MEETINGS.

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

GRANTS ARE MADE PRIMARILY TO NEBRASKA NON-PROFIT ORGANIZATIONS.

**Part XV** Supplementary Information (continued)

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

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
<b>a Paid during the year</b> SEE EXHIBIT 2				861,740.
<b>Total</b> .....				<b>3a</b> 861,740.
<b>b Approved for future payment</b>  ATTACHMENT 8				
<b>Total</b> .....				<b>3b</b> 93,403.



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

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

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.

Sign Here Signature of officer or trustee Date Title

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

Paid Preparer Use Only Print/Type preparer's name KRISTIN TYNON Preparer's signature Date Check self-employed if PTIN P01063388 Firm's name BKD, LLP Firm's EIN 44-0160260 Firm's address 1248 O STREET, STE 1040 LINCOLN, NE 68508-1461 Phone no. 402-473-7600

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					232,428.	
1,349,281.		HARTFORD MID CAP PROPERTY TYPE: SECURITIES 1,198,886.				P	VAR	VAR
		ROYCE OPPORTUNITY FUND INV CLASS PROPERTY TYPE: SECURITIES 1,023,102.				P	VAR	VAR
1,045,665.		EUROPACIFIC GROWTH FUND PROPERTY TYPE: SECURITIES 1,111,982.				P	VAR	VAR
1,135,300.		GROWTH FUND AMERICA PROPERTY TYPE: SECURITIES 2,394,923.				P	VAR	VAR
3,091,830.		NEW PERSPECTIVE FUND PROPERTY TYPE: SECURITIES 1,404,316.				P	VAR	VAR
1,750,268.		FUNDAMENTAL INVESTORS PROPERTY TYPE: SECURITIES 4,350,466.				P	VAR	VAR
4,883,503.		ING GLOBAL REAL ESTATE PROPERTY TYPE: SECURITIES 123,432.				P	VAR	VAR
124,280.		CALAMOS GROWTH & INCOME PROPERTY TYPE: SECURITIES 782,497.				P	VAR	VAR
763,906.								
TOTAL GAIN (LOSS) .....							<u>1,986,857.</u>	

ATTACHMENT 1FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PERSONAL PROPERTY TAX	237.	11.	226.
PAYROLL TAXES	12,450.	555.	11,895.
EXCISE TAXES	46,271.		
FOREIGN TAXES	6,405.	6,405.	
TOTALS	<u>65,363.</u>	<u>6,971.</u>	<u>12,121.</u>



ATTACHMENT 2FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
DUES	2,195.		2,195.
POSTAGE	723.	32.	691.
SUPPLIES	848.	38.	810.
MISCELLANEOUS	7,375.	329.	7,046.
INSURANCE	2,485.	111.	2,374.
SPECIAL SERVICES	800.		800.
COPIER LEASE	3,459.	154.	3,305.
COMPUTER EXPENSE	7,099.	317.	6,782.
TOTALS	<u>24,984.</u>	<u>981.</u>	<u>24,003.</u>

ATTACHMENT 3FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EMERGING MARKET GROWTH FUND	2,294,353.	2,294,353.
EUROPACIFIC GROWTH FUND	1,477,344.	1,477,344.
ROYCE OPPORTUNITY FUND	1,363,455.	1,363,455.
CALAMOS GROWTH & INCOME	979,952.	979,952.
PRIME FUND - CAPITAL RESERVES	242,378.	242,378.
ING GLOBAL REAL ESTATE	1,009,680.	1,009,680.
ALGER SPECTRA	1,488,796.	1,488,796.
BARON OPPORTUNITY FUND	1,300,261.	1,300,261.
BLACKROCK EQUITY DIVIDEND	1,525,967.	1,525,967.
EAGLE SMALL CAP GROWTH FUND	1,314,559.	1,314,559.
HARBOR INTERNATIONAL	1,473,244.	1,473,244.
JOHN HANCOCK DISCIPLINED VALUE	1,334,517.	1,334,517.
MFS INTNL. NEW DISCOVERY	1,157,616.	1,157,616.
TEMPLETON INSTL FDS FOREIGN	1,146,811.	1,146,811.
PIMCO COMMODITY REAL RETURN	974,336.	974,336.
TOTALS	<u>19,083,269.</u>	<u>19,083,269.</u>

ATTACHMENT 4

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
FEDERAL EXCISE TAX PAYABLE	38,271.
TOTALS	<u>38,271.</u>

ATTACHMENT 5FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSSES	3,995,024.
TOTAL	<u>3,995,024.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
BRAD KORELL 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,700.	0	0
JACK CAMPBELL 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	CHAIRMAN 2.00	1,800.	0	0
JANE HOOD 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	VICE CHAIR 2.00	1,750.	0	0
JOHN WHITE 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	400.	0	0
LINDA CRUMP 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,700.	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
NORTON WARNER 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,650.	0	0
RICHARD VIERK 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TREASURER 2.00	1,750.	0	0
ROBERT NEFSKY 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,900.	0	0
ELWOOD A. THOMPSON 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	PRESIDENT 40.00	109,214.	6,175.	0
KIM ROBAK 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,800.	0	0
	GRAND TOTALS	<u>123,664.</u>	<u>6,175.</u>	<u>0</u>

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

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

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 8

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NEBRASKA CHAMBER PLAYERS LINCOLN, NE	NONE	MUSIC IN YOUR SPACE	5,514.
NEBRASKA CULTURAL ENDOWMENT OMAHA, NE	NONE	OFFICE SUPPORT STAFF POSITION	15,000.
LINCOLN PARKS AND RECREATION FOUNDATION LINCOLN, NE	NONE	SALT VALLEY GREENWAY MASTER PLAN PROJECT	20,000.
NEBRASKA WESLEYAN UNIVERSITY LINCOLN, NE	NONE	SUCCESS FOR EVERY STUDENT PROGRAM	21,775.
COMMUNITY ACTION PARTNERSHIP LINCOLN, NE	NONE	INDIVIDUAL DEVELOPMENT ACCOUNT PROGRAM	15,000.
LINCOLN/LANCASTER COUNTY HUMAN SERVICES FOUNDATION LINCOLN, NE	NONE	CAPACITY BUILDING PROJECT WITH FIVE PARTNER AGENCIES	3,614.

ATTACHMENT 8



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

ATTACHMENT 8 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LINCOLN HOUSING CHARITIES LINCOLN, NE	NONE	FAMILY LITERACY PROGRAM AT ARNOLD ELEMENTARY SCHOOL	5,000.
HAYMARKET THEATRE LINCOLN, NE	NONE	GENERAL OPERATING SUPPORT	7,500.
TOTAL CONTRIBUTIONS APPROVED			<u>93,403.</u>

# Lincoln/Lancaster County Grantmakers Application Form

2/7/2012

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

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

---

## Abel Foundation

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

## Building Strong Families Fund

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

## Cooper Foundation

Art Thompson, President  
Victoria Kovar, Program Officer  
870 Wells Fargo Center, 1248 O Street  
Lincoln, NE 68508  
Phone (402) 476-7571 Fax (402) 476-2356  
[art@cooperfoundation.org](mailto:art@cooperfoundation.org)  
[victoria@cooperfoundation.org](mailto:victoria@cooperfoundation.org)  
[www.cooperfoundation.org](http://www.cooperfoundation.org)

## Duncan Family Trust

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

## Lincoln Community Foundation, Inc.

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

## Foundation for Lincoln Public Schools

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

## Woods Charitable Fund, Inc.\*

Tom Woods, Executive Director  
Angie Zmarzly, Program Associate  
1440 M Street  
P.O. Box 81309  
Lincoln, NE 68501  
Phone (402) 436-5971 Fax (402) 742-0123  
[twoods@woodscharitable.org](mailto:twoods@woodscharitable.org)  
[azmarzly@woodscharitable.org](mailto:azmarzly@woodscharitable.org)  
[www.woodscharitable.org](http://www.woodscharitable.org)

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

# Lincoln/Lancaster County Grantmakers

## Application Form 2/7/2012

Follow this format, and number and restate the headings.

Foundation Applied To: \_\_\_\_\_

Application Date: \_\_\_\_\_

Organization's Federal Tax I.D. Number: \_\_\_\_\_

### I. ORGANIZATIONAL INFORMATION

**Provide the following information in two pages using this format.**

A. Organization Name \_\_\_\_\_  
(List fiscal agent for collaborations)

B. Address/9-digit Zip Code \_\_\_\_\_

C. Website \_\_\_\_\_

D. Chief Executive Officer \_\_\_\_\_

D.1. Telephone number \_\_\_\_\_ D.2. Fax \_\_\_\_\_

D.3. Email address \_\_\_\_\_

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

E.1. Telephone number \_\_\_\_\_ E.2. Fax \_\_\_\_\_

E.3. Email address \_\_\_\_\_

F. Purpose of Request

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

\_\_\_\_\_  
(Signature of Chairperson of the Board)

\_\_\_\_\_  
(Signature of the Chief Executive Officer)

*Consult individual grantmakers' guidelines and instructions.*

# Lincoln/Lancaster County Grantmakers Application Form 2/7/2012

Follow this format, and number and restate the headings.

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

### **A. ORGANIZATION MISSION STATEMENT**

### **B. FUNDING REQUEST**

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

### **C. FINANCIAL PLAN**

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

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

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

## **III. REQUIRED SUPPORTING MATERIAL**

### **A. OPERATING BUDGET**

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

### **B. FINANCIAL REPORT**

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

### **C. REVIEW OF FINANCIAL STATEMENTS**

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

### **D. IRS FORM 990**

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

### **E. BOARD OF DIRECTORS & STAFF**

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

### **F. IRS EXEMPTION LETTER**

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

# Cooper Grant Payments Made - 2011

1/16/2012

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes
<b>Arts</b>					
<b>Angels Theatre Company, Inc.</b> <i>Playwriting workshop</i> \$ 1,500.00	1438	4/11/2011	\$1,500.00	Cooper Foundation	7071
<b>Angels Theatre Company, Inc.</b> <i>General operating support - Victoria Kovar designation</i> \$ 1,500.00	1492	10/14/2011	\$1,500.00	Cooper Foundation	7268
<b>Doane College</b> <i>Arts Are Basic</i> \$ 15,000.00	1446	4/11/2011	\$15,000.00	Cooper Foundation	7076
<b>Flatwater Shakespeare Company</b> <i>General operating support</i>  \$ 12,000.00	1416	1/26/2011	\$6,000.00	Cooper Foundation	6997 Kendra spoke to IRS agent #1000143706 on October 28, 2010 who confirmed that Flatwater Shakespeare is a 501(c)3 organization. Phone #877-829-5500.
<b>Flatwater Shakespeare Company</b> <i>General operating support</i> \$ 12,000.00	1416	7/15/2011	\$6,000.00	Cooper Foundation	7183
<b>Haymarket Theatre</b> <i>General operating support</i> \$ 15,000.00	1497	12/21/2011	\$7,500.00	Cooper Foundation	7336

<b>Organization and Project Grant Amount</b>	<b>Grant No. Ref. No.</b>	<b>Payment Date</b>	<b>Payment Amount</b>	<b>Payment Fund</b>	<b>Check Number Notes</b>
<b>Lincoln Association for Traditional Arts</b> <i>Collaboration with the Lied Center during the 2011-2012 concert season</i> \$ 5,335.00	1467	9/13/2011	\$5,335.00	Cooper Foundation	7237
<b>Lincoln Civic Choir</b> <i>Rebranding project</i> \$ 3,000.00	1463	6/24/2011	\$3,000.00	Cooper Foundation	7146
<b>Lincoln Community Playhouse</b> <i>General operating support</i> \$ 20,000.00	1465	6/15/2011	\$20,000.00	Cooper Foundation	7147
<b>Lincoln Symphony Orchestra</b> <i>General operating support</i> \$ 20,000.00	1444	4/11/2011	\$20,000.00	Cooper Foundation	7081
<b>Lux Center for the Arts</b> <i>Arts education programs</i> \$ 15,000.00	1499	12/20/2011	\$15,000.00	Cooper Foundation	7340
<b>Meadowlark Music Festival</b> <i>General operating support</i> \$ 5,000.00	1462	6/15/2011	\$5,000.00	Cooper Foundation	7149
<b>Metropolitan Opera/Nebraska Auditions</b> <i>2012 Auditions</i> \$ 1,000.00	1507	12/19/2011	\$1,000.00	Cooper Foundation	7341
<b>Mid-America Arts Alliance</b> <i>General operating support</i> \$ 25,000.00	1486	10/14/2011	\$25,000.00	Cooper Foundation	7276
<b>Museum of Nebraska Art</b> <i>Distance education equipment</i> \$ 8,755.00	1484	10/14/2011	\$8,755.00	Cooper Foundation	7277

<b>Organization and Project Grant Amount</b>	<b>Grant No. Ref. No.</b>	<b>Payment Date</b>	<b>Payment Amount</b>	<b>Payment Fund</b>	<b>Check Number Notes</b>
<b>Nebraska Arts Council</b> <i>Arts Success Stories</i> \$ 5,000.00	1437	4/11/2011	\$5,000.00	Cooper Foundation	7088
<b>Nebraska Cultural Endowment</b> <i>Office support staff position</i> \$ 30,000.00	1496	12/21/2011	\$15,000.00	Cooper Foundation	7343
<b>Nebraska Shakespeare Festival</b> <i>Educational Fall Tour of "Much Ado About Nothing"</i> \$ 10,000.00	1452	8/10/2011	\$10,000.00	Cooper Foundation	7191
<b>TADA Productions, Inc.</b> <i>General operating support</i> \$ 10,000.00	1389	4/11/2011	\$5,000.00	Cooper Foundation	7085
<b>University of Nebraska Lincoln, Hixson-Lied College of Fine and Performing Arts</b> <i>Interdisciplinary Arts Symposium</i> \$ 10,000.00	1472	12/12/2011	\$10,000.00	Cooper Foundation	7327
<b>University of Nebraska Lincoln, Lied Center for Performing Arts</b> <i>Projection and sound system</i> \$ 30,000.00	1482	10/14/2011	\$30,000.00	Cooper Foundation	7280
<b>University of Nebraska Lincoln, Nebraska Repertory Theatre</b> <i>Summer internships</i> \$ 5,000.00	1458	6/15/2011	\$5,000.00	Cooper Foundation	7154
		<i>Total Arts (22 items)</i>	\$220,590.00		

**Community Improvement**

<b>Organization and Project Grant Amount</b>	<b>Grant No. Ref. No.</b>	<b>Payment Date</b>	<b>Payment Amount</b>	<b>Payment Fund</b>	<b>Check Number Notes</b>
<b>Community Services Fund</b> <i>2010 Campaign</i> \$ 4,500.00	1445	4/11/2011	\$4,500.00	Cooper Foundation	7074
<b>Lincoln Community Foundation</b> <i>Give to Lincoln Day</i> \$ 25,000.00	1511	12/20/2011	\$25,000.00	Cooper Foundation	7338
<b>Nebraska Community Foundation</b> <i>General operating support</i> \$ 20,000.00	1476	10/14/2011	\$20,000.00	Cooper Foundation	7278
<b>Nebraska Trails Foundation</b> <i>Bison Trail pedestrian bridge</i> \$ 10,000.00	1420	7/15/2011	\$10,000.00	Cooper Foundation	7178
	<i>Total Community Improvement (4 items)</i>		\$59,500.00		
<b><u>Education</u></b>					
<b>Bellevue University</b> <i>Scholarship</i> \$ 12,000.00	1424	6/15/2011	\$3,000.00	Cooper Foundation	7141
<b>Bright Lights, Inc.</b> <i>Online registration upgrades and technology</i> \$ 8,800.00	1502	12/23/2011	\$8,800.00	Cooper Foundation	7334
<b>College of Saint Mary</b> <i>Scholarship</i> \$ 12,000.00	1425	6/15/2011	\$3,000.00	Cooper Foundation	7142
<b>Doane College</b> <i>Scholarship</i> \$ 12,000.00	1426	6/15/2011	\$3,000.00	Cooper Foundation	7143



<b>Organization and Project Grant Amount</b>	<b>Grant No. Ref. No.</b>	<b>Payment Date</b>	<b>Payment Amount</b>	<b>Payment Fund</b>	<b>Check Number Notes</b>
<b>Foundation for Lincoln Public Schools</b> <i>Technology infrastructure upgrade</i> \$ 10,000.00	1508	12/20/2011	\$10,000.00	Cooper Foundation	7335
<b>Hastings College</b> <i>Scholarship</i> \$ 12,000.00	1427	6/15/2011	\$3,000.00	Cooper Foundation	7144
<b>Jewish Federation of Omaha</b> <i>Part-time administrative assistant position</i> \$ 15,000.00	1436	6/15/2011	\$15,000.00	Cooper Foundation	7145
<b>Lincoln Literacy Council</b> <i>General operating support - Victoria Kovar designation</i> \$ 2,500.00	1493	10/14/2011	\$2,500.00	Cooper Foundation	7274
<b>Lincoln Music Teachers Association</b> <i>Music Outreach Program</i> \$ 5,000.00	1466	6/15/2011	\$5,000.00	Cooper Foundation	7148
<b>Midland University</b> <i>Scholarship</i> \$ 12,000.00	1428	6/15/2011	\$3,000.00	Cooper Foundation	7150
<b>Nebraska Wesleyan University</b> <i>Success for Every Student program In honor of John White</i> \$ 51,600.00	1454	6/15/2011	\$29,825.00	Cooper Foundation	7152
<b>Nebraska Wesleyan University</b> <i>Cooper Foundation Scholarship for Students of Color</i> \$ 12,000.00	1429	6/15/2011	\$3,000.00	Cooper Foundation	7155

<b>Organization and Project Grant Amount</b>	<b>Grant No. Ref. No.</b>	<b>Payment Date</b>	<b>Payment Amount</b>	<b>Payment Fund</b>	<b>Check Number Notes</b>
<b>University of Nebraska Lincoln, Center for Great Plains Studies</b> <i>"1862 and the Making of the Great Plains" symposium</i> \$ 15,000.00	1433	12/12/2011	\$15,000.00	Cooper Foundation	7325
<b>University of Nebraska Lincoln, Forsythe Family Program on Human Rights and Humanitarian Affairs</b> <i>Web-based teaching module</i>  \$ 6,000.00	1441	4/11/2011	\$6,000.00	Cooper Foundation	7089  Total grant approved \$7,500 - \$6,000 paid directly, \$1,500 remaining in the UNL Foundation Human Rights sub-account was used to fund the rest of this grant.
<b>University of Nebraska Lincoln, E.N. Thompson Forum on World Issues</b> <i>Campaign for Nebraska</i> \$ 400,000.00	1387	12/12/2011	\$40,000.00	Cooper Foundation	7323
<b>University of Nebraska Lincoln, E.N. Thompson Forum on World Issues</b> <i>Thompson Family Fund 2011</i> \$ 15,261.00	1509	12/20/2011	\$15,261.00	Thompson Family Fund	7344
<b>University of Nebraska Lincoln, African American and African Studies Program</b> <i>40th Year Anniversary symposium</i> \$ 5,000.00	1457	8/10/2011	\$5,000.00	Cooper Foundation	7192
		<i>Total Education (17 items)</i>	<hr/> \$170,386.00		

**Environment**

<b>Organization and Project Grant Amount</b>	<b>Grant No. Ref. No.</b>	<b>Payment Date</b>	<b>Payment Amount</b>	<b>Payment Fund</b>	<b>Check Number Notes</b>
<b>National Audubon Society</b> <i>General operating support</i> \$ 25,000.00	1440	4/11/2011	\$25,000.00	Cooper Foundation	7082
<b>Nebraska Land Trust</b> <i>Director of Outreach and Administration staff position</i> \$ 20,000.00	1456	6/20/2011	\$20,000.00	Cooper Foundation	7151
<b>Nebraska Water Center Foundation</b> <i>Educational programming</i>  \$ 25,000.00	1150	3/18/2011	\$5,000.00	Cooper Foundation	7041 Send to Chad Adams, Treasurer c/o Adams Bank & Trust, PO Box 720, Ogallala, NE 69153
<b>NET Foundation for Television</b> <i>Platte River Time-lapse Project</i> \$ 20,000.00	1423	2/24/2011	\$20,000.00	Cooper Foundation	7020 Contingency met 2/17/11
<b>NET Foundation for Television</b> <i>Platte River Time Lapse Project</i> \$ 25,000.00	1470	7/15/2011	\$25,000.00	Cooper Foundation	7177
		<i>Total Environment (5 items)</i>	\$95,000.00		
<b><u>Human Services</u></b>					
<b>Asian Community &amp; Cultural Center</b> <i>General operating support</i> \$ 30,000.00	1447	4/11/2011	\$15,000.00	Cooper Foundation	7072
<b>Asian Community &amp; Cultural Center</b> <i>General operating support</i> \$ 30,000.00	1447	9/13/2011	\$15,000.00	Cooper Foundation	7234

<b>Organization and Project Grant Amount</b>	<b>Grant No. Ref. No.</b>	<b>Payment Date</b>	<b>Payment Amount</b>	<b>Payment Fund</b>	<b>Check Number Notes</b>
<b>Boys and Girls Club of Lincoln-Lancaster County</b> <i>General operating support</i> \$ 5,000.00	1475	10/14/2011	\$5,000.00	Cooper Foundation	7269
<b>CASA for Lancaster County</b> <i>General operating support</i> \$ 10,000.00	1367	1/26/2011	\$2,500.00	Cooper Foundation	6996
<b>CASA for Lancaster County</b> <i>General operating support</i> \$ 10,000.00	1477	10/14/2011	\$10,000.00	Cooper Foundation	7270
<b>Center for Legal Immigration Assistance</b> <i>General operating support</i> \$ 20,000.00	1490	12/12/2011	\$20,000.00	Cooper Foundation	7324
<b>Community CROPS</b> <i>General operating support - Victoria Kovar designation</i> \$ 1,000.00	1494	10/14/2011	\$1,000.00	Cooper Foundation	7271
<b>Community Development Resources</b> <i>Loan Loss Reserve Funds</i> \$ 10,000.00	1469	9/13/2011	\$10,000.00	Cooper Foundation	7236 Contingent of full funding
<b>Community Justice Center</b> <i>General operating support</i> \$ 15,000.00	1431	4/11/2011	\$15,000.00	Cooper Foundation	7073
<b>Family Service Association</b> <i>Autism Spectrum-specific treatment</i>  \$ 10,000.00	1375	3/18/2011	\$10,000.00	Cooper Foundation	7040 Hold payment until confirmation that therapist has been hired. Confirmation received 2/14/11. Direct payment to Linda Sullivan.

<b>Organization and Project Grant Amount</b>	<b>Grant No. Ref. No.</b>	<b>Payment Date</b>	<b>Payment Amount</b>	<b>Payment Fund</b>	<b>Check Number Notes</b>
<b>Family Violence Council</b> <i>Community plan to stop violence against women and their children</i> \$ 15,000.00	1443	4/11/2011	\$15,000.00	Cooper Foundation	7077
<b>Friendship Home</b> <i>Project management consultant for the new client database</i> \$ 7,000.00	1412	1/26/2011	\$7,000.00	Cooper Foundation	6998
<b>Friendship Home</b> <i>General operating support - Trustee designation - Tish Druliner</i> \$ 10,000.00	1488	10/14/2011	\$10,000.00	Cooper Foundation	7273
<b>Heartland Big Brothers Big Sisters</b> <i>General operating support</i> \$ 10,000.00	1501	12/21/2011	\$10,000.00	Cooper Foundation	7337
<b>Lighthouse</b> <i>Truancy intervention/prevention program</i> \$ 7,681.00	1442	4/11/2011	\$7,681.00	Cooper Foundation	7080
<b>Lincoln Housing Charities</b> <i>Expanding Horizons summer enrichment program</i> \$ 7,000.00	1439	5/13/2011	\$7,000.00	Cooper Foundation	7119
<b>Lincoln Medical Education Partnership</b> <i>General operating support</i> \$ 10,000.00	1432	7/15/2011	\$10,000.00	Cooper Foundation	7179
<b>Mental Health Association of Nebraska</b> <i>Marketing/Social Media program</i> \$ 14,310.00	1489	10/14/2011	\$14,310.00	Cooper Foundation	7275

<b>Organization and Project Grant Amount</b>	<b>Grant No. Ref. No.</b>	<b>Payment Date</b>	<b>Payment Amount</b>	<b>Payment Fund</b>	<b>Check Number Notes</b>
<b>Nebraska Commission for the Blind and Visually Impaired</b> <i>Bring speaker Michael Hingson to Lincoln</i> \$ 2,500.00	1500	12/22/2011	\$2,500.00	Cooper Foundation	7342
<b>NeighborWorks Lincoln</b> <i>Community Engagement Initiative</i> \$ 15,000.00	1460	6/15/2011	\$15,000.00	Cooper Foundation	7153
<b>Prairie Gold Homes, Inc.</b> <i>Tuition, books and administrative support</i> \$ 9,200.00	1411	3/18/2011	\$9,200.00	Cooper Foundation	7042 Need confirmation of when class starts.
<b>Region V Systems</b> <i>Continuation of "Let's Build" capacity building program for nonprofit organizations</i> \$ 10,000.00	1370	3/18/2011	\$10,000.00	Cooper Foundation	7044
<b>St. Monica's Behavioral Health Services for Women</b> <i>General operating support</i> \$ 25,000.00	1448	4/11/2011	\$25,000.00	Cooper Foundation	7084
<b>TeamMates of Lincoln Public Schools</b> <i>TeamMates Against Bullying program</i> \$ 10,000.00	1455	7/15/2011	\$10,000.00	Cooper Foundation	7176
<b>United Way of Lincoln/Lancaster County</b> <i>2011 United Way Campaign</i> \$ 15,283.00	1495	10/14/2011	\$15,283.00	Cooper Foundation	7279
<i>Total Human Services (25 items)</i>			\$271,474.00		

**Humanities**

<b>Organization and Project Grant Amount</b>	<b>Grant No. Ref. No.</b>	<b>Payment Date</b>	<b>Payment Amount</b>	<b>Payment Fund</b>	<b>Check Number Notes</b>
<b>Heritage Nebraska</b> <i>Two half-time field staff positions</i> \$ 10,000.00	1435	4/11/2011	\$10,000.00	Cooper Foundation	7078
<b>Willa Cather Pioneer Memorial and Educational Foundation</b> <i>Full-Time Professional Development Director position</i> \$ 30,000.00	1480	12/12/2011	\$30,000.00	Cooper Foundation	7326
		<i>Total Humanities (2 items)</i>	\$40,000.00		
<b><u>Other</u></b>					
<b>Childrens Cancer Research Fund</b> <i>Memorial in honor of Suzanne Holmes Hodder</i> \$ 100.00	1505	10/14/2011	\$100.00	Cooper Foundation	7281
<b>Council on Foundations</b> <i>2011 general support</i> \$ 1,840.00	1430	4/11/2011	\$1,840.00	Cooper Foundation	7075
<b>Foundation Center</b> <i>Annual support</i> \$ 2,750.00	1483	10/14/2011	\$2,750.00	Cooper Foundation	7272
<b>St Paul's Episcopal Church</b> <i>Memorial in honor of Beryl Viola Cooke</i> \$ 100.00	1506	10/14/2011	\$100.00	Cooper Foundation	7282
		<i>Total Other (4 items)</i>	\$4,790.00		
		<b>Grand Total (79 items)</b>	\$861,740.00		