Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

▶ **Go to *www.irs.gov/Form990PF* for instructions and the latest information.**

OMB No. 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation
COOPER FOUNDATION

A Employer identification number
47-0401230

Number and street (or P.O. box number if mail is not delivered to street address) | Room/suite
1248 O STREET | 870

B Telephone number (see instructions)
(402) 476-7571

City or town, state or province, country, and ZIP or foreign postal code
LINCOLN, NE 68508

C If exemption application is pending, check here . . . . . ▶ ☐

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

D 1. Foreign organizations, check here . . ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation . . . . . ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 25,681,113.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments	518.	518.		
	4 Dividends and interest from securities	320,390.	320,390.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,077,808.			
	b Gross sales price for all assets on line 6a 5,374,613.				
	7 Capital gain net income (from Part IV, line 2)		2,077,808.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	2,398,716.	2,398,716.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	142,788.	7,139.		135,649.
	14 Other employee salaries and wages	106,222.			106,222.
	15 Pension plans, employee benefits	50,403.	1,647.		48,756.
	16a Legal fees (attach schedule)	3,903.	195.		3,708.
	b Accounting fees (attach schedule)	14,952.	3,738.		11,214.
	c Other professional fees (attach schedule) [1]	43,550.	43,550.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [2]	63,125.	534.		15,800.
	19 Depreciation (attach schedule) and depletion	2,628.	86.		
	20 Occupancy	54,609.	1,786.		52,823.
	21 Travel, conferences, and meetings	23,302.			20,196.
	22 Printing and publications	486.			486.
	23 Other expenses (attach schedule) ATCH 3	29,184.	482.		28,702.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	535,152.	59,157.		423,556.
	25 Contributions, gifts, grants paid	670,706.			669,568.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,205,858.	59,157.	0.	1,093,124.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,192,858.			
	b **Net investment income** (if negative, enter -0-)		2,339,559.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	16,550.	29,245.	29,245.
	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	9,237.	8,872.	8,872.
	10a 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) ATCH 4	21,605,763.	25,632,095.	25,632,095.
	14 Land, buildings, and equipment: basis ▶ 128,708. Less: accumulated depreciation (attach schedule) ▶ 117,807.	8,724.	10,901.	10,901.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	21,640,274.	25,681,113.	25,681,113.
Liabilities	17 Accounts payable and accrued expenses	23,547.	40,589.	
	18 Grants payable	160,103.	161,241.	
	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 ▶ ATCH 5)	104.	26,919.	
	23 **Total liabilities** (add lines 17 through 22)	183,754.	228,749.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26, and lines 30 and 31.**			
	24 Unrestricted	16,456,520.	20,452,364.	
	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.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	21,456,520.	25,452,364.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	21,640,274.	25,681,113.	

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	21,456,520.
2	Enter amount from Part I, line 27a	2	1,192,858.
3	Other increases not included in line 2 (itemize) ▶ ATCH 6	3	2,802,986.
4	Add lines 1, 2, and 3	4	25,452,364.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,452,364.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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.)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col. (h))
	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	2,077,808.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation doesn't 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))
2016	1,076,584.	20,951,917.	0.051384
2015	1,126,255.	22,578,465.	0.049882
2014	1,307,997.	23,936,545.	0.054644
2013	959,171.	22,305,269.	0.043002
2012	1,098,237.	20,148,933.	0.054506

2	**Total** of line 1, column (d)	2	0.253418
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.050684
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	23,489,179.
5	Multiply line 4 by line 3	5	1,190,526.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	23,396.
7	Add lines 5 and 6	7	1,213,922.
8	Enter qualifying distributions from Part XII, line 4	8	1,093,124.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	46,791.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	
3	Add lines 1 and 2	3	46,791.
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	46,791.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 19,872.		
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	19,872.
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	26,919.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c	N/A	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ _____ **(2)** On foundation managers. ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*.	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ NE,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G?* If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ 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 ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year N/A ▶ 15

			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16		X

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b	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 ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017.)	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 2017?	4b		X

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

			Yes	No
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	N/A	
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 7		142,788.	1,807.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

JSA

7E1460 1.000

030420 K923 4/30/2018 12:03:07 PM V 17-4.5F 60786

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**	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	23,775,617.
b	Average of monthly cash balances	1b	51,492.
c	Fair market value of all other assets (see instructions)	1c	19,773.
d	**Total** (add lines 1a, b, and c)	1d	23,846,882.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	23,846,882.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	357,703.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,489,179.
6	**Minimum investment return.** Enter 5% of line 5	6	1,174,459.

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	1,174,459.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	46,791.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	46,791.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,127,668.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,127,668.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,127,668.

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	1,093,124.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,093,124.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,093,124.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,127,668.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only				
b Total for prior years: 20 15 ,20 14 ,20 13				
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015	9,501.			
e From 2016	43,796.			
f **Total** of lines 3a through e	53,297.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 1,093,124.				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount				1,093,124.
e Remaining amount distributed out of corpus	34,544.			34,544.
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	18,753.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	18,753.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016	18,753.			
e Excess from 2017				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets (2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

ATCH 8

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

ATCH 9

c Any submission deadlines:

ATCH 10

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

ATCH 11

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE EXHIBIT 2				669,568.
Total ▶ **3a**				669,568.
b *Approved for future payment*				
ATCH 12				
Total ▶ **3b**				36,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	518.	
4 Dividends and interest from securities			14	320,390.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,077,808.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				2,398,716.	
13 **Total.** Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)				13	2,398,716.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KRISTIN TYNON				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					1,413,503.	
		ALGER SPECTRA				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
142,425.		69,111.					73,314.	
		BLACKROCK EQUITY DIVIDEND				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
136,719.		103,869.					32,850.	
		EAGLE SMALL CAP GROWTH FUND				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
131,814.		72,089.					59,725.	
		HARBOR INTERNATIONAL				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
101,718.		79,230.					22,488.	
		JOHN HANCOCK DISCIPLINED VALUE				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
83,348.		6,681.					76,667.	
		MFS INTERNATIONAL NEW DISCOVERY				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
89,169.		34,948.					54,221.	
		TEMPLETON INSTL FUNDS FOREIGN				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
117,018.		60,282.					56,736.	
		OPPENHEIMER DEV MARKETS				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
347,673.		311,101.					36,572.	
		PIMCO COMMODITY REAL RETURN				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
78,203.		112,307.					-34,104.	
		ROYCE OPPORTUNITY INSTL CLASS				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
231,990.		146,364.					85,626.	
		EUROPACIFIC GROWTH FUND F2				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
166,515.		114,050.					52,465.	
		VOYA GLOBAL REAL ESTATE				P	VAR	VAR

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)	
		PROPERTY TYPE: SECURITIES						
945,544.		775,586.					169,958.	
		THIRD AVENUE REAL ESTATE				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
16,197.		15,387.					810.	
		CALAMOS GROWTH & INCOME				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
25,191.		25,184.					7.	
		HSBC OPPORTUNITY FUND				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
169,843.		192,873.					-23,030.	
		FIDELITY GOVT MMKT CAP RESERVES				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
1,177,743.		1,177,743.						
TOTAL GAIN(LOSS)							2,077,808.	

Form **2220**
Department of the Treasury
Internal Revenue Service

Underpayment of Estimated Tax by Corporations

▶ **Attach to the corporation's tax return.**
▶ **Go to *www.irs.gov/Form2220* for instructions and the latest information.**

OMB No. 1545-0123
2017

Name
COOPER FOUNDATION

Employer identification number
47-0401230

Note: Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)		1	46,791.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c	Credit for federal tax paid on fuels (see instructions)	2c		
d	**Total.** Add lines 2a through 2c		2d	
3	Subtract line 2d from line 1. If the result is less than $500, **do not** complete or file this form. The corporation doesn't owe the penalty		3	46,791.
4	Enter the tax shown on the corporation's 2016 income tax return. See instructions. **Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5**		4	7,404.
5	**Required annual payment.** Enter the **smaller** of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	7,404.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it doesn't owe a penalty. See instructions.

6		The corporation is using the adjusted seasonal installment method.
7	X	The corporation is using the annualized income installment method.
8		The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

			(a)	(b)	(c)	(d)
9	**Installment due dates.** Enter in columns (a) through (d) the 15th day of the 4th (***Form 990-PF filers:*** Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/2017	06/15/2017	09/15/2017	12/15/2017
10	**Required installments.** If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	10	1,851.	5,917.	10,086.	1,880.
11	Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11	4,941.	2,840.	10,091.	2,000.
	Complete lines 12 through 18 of one column before going to the next column.					
12	Enter amount, if any, from line 18 of the preceding column	12		3,090.	13.	18.
13	Add lines 11 and 12	13		5,930.	10,104.	2,018.
14	Add amounts on lines 16 and 17 of the preceding column	14				
15	Subtract line 14 from line 13. If zero or less, enter -0-	15	4,941.	5,930.	10,104.	2,018.
16	If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16				
17	**Underpayment.** If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18	**Overpayment.** If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	3,090.	13.	18.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

		(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. ***(C Corporations with tax years ending June 30 and S corporations:*** Use 3rd month instead of 4th month. ***Form 990-PF and Form 990-T filers:*** Use 5th month instead of 4th month.) See instructions	**19**				
20 Number of days from due date of installment on line 9 to the date shown on line 19	**20**				
21 Number of days on line 20 after 4/15/2017 and before 7/1/2017	**21**				
22 Underpayment on line 17 x Number of days on line 21 / 365 x 4% (0.04)	**22**	$	$	$	$
23 Number of days on line 20 after 6/30/2017 and before 10/1/2017	**23**				
24 Underpayment on line 17 x Number of days on line 23 / 365 x 4% (0.04)	**24**	$	$	$	$
25 Number of days on line 20 after 9/30/2017 and before 1/1/2018	**25**				
26 Underpayment on line 17 x Number of days on line 25 / 365 x 4% (0.04)	**26**	$	$	$	$
27 Number of days on line 20 after 12/31/2017 and before 4/1/2018	**27**				
28 Underpayment on line 17 x Number of days on line 27 / 365 x 4% (0.04)	**28**	$	$	$	$
29 Number of days on line 20 after 3/31/2018 and before 7/1/2018	**29**				
30 Underpayment on line 17 x Number of days on line 29 / 365 x *%	**30**	$	$	$	$
31 Number of days on line 20 after 6/30/2018 and before 10/1/2018	**31**				
32 Underpayment on line 17 x Number of days on line 31 / 365 x *%	**32**	$	$	$	$
33 Number of days on line 20 after 9/30/2018 and before 1/1/2019	**33**				
34 Underpayment on line 17 x Number of days on line 33 / 365 x *%	**34**	$	$	$	$
35 Number of days on line 20 after 12/31/2018 and before 3/16/2019	**35**				
36 Underpayment on line 17 x Number of days on line 35 / 365 x *%	**36**	$	$	$	$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	**37**	$	$	$	$
38 **Penalty.** Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns	**38**	$			

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at ***www.irs.gov.*** You can also call 1-800-829-4933 to get interest rate information.

Part II Annualized Income Installment Method

		(a)	(b)	(c)	(d)
		First 2 months	First 3 months	First 6 months	First 9 months
20 Annualization periods (see instructions)	20				
21 Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21	164,522.	194,199.	595,120.	740,022.
22 Annualization amounts (see instructions)	22	6.00000	4.00000	2.00000	1.33333
23a Annualized taxable income. Multiply line 21 by line 22	23a	987,132.	776,796.	1,190,240.	986,694.
b Extraordinary items (see instructions)	23b				
c Add lines 23a and 23b	23c	987,132.	776,796.	1,190,240.	986,694.
24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return	24	19,743.	15,536.	23,805.	19,734.
25 Enter any alternative minimum tax for each payment period (see instructions)	25				
26 Enter any other taxes for each payment period. See instructions	26				
27 Total tax. Add lines 24 through 26	27	19,743.	15,536.	23,805.	19,734.
28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28				
29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	19,743.	15,536.	23,805.	19,734.
30 Applicable percentage	30	25%	50%	75%	100%
31 Multiply line 29 by line 30	31	4,936.	7,768.	17,854.	19,734.

Part III Required Installments

		1st installment	2nd installment	3rd installment	4th installment
Note: Complete lines 32 through 38 of one column before completing the next column.					
32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the **smaller** of the amounts in each column from line 19 or line 31	32	4,936.	7,768.	17,854.	19,734.
33 Add the amounts in all preceding columns of line 38. See instructions	33		1,851.	7,768.	17,854.
34 **Adjusted seasonal or annualized income installments.** Subtract line 33 from line 32. If zero or less, enter -0-	34	4,936.	5,917.	10,086.	1,880.
35 Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. **Note:** "Large corporations," see the instructions for line 10 for the amounts to enter	35	1,851.	21,545.	11,698.	11,698.
36 Subtract line 38 of the preceding column from line 37 of the preceding column	36			15,628.	17,240.
37 Add lines 35 and 36	37	1,851.	21,545.	27,326.	28,938.
38 **Required installments.** Enter the **smaller** of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38	1,851.	5,917.	10,086.	1,880.

ATTACHMENT 1

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	43,550.	43,550.
TOTALS	43,550.	43,550.

ATTACHMENT 2

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	16,334.	534.	15,800.
FEDERAL EXCISE TAX	46,791.		
TOTALS	63,125.	534.	15,800.

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DUES	7,022.		7,022.
POSTAGE	914.	30.	884.
SUPPLIES	755.	25.	730.
MISCELLANEOUS	430.	14.	416.
INSURANCE	2,390.	78.	2,312.
SPECIAL SERVICES	850.		850.
COPIER LEASE	3,100.	101.	2,999.
COMMUNICATIONS	6,572.		6,572.
COMPUTER EXPENSE	7,151.	234.	6,917.
TOTALS	29,184.	482.	28,702.

ATTACHMENT 4

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EUROPACIFIC GROWTH FUND	1,981,515.	1,981,515.
ROYCE OPPORTUNITY FUND	1,782,515.	1,782,515.
CALAMOS GROWTH & INCOME	1,257,655.	1,257,655.
PRIME FUND - CAPITAL RESERVES	396,066.	396,066.
ALGER SPECTRA	1,984,615.	1,984,615.
BLACKROCK EQUITY DIVIDEND	2,025,048.	2,025,048.
EAGLE SMALL CAP GROWTH FUND	1,788,975.	1,788,975.
HARBOR INTERNATIONAL	2,013,209.	2,013,209.
JOHN HANCOCK DISCIPLINED VALUE	1,772,875.	1,772,875.
MFS INTNL. NEW DISCOVERY	1,528,118.	1,528,118.
TEMPLETON INSTL FDS FOREIGN	1,511,712.	1,511,712.
PIMCO COMMODITY REAL RETURN	1,230,945.	1,230,945.
OPPENHEIMER DEV MARKETS	3,235,111.	3,235,111.
HSBC OPPORTUNITY FUND	1,831,372.	1,831,372.
THIRD AVENUE REAL ESTATE FUND	1,292,364.	1,292,364.
TOTALS	25,632,095.	25,632,095.

ATTACHMENT 5

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
FEDERAL EXCISE TAX PAYABLE	26,919.
TOTALS	26,919.

ATTACHMENT 6

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
UNREALIZED GAINS	2,802,986.
TOTAL	2,802,986.

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
BRAD KORELL 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TREASURER 2.00	1,750.	0.	0.
JACK CAMPBELL 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	CHAIR 2.00	1,800.	0.	0.
JANE HOOD 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,750.	0.	0.
LINDA CRUMP 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,800.	0.	0.
RICHARD VIERK 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,850.	0.	0.

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

ATTACHMENT 7 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT NEFSKY 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,800.	0.	0.
ELWOOD A. THOMPSON 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	PRESIDENT 40.00	128,088.	1,807.	0.
KIM ROBAK 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	VICE CHAIR 2.00	1,800.	0.	0.
PAMELA SNOW 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,850.	0.	0.
CONNIE DUNCAN 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	150.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 7 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
TYRE J. MCDOWELL 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	150.	0.	0.
	GRAND TOTALS	142,788.	1,807.	0.

ATTACHMENT 8

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

ATTACHMENT 9

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

SEE EXHIBIT 1

ATTACHMENT 10

990PF, PART XV - SUBMISSION DEADLINES

APPLICATIONS ARE REVIEWED AT BOARD OF TRUSTEE MEETINGS.

ATTACHMENT 11

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANTS ARE MADE PRIMARILY TO NEBRASKA NON-PROFIT ORGANIZATIONS.

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOUNDATION FOR LINCOLN PUBLIC SCHOOLS 5905 O STREET LINCOLN, NE 68510	NONE PC	SPARK SUMMER LEARNING	10,000.
MEN WITH DREAMS 211 N 14TH STREET LINCOLN, NE 68508	NONE PC	GENERAL OPERATING SUPPORT	6,000.
NEBRASKANS FOR CIVIC REFORM 1111 LINCOLN MALL SUITE 350 LINCOLN, NE 68508	NONE PC	NEW AMERICAN CIVIC ACTION PROGRAM	5,000.
SENIORS FOUNDATION 600 S. 70TH STREET BUILDING #7 LINCOLN, NE 68510	NONE PC	EXECUTIVE DIRECTOR STAFF POSITION	15,000.
		TOTAL CONTRIBUTIONS APPROVED	36,000.

Cooper Foundation Application

Cooper Foundation (NE)

Project Name*

Name of Project

Character Limit: 100

Amount Requested*

Character Limit: 20

Request Narrative (=required)*

Request Description*

Begin this section by re-stating the amount requested and its use in one sentence. Then describe your objectives, goals, and the need you will serve. Tell us what you want to do and why it is important.

Character Limit: 3500

Who Will Benefit?*

State the number served and the population that will benefit from your proposal. Be specific in describing those who are expected to benefit, providing data that is used and/or generated by your organization.

Character Limit: 2500

Funding*

State your funding goal and your plan to raise the funds needed. Tell us when this grant funding is needed.

Character Limit: 2500

Outcomes*

State the specific outcomes you hope to achieve, the benchmarks that will indicate success, and how they will be measured. (Ex: increased attendance [outcome] of 10% [benchmark])

Character Limit: 2500

Financial Information notes (optional)

You may use this area to provide additional information about your project and operating budgets or financial reports, if necessary.

Character Limit: 1000

EXHIBIT 1

Electronic Signature Agreement

Please Note: By entering data into the next four (4) fields requiring your Name, Title, and Date, as well as the Name of Board President/Chair, you are:
(1) representing that you are an agent for the applicant and duly authorized to submit this application;
(2) certifying that the applicant organization's board authorizes this application;
(3) agreeing to submit this grant application in an electronic form which shall be bound by its contents as an electronic transaction;
(3) agreeing that completion of the following fields constitutes an electronic signature.

Authorized Signature - Name*
Character Limit: 100

Title*
Character Limit: 100

Date*
Character Limit: 10

Board President/Chair*
Character Limit: 100

Required Supporting Documentation

Attach the documents requested below that are available and applicable to this request.

File Uploads: Please attach original (not scanned) PDF documents when possible. If attaching Word or Excel documents, please be sure that they are formatted to view/print completely on letter (8.5x11) or legal (8.5x14) pages.

Project Budget
Upload your project budget, if applicable. (Requests for general operating support do not require a project budget. If the request is for a staff position, upload a budget for the position). Include sources and amounts of income and detailed expenses. Provide totals for both income and expense. Identify funding sources as confirmed, pending, or to be requested.

File Size Limit: 1 MB

Operating Budget
Upload your organizational operating budget, including income and expenses, for the current fiscal year.

File Size Limit: 1 MB

Operating Budget - next fiscal year

Upload the operating budget for the next fiscal year ONLY if funding is requested for that year.

File Size Limit: 1 MB

Balance Sheet

Upload the organization's most recent balance sheet.

File Size Limit: 1 MB

Income/Expense Statement

Upload your most recent Income/Expense (Profit/Loss) Statement including year-to-date information.

File Size Limit: 2 MB

Budget vs. Actual

Upload your most recent Budget vs. Actual report, if availble

File Size Limit: 1 MB

Audit or Year-End Financial Report

Upload the report for your most recent complete fiscal year. An Audit or Review of Financial Statements is preferred. A compilation or year-end balance sheet and income/expense statement will be accepted.

File Size Limit: 6 MB

Additional Financial Report (optional)

File Size Limit: 1 MB

Board of Directors and Staff

Upload a list of your board of directors including addresses, phone numbers, and affiliations, and names and titles of staff.

File Size Limit: 1 MB

Optional Documentation

Additional documentation, if necessary. A job description is required for requested staff positions.

File Size Limit: 2 MB

Optional Documentation

File Size Limit: 2 MB

Cooper Foundation
2017 Grants Paid

Organization Name	City	State	Project Name	Payment Amount	Foundation Status of Recipient
Arts					
Hear Nebraska	Omaha	NE	General Operating Support	$10,000.00	PC
Lincoln Choral Artists	Lincoln	NE	Lincoln Choral Artists' 2017-2018 Season	$3,000.00	PC
Lincoln Orchestra Association	Lincoln	NE	2017-18 Season Support	$12,000.00	PC
Lincoln Parks and Recreation Foundation	Lincoln	NE	Union Plaza Cultural Concerts	$5,500.00	PC
LUX Center for the Arts	Lincoln	NE	LUX Artist-In-Residence Program 2017-2018	$15,000.00	PC
Meadowlark Music Festival	Lincoln	NE	Meadowlark Music Festival 2018 Season	$10,000.00	PC
Metropolitan Opera/Nebraska Auditions	Lincoln	NE	2017-2018 Nebraska Auditions	$1,000.00	PC
Museum of Nebraska Art	Kearney	NE	A Hastings Original: David Stewart	$4,050.00	PC
Nebraska Cultural Endowment	Omaha	NE	General Operating Support	$15,000.00	PC
Nebraska Shakespeare	Omaha	NE	Shakespeare On Tour	$5,000.00	PC
School District 145 Foundation for Education	Waverly	NE	Strike Up the Band campaign	$7,500.00	PC
University of Nebraska-Lincoln, Jazz in June	Lincoln	NE	Jazz in June 2017	$10,000.00	PC
University of Nebraska-Lincoln, Lied Center for Performing Arts	Lincoln	NE	Science of Sound Spring Break Camp and Teacher Workshop	$10,000.00	PC
University of Nebraska-Lincoln, Nebraska Repertory Theatre	Lincoln	NE	Nebraska Rep Relaunch	$7,500.00	PC
Total Arts				**$115,550.00**	
Community Improvement					
Community Development Resources	Lincoln	NE	Community Hope low-income federal credit union	$50,000.00	PC
Community Development Resources	Lincoln	NE	Low-Income Federal Credit Union	$10,000.00	PC
Community Services Fund of Nebraska	Lincoln	NE	2016/2017 Campaign	$6,000.00	PC
Lincoln Bike Kitchen	Lincoln	NE	General Operating Support	$6,250.00	PC
South of Downtown Community Development Organization	Lincoln	NE	South of Downtown Community Initiative	$10,000.00	PC
Total Community Improvement				**$82,250.00**	
Education					
Bellevue University	Bellevue	NE	Cooper Foundation Scholarship for Students of Color	$3,000.00	PC
Camp Summergold Inc.	Lincoln	NE	Camp Summergold 2017	$5,000.00	PC
College of Saint Mary	Omaha	NE	Cooper Foundation Scholarship for Students of Color	$3,000.00	PC
Doane University	Crete	NE	Cooper Foundation Scholarship for Students of Color	$3,000.00	PC
Hastings College	Hastings	NE	Cooper Foundation Scholarship for Students of Color	$3,000.00	PC
Hastings College	Hastings	NE	Hastings College Mobile Glass Blowing Studio	$10,000.00	PC
Jewish Federation of Omaha - Institute for Holocaust Education	Omaha	NE	Education Coordinator - salary support	$10,000.00	PC
Lincoln Literacy	Lincoln	NE	General Operating Support	$10,000.00	PC
Men With Dreams	Lincoln	NE	General Operating Support	$6,000.00	PC
Midland University	Fremont	NE	Cooper Foundation Scholarship for Students of Color	$3,000.00	PC
Nebraska Wesleyan University	Lincoln	NE	Cooper Foundation Scholarship for Students of Color	$3,000.00	PC
Nebraskans for Civic Reform	Lincoln	NE	New American Civic Action Program	$5,000.00	PC
Nonprofit Association of the Midlands	Omaha	NE	Financial Management Trainings	$1,175.00	PC
Planned Parenthood of the Heartland, Inc.	Des Moines	IA	Comprehensive Sexual and Reproductive Health Education—Lincoln	$15,000.00	PC
Prairie Loft Center for Outdoor and Agricultural Learning	Hastings	NE	Experiential Education Program	$10,000.00	PC
Stand For Schools	Lincoln	NE	General Operating Support	$10,000.00	PC
TeamMates Mentoring Program	Lincoln	NE	General operating support for Lincoln TeamMates	$15,000.00	PC
University of Nebraska State Museum	Lincoln	NE	Guts and Glory: A Parasite Story--A Cooper Gallery Temporary Exhibit	$12,000.00	PC
University of Nebraska-Lincoln, E.N. Thompson Forum on World Issues	Lincoln	NE	Thompson Family Fund 2017	$16,061.00	PC
Total Education				**$143,236.00**	
Environment					
Groundwater Foundation	Lincoln	NE	General Operating Support	$10,000.00	PC
Nature Conservancy	Omaha	NE	Purchase of the Uridil Tract	$10,000.00	PC

EXHIBIT 2

Cooper Foundation
2017 Grants Paid

Nebraska Conservation Education Fund	Lincoln	NE	NCEF Common Ground Program	$10,000.00	PC
Nebraska Land Trust, Inc.	Lincoln	NE	General Operating Support	$15,000.00	PC
Nebraska Statewide Arboretum, Inc.	Lincoln	NE	General Operating Support	$10,000.00	PC
Platte River Whooping Crane Maintenance Trust, Inc.	Wood River	NE	Martin Meadows Power Line Removal and Burial	$15,000.00	PC
Wachiska Audubon Society	Lincoln	NE	The Fertig Prairie Acquisition Project	$8,840.00	PC
Total Environment				**$78,840.00**	
Human Services					
ACLU of Nebraska	Lincoln	NE	General Operating Support	$15,000.00	PC
CASA for Lancaster County	Lincoln	NE	General Operating Support	$15,000.00	PC
CEDARS Youth Services	Lincoln	NE	CEDARS Bridges Transitional Living Program	$15,000.00	PC
Child Guidance Center	Lincoln	NE	General Operating Support	$12,000.00	PC
El Centro de las Americas	Lincoln	NE	Family Support & Educational Programs	$15,000.00	PC
Food Bank of Lincoln	Lincoln	NE	General Operating Support	$15,000.00	PC
Friendship Home of Lincoln	Lincoln	NE	General Operating Support	$15,000.00	PC
Heartland Big Brothers Big Sisters	Lincoln	NE	General Operating Support	$10,000.00	PC
Human Services Federation	Lincoln	NE	Human Services Federation Strategic Plan	$4,090.00	PC
Legal Aid of Nebraska	Omaha	NE	Legal services in low income neighborhoods in Lincoln, Ne	$10,000.00	PC
Lincoln Medical Education Partnership	Lincoln	NE	Stepping Stones for Families	$12,000.00	PC
Lincoln/Lancaster County Habitat for Humanity	Lincoln	NE	Volunteer & Community Outreach Coordinator	$15,000.00	PC
Nebraska Appleseed Center for Law in the Public Interest	Lincoln	NE	Economic Justice Program	$10,000.00	PC
St. Monica's	Lincoln	NE	General Operating Support	$10,000.00	PC
The Arc of Lincoln	Lincoln	NE	General Operating Support	$10,000.00	PC
United Way of Lincoln/Lancaster County	Lincoln	NE	2017 Annual Campaign	$18,602.00	PC
University of Nebraska-Lincoln, Center on Children, Families, and the Law	Lincoln	NE	Children's Justice Clinic	$10,000.00	PC
Voices of Hope	Lincoln	NE	General Operating Support	$15,000.00	PC
Willard Community Center	Lincoln	NE	General Operating Support	$15,000.00	PC
Total Human Services				**$241,692.00**	
Humanities					
The Nebraska Folklife Network	Lincoln	NE	Folklife of Nebraska Landscapes: A Fieldwork Survey of Traditional Artist	$8,000.00	PC
Total Humanities				**$8,000.00**	
Grand Total				**$669,568.00**	