

Department of the Treasury Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation Do not enter Social Security numbers on this form as it may be made public.

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

A3/4U

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: COOPER FOUNDATION
Employer identification number: 47-0401230
Address: 870 WELLS FARGO CENTER, 1248 O STREET, LINCOLN, NE 68508
G Check all that apply: Initial return, Final return, Address change
H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 24,458,351
J Accounting method: Accrual

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

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	29,358.	153,943.	153,943.
	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	3,383.	4,819.	4,819.
	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)	21,066,813.	24,293,446.	24,293,446.	
14	Land, buildings, and equipment: basis	112,931.			
	Less: accumulated depreciation (attach schedule)	106,788.	7,909.	6,143.	
15	Other assets (describe _____)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	21,107,463.	24,458,351.	24,458,351.	
Liabilities	17	Accounts payable and accrued expenses	23,569.	27,279.	
	18	Grants payable	354,453.	304,324.	
	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)	6,172.	2,210.	
	23	<b>Total liabilities</b> (add lines 17 through 22)	384,194.	333,813.	
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	15,723,269.	19,124,538.	
	25	Temporarily restricted			
	26	Permanently restricted	5,000,000.	5,000,000.	
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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	<b>Total net assets or fund balances</b> (see instructions)	20,723,269.	24,124,538.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	21,107,463.	24,458,351.		

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 20,723,269.
2	Enter amount from Part I, line 27a	2 -14,416.
3	Other increases not included in line 2 (itemize) ATCH 6	3 3,415,685.
4	Add lines 1, 2, and 3	4 24,124,538.
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 24,124,538.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
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	745,453.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,098,237.	20,148,933.	0.054506
2011	1,152,905.	21,021,294.	0.054845
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
2 Total of line 1, column (d)			0.240503
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.048101
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			22,305,269.
5 Multiply line 4 by line 3			1,072,906.
6 Enter 1% of net investment income (1% of Part I, line 27b)			9,130.
7 Add lines 5 and 6			1,082,036.
8 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.			959,171.

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 calculations. 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, total credits, penalty, tax due, overpayment, and amount refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, Form 1120-POL filing, political tax expenditures, reimbursement, unreported activities, changes in governing instruments, unrelated business income, liquidation, 508(e) requirements, assets, states reported to, Form 990-PF distribution, private operating foundation status, 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) 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 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes No X
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 X
b If "Yes," did it have excess business holdings in 2013 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 2013.) 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 2013? 4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?  Yes  No  
 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?  Yes  No  
 If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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		131,518.	8,703.	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		0	0	0
<b>Total number of other employees paid over \$50,000</b>				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
-----		
-----		
-----		
-----		
<b>Total</b> 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>	22,601,709.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	32,271.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	10,963.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	22,644,943.
<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>	22,644,943.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	339,674.
<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>	22,305,269.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,115,263.

**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>	1,115,263.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	18,259.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	18,259.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,097,004.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,097,004.
<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>	1,097,004.

**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>	959,171.
<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>	959,171.
<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>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	959,171.

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				1,097,004.
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only			16,804.	
<b>b</b> Total for prior years: 20 11, 20 10, 20 09				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: \$ 959,171.				
<b>a</b> Applied to 2012, but not more than line 2a			16,804.	
<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 2013 distributable amount				942,367.
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 <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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				154,637.
<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 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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 2013, 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)

Table with 5 columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions from Part XII, 2d Amounts included in line 2c not used directly for active conduct of exempt activities, 2e Qualifying distributions made directly for active conduct of exempt activities, 3 Complete 3a, b, or c for the alternative test relied upon: 3a Assets alternative test, 3b Endowment alternative test, 3c Support alternative test.

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
ATCH 8

b The form in which applications should be submitted and information and materials they should include:
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</b> Paid during the year SEE EXHIBIT 2				606,491.
<b>Total</b>				<b>3a</b> 606,491.
<b>b</b> Approved for future payment  ATCH 9				
<b>Total</b>				<b>3b</b> 127,200.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

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

Table with 2 columns: 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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(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. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

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

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. All cells are empty.

Sign Here M Signature of officer or trustee Date M Title May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name KRISTIN TYNON Preparer's signature Date Check [ ] if self-employed 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					604,853.	
190,294.		ALGER SPECTA PROPERTY TYPE: SECURITIES 124,630.				P	VAR 65,664.	VAR
202,800.		BARON OPPORTUNITY FUND PROPERTY TYPE: SECURITIES 141,057.				P	VAR 61,743.	VAR
89,674.		BLACKROCK EQUITY DIVIDEND PROPERTY TYPE: SECURITIES 65,221.				P	VAR 24,453.	VAR
176,848.		EAGLE SMALL CAP GROWTH FUND PROPERTY TYPE: SECURITIES 118,011.				P	VAR 58,837.	VAR
63,552.		HARBOR INTERNATIONAL PROPERTY TYPE: SECURITIES 50,634.				P	VAR 12,918.	VAR
204,393.		JOHN HANCOCK DISCIPLINED VALUE PROPERTY TYPE: SECURITIES 118,951.				P	VAR 85,442.	VAR
35,568.		MFS INTERNATIONAL NEW DISCOVERY PROPERTY TYPE: SECURITIES 25,512.				P	VAR 10,056.	VAR
53,897.		TEMPLETON INSTL FDS FOREIGN PROPERTY TYPE: SECURITIES 40,522.				P	VAR 13,375.	VAR
51,309.		OPPENHEIMER DEV MARKETS PROPERTY TYPE: SECURITIES 47,323.				P	VAR 3,986.	VAR
1,670,907.		EMERGING MARKETS GROWTH PROPERTY TYPE: SECURITIES 2,012,078.				P	VAR -341,171.	VAR
243,348.		ROYCE OPPORTUNITY FUND INSTL PROPERTY TYPE: SECURITIES 108,122.				P	VAR 135,226.	VAR
		EUROPACIFIC GROWTH FUND				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)	
79,138.		PROPERTY TYPE: SECURITIES 69,877.					9,261.	
		CALAMOS GROWTH & INCOME				P	VAR	VAR
11,450.		PROPERTY TYPE: SECURITIES 10,640.					810.	
		PRIME FUND - CAPITAL RESERVES				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
TOTAL GAIN(LOSS) .....							<u>745,453.</u>	

# Underpayment of Estimated Tax by Corporations

Attach to the corporation's tax return.

Information about Form 2220 and its separate instructions is at [www.irs.gov/form2220](http://www.irs.gov/form2220).

A3/4μ

Name **COOPER FOUNDATION** Employer identification number **47-0401230**

**Note:** Generally, the corporation is not 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

<b>1</b>	Total tax (see instructions)		<b>1</b>	18,259.
<b>2a</b>	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1		<b>2a</b>	
<b>b</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		<b>2b</b>	
<b>c</b>	Credit for federal tax paid on fuels (see instructions)		<b>2c</b>	
<b>d</b>	<b>Total.</b> Add lines 2a through 2c		<b>2d</b>	
<b>3</b>	Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty		<b>3</b>	18,259.
<b>4</b>	Enter the tax shown on the corporation's 2012 income tax return (see instructions). <b>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</b>		<b>4</b>	5,649.
<b>5</b>	<b>Required annual payment.</b> Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		<b>5</b>	5,649.

## 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 does not owe a penalty (see instructions).

<b>6</b>	<input type="checkbox"/>	The corporation is using the adjusted seasonal installment method.
<b>7</b>	<input checked="" type="checkbox"/>	The corporation is using the annualized income installment method.
<b>8</b>	<input checked="" type="checkbox"/>	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)
<b>9</b> <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th ( <b>Form 990-PF filers:</b> Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/2013	06/17/2013	09/16/2013	12/16/2013
<b>10</b> <b>Required installments.</b> 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% of line 5 above in each column	1,412.	2,900.	7,710.	6,238.
<b>11</b> Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	1,500.	1,500.	5,800.	7,400.
<b>Complete lines 12 through 18 of one column before going to the next column.</b>				
<b>12</b> Enter amount, if any, from line 18 of the preceding column		88.		
<b>13</b> Add lines 11 and 12		1,588.	5,800.	7,400.
<b>14</b> Add amounts on lines 16 and 17 of the preceding column			1,312.	3,222.
<b>15</b> Subtract line 14 from line 13. If zero or less, enter -0-	1,500.	1,588.	4,488.	4,178.
<b>16</b> If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-				
<b>17</b> <b>Underpayment.</b> 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. If line 15 is greater than line 10, subtract line 10 from line 15. Then go to line 12 of the next column		1,312.	3,222.	2,060.
<b>18</b> <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	88.			

**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.**

For Paperwork Reduction Act Notice, see separate instructions.



**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). <i>(Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)</i>				
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19				
<b>21</b> Number of days on line 20 after 4/15/2013 and before 7/1/2013				
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365} \times 3\%$	\$	\$	\$	\$
<b>23</b> Number of days on line 20 after 6/30/2013 and before 10/1/2013	ATTACHMENT 1			
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365} \times 3\%$	\$	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2013 and before 1/1/2014	SEE PENALTY COMPUTATION WHITEPAPER DETAIL			
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365} \times 3\%$	\$	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2013 and before 4/1/2014				
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365} \times 3\%$	\$	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2014 and before 7/1/2014				
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365} \times 3\%$	\$	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2014 and before 10/1/2014				
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365} \times 3\%$	\$	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2014 and before 1/1/2015				
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365} \times 3\%$	\$	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2014 and before 2/16/2015				
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365} \times 3\%$	\$	\$	\$	\$
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36	\$	\$	\$	\$
<b>38 Penalty.</b> 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				\$ 59.

\*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](http://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 <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months
20	Annualization periods (see instructions)				
21	Enter taxable income for each annualization period (see instructions for the treatment of depreciable items)	71,862.	107,792.	400,726.	754,670.
22	Annualization amounts (see instructions)	6.00000	4.00000	2.00000	1.33333
23 a	Annualized taxable income. Multiply line 21 by line 22	431,172.	431,168.	801,452.	1,006,224.
	b Extraordinary items (see instructions)				
	c Add lines 23a and 23b	431,172.	431,168.	801,452.	1,006,224.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 21 (comparable line of corporation's return)	8,623.	8,623.	16,029.	20,124.
25	Enter any alternative minimum tax for each payment period (see instructions)				
26	Enter any other taxes for each payment period (see instructions)				
27	Total tax. Add lines 24 through 26	8,623.	8,623.	16,029.	20,124.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 19 and 20 (see instructions)				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	8,623.	8,623.	16,029.	20,124.
30	Applicable percentage	25%	50%	75%	100%
31	Multiply line 29 by line 30	2,156.	4,312.	12,022.	20,124.

**Part III Required Installments**

**Note:** Complete lines 32 through 38 of one column before completing the next column.

		1st installment	2nd installment	3rd installment	4th installment
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 <b>smaller</b> of the amounts in each column from line 19 or line 31	2,156.	4,312.	12,022.	20,124.
33	Add the amounts in all preceding columns of line 38 (see instructions)		1,412.	4,312.	12,022.
34	<b>Adjusted seasonal or annualized income installments.</b> Subtract line 33 from line 32. If zero or less, enter -0-	2,156.	2,900.	7,710.	8,102.
35	Enter 25% of line 5 on page 1 of Form 2220 in each column. <b>Note:</b> "Large corporations," see the instructions for line 10 for the amounts to enter	1,412.	7,718.	4,565.	4,565.
36	Subtract line 38 of the preceding column from line 37 of the preceding column			4,818.	1,673.
37	Add lines 35 and 36	1,412.	7,718.	9,383.	6,238.
38	<b>Required installments.</b> Enter the <b>smaller</b> of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	1,412.	2,900.	7,710.	6,238.

PENALTY COMPUTATION DETAIL - FORM 2220

<u>DATE PD</u>	<u>UNDERPAYMENT</u>	<u>BEG.DATE</u>	<u>END DATE</u>	<u>DAYS</u>	<u>%</u>	<u>PENALTY</u>
<u>QUARTER 2, RATE PERIOD 1 (06/17/2013 - 05/15/2014 )</u>						
09/16/2013	1,312.	06/17/2013	09/16/2013	91	3	<u>10.</u>
TOTAL TO FORM 2220, LINE 22, COLUMN B						<u>10.</u>
<u>QUARTER 3, RATE PERIOD 1 (09/16/2013 -05/15/2014 )</u>						
12/16/2013	3,222.	09/16/2013	12/16/2013	91	3	<u>24.</u>
TOTAL TO FORM 2220, LINE 22, COLUMN C						<u>24.</u>
<u>QUARTER 4, RATE PERIOD 1 (12/16/2013 - 05/15/2014 )</u>						
	2,060.	12/16/2013	05/15/2014	150	3	<u>25.</u>
TOTAL TO FORM 2220, LINE 22, COLUMN D						<u>25.</u>
TOTAL UNDERPAYMENT PENALTY						<u>59.</u>

ATTACHMENT 1FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	40,656.	40,656.
TOTALS	<u>40,656.</u>	<u>40,656.</u>

ATTACHMENT 2FORM 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	92.	4.	88.
PAYROLL TAXES	13,439.	587.	12,852.
FOREIGN TAXES	3,160.	3,160.	
FEDERAL EXCISE TAX	12,087.		
TOTALS	<u>28,778.</u>	<u>3,751.</u>	<u>12,940.</u>

ATTACHMENT 3FORM 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	7,018.		7,018.
POSTAGE	1,308.	57.	1,250.
SUPPLIES	1,320.	58.	1,262.
MISCELLANEOUS	722.	32.	690.
INSURANCE	1,756.	77.	1,680.
SPECIAL SERVICES	5,800.		5,800.
COPIER LEASE	3,457.	151.	3,306.
COMPUTER EXPENSE	6,268.	274.	5,994.
COMMUNICATIONS	5,679.		5,679.
REPAIRS/MAINTENANCE	2,269.	98.	2,171.
TOTALS	<u>35,597.</u>	<u>747.</u>	<u>34,850.</u>

ATTACHMENT 4FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EMERGING MARKET GROWTH FUND	1,548,892.	1,548,892.
EUROPACIFIC GROWTH FUND	1,948,744.	1,948,744.
ROYCE OPPORTUNITY FUND	1,728,307.	1,728,307.
CALAMOS GROWTH & INCOME	1,202,157.	1,202,157.
PRIME FUND - CAPITAL RESERVES	82,158.	82,158.
ING GLOBAL REAL ESTATE	1,180,336.	1,180,336.
ALGER SPECTRA	1,968,696.	1,968,696.
BARON OPPORTUNITY FUND	1,736,099.	1,736,099.
BLACKROCK EQUITY DIVIDEND	1,922,519.	1,922,519.
EAGLE SMALL CAP GROWTH FUND	1,709,010.	1,709,010.
HARBOR INTERNATIONAL	1,930,092.	1,930,092.
JOHN HANCOCK DISCIPLINED VALUE	1,715,289.	1,715,289.
MFS INTNL. NEW DISCOVERY	1,454,116.	1,454,116.
TEMPLETON INSTL FDS FOREIGN	1,456,054.	1,456,054.
PIMCO COMMODITY REAL RETURN	1,176,833.	1,176,833.
OPPENHEIMER DEV MARKETS	1,534,144.	1,534,144.
TOTALS	<u>24,293,446.</u>	<u>24,293,446.</u>

ATTACHMENT 5

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
FEDERAL EXCISE TAX PAYABLE	2,210.
TOTALS	<u>2,210.</u>



ATTACHMENT 6

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAINS	3,415,685.
TOTAL	<u>3,415,685.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7

<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	TREASURER 2.00	1,650.	0	0
JACK CAMPBELL 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	CHAIR 2.00	1,700.	0	0
JANE HOOD 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,550.	0	0
LINDA CRUMP 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,800.	0	0
NORTON WARNER 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,450.	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7 (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>
RICHARD VIERK 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,700.	0	0
ROBERT NEFSKY 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	VICE CHAIR 2.00	1,700.	0	0
ELWOOD A. THOMPSON 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	PRESIDENT 40.00	118,418.	8,703.	0
KIM ROBAK 870 WELLS FARGO CENTER 1248 O STREET LINCOLN, NE 68508	TRUSTEE 2.00	1,550.	0	0
	GRAND TOTALS	<u>131,518.</u>	<u>8,703.</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 9

<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>
HEAR NEBRASKA OMAHA, NE	NONE PC	SUPPORT FOR CAPACITY-BUILDING RESOURCES	3,600.
NEBRASKA SESQUICENTENNIAL COMMITTEE LINCOLN, NE	NONE PC	PLANNING AND DEVELOPMENT FOR THE NEBRASKA SESQUICENTENNIAL	15,000.
NEBRASKA TRAILS FOUNDATION LINCOLN, NE	NONE PC	NORTH TRAIL BRIDGE IN WILDERNESS PARK	10,000.
LINCOLN PUBLIC SCHOOLS LINCOLN, NE	NONE PC	FAMILY LITERACY PROGRAM	30,100.
ELECTRONIC BEHAVIORAL HEALTH INFORMATION NETWORK LINCOLN, NE	NONE PC	RECOVERY BACKUP SITE FOR EBHIN'S ELECTRONIC DATA EXCHANGE PROGRAM FOR BEHAVIORAL HEALTH PROVIDERS	10,000.
LINCOLN COMMUNITY FOUNDATION LINCOLN, NE	NONE PC	GIVE TO LINCOLN DAY 2014	10,000.

ATTACHMENT 9

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 9 (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>
NEBRASKA APPLESEED CENTER FOR LAW IN THE PUB INT LINCOLN, NE	NONE PC	ENGAGING LOW INCOME PARENTS IN EDUCATION	10,000.
NORTHEAST FAMILY CENTER LINCOLN, NE	NONE PC	OPERATIONAL SUPPORT FOR REORGANIZATION AND A TECHNOLOGY UPGRADE	4,000.
FOUNDATION FOR LINCOLN CITY LIBRARIES LINCOLN, NE	NONE PC	PLANNING PROCESS FOR NEW MAIN LIBRARY	20,000.
SCOTTSBLUFF NATIONAL MONUMENT GERING, NE	NONE PC	HISTORICAL RESEARCH FOR NEW EXHIBITS	5,000.
UNL PLAINS HUMANITIES ALLIANCE LINCOLN, NE	NONE PC	LOST WRITERS OF THE PLAINS	9,500.
		TOTAL CONTRIBUTIONS APPROVED	<u>127,200.</u>

# Lincoln/Lancaster County Grantmakers Application Form

6/6/2013

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.

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## 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, Senior Program Officer  
1248 O Street, Suite 870  
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  
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## Woods Charitable Fund, Inc.\*

Tom Woods, President  
Angie Zmarzly, Kathy Steinauer Smith, Community  
Investment Directors  
1248 O Street, Suite 1130  
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[twoods@woodscharitable.org](mailto:twoods@woodscharitable.org)  
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[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 6/6/2013

Follow this format, and number and restate the headings.

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

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

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

## I. ORGANIZATIONAL INFORMATION

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 6/6/2013

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.

# Grants Paid, 2013

5/1/2014

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes	Foundation Status of Recipient
<b>Arts</b>						
<b>Flatwater Shakespeare Company</b> <i>General operating support</i> \$ 5,000.00	1596	4/30/2013	\$5,000.00	Cooper Foundation	7842	PC
<b>Haymarket Theatre</b> <i>Funding for "Anne and Emmett" in Lincoln Public Schools.</i> \$ 5,277.00	1667	12/17/2013	\$5,277.00	Cooper Foundation	8076	PC
<b>Hear Nebraska</b> <i>Band reschedule costs for Hear Lincoln Concert Series</i> \$ 200.00	1629	5/31/2013	\$200.00	Cooper Foundation	7885	PC
<b>Joslyn Art Museum</b> <i>Upgrade for Cooper Classroom</i> \$ 10,000.00	1640	10/22/2013	\$10,000.00	Cooper Foundation	8030	PC
<b>Lincoln Chamber Foundation</b> <i>Downtown concert series for summer 2013</i> \$ 7,000.00	1618	7/22/2013	\$7,000.00	Cooper Foundation	7958	PC
<b>Lincoln Community Foundation</b> <i>Patron Program marketing campaign for Lincoln Partners for Public Art Development</i> \$ 10,000.00	1661	12/17/2013	\$10,000.00	Cooper Foundation	8077	PC
<b>Lincoln Community Playhouse</b> <i>Harvey</i> \$ 1,800.00	1589	2/13/2013	\$1,800.00	Cooper Foundation	7783	PC

<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 Status of Recipient</b>
<b>Lincoln Symphony Orchestra</b> <i>General operating support.</i> \$ 10,000.00	1652	12/17/2013	\$10,000.00	Cooper Foundation	8078	PC
<b>Lux Center for the Arts</b> <i>Community-oriented art projects and exhibitions</i> \$ 10,000.00	1607	4/30/2013	\$10,000.00	Cooper Foundation	7846	PC
<b>Meadowlark Music Festival</b> <i>General operating support for 2013 Festival</i> \$ 10,000.00	1620	6/24/2013	\$10,000.00	Cooper Foundation	7919	PC
<b>Metropolitan Opera/Nebraska Auditions</b> <i>Funding for Nebraska auditions.</i> \$ 1,000.00	1649	10/22/2013	\$1,000.00	Cooper Foundation	8032	PC
<b>Mid-America Arts Alliance</b> <i>General operating.</i> \$ 20,000.00	1648	11/13/2013	\$20,000.00	Cooper Foundation	8049	PC
<b>Vision Maker Media</b> <i>Funding for 2014 Vision Maker Film Festival</i> \$ 4,500.00	1656	12/17/2013	\$4,500.00	Cooper Foundation	8084	PC
<b>Nebraska Arts Council Development Corp.</b> <i>Maintenance for I-80 Sculptures.</i> \$ 10,500.00	1621	6/24/2013	\$10,500.00	Cooper Foundation	7921	PC
<b>Nebraska Chamber Players</b> <i>The Pelican Project</i> \$ 4,200.00	1663	12/17/2013	\$4,200.00	Cooper Foundation	8079	PC
<b>Nebraska Cultural Endowment</b> <i>General operating support.</i> \$ 25,000.00	1658	12/20/2013	\$25,000.00	Cooper Foundation	8080	PC

<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 Status of Recipient</b>
<b>Nebraska Shakespeare Festival</b> <i>2013 Shakespeare on Tour education production of Twelfth Night</i> \$ 5,000.00	1623	7/22/2013	\$5,000.00	Cooper Foundation	7959	PC
<b>Norfolk Arts Center</b> <i>Technology upgrades</i> \$ 9,900.00	1610	4/30/2013	\$9,900.00	Cooper Foundation	7850	PC
<b>University of Nebraska Lincoln, Lied Center for Performing Arts</b> <i>Beyond Performance: Engaging Students through the Arts</i> \$ 8,000.00	1644	11/13/2013	\$8,000.00	Cooper Foundation	8050	PC
		<i>Total Arts (19 items)</i>	<u>\$157,377.00</u>			
<b><u>Community Improvement</u></b>						
<b>Community Services Fund</b> <i>2012/2013 campaign</i> \$ 4,700.00	1612	4/30/2013	\$4,700.00	Cooper Foundation	7841	PC
<b>Leadership Lincoln</b> <i>To retire credit card debt</i> \$ 20,000.00	1603	6/24/2013	\$20,000.00	Cooper Foundation	7917	PC
<b>Lincoln Community Foundation</b> <i>Community Index</i> \$ 5,000.00	1591	3/5/2013	\$5,000.00	Cooper Foundation	7799	PC
		<i>Total Community Improvement (3 items)</i>	<u>\$29,700.00</u>			

**Education**

<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 Status of Recipient</b>
<b>Bellevue University</b> <i>Scholarship</i> \$ 12,000.00	1424	6/24/2013	\$3,000.00	Cooper Foundation	7911	PC
<b>Boys and Girls Club of Lincoln-Lancaster County</b> <i>General operating support for programming at Park Middle School</i> \$ 5,000.00	1660	12/17/2013	\$5,000.00	Cooper Foundation	8075	PC
<b>Bright Lights, Inc.</b> <i>General operating support</i> \$ 10,000.00	1633	10/22/2013	\$10,000.00	Cooper Foundation	8026	PC
<b>Chase County Schools Foundation</b> <i>Memorial in honor of Babs Pribbeno</i> \$ 100.00	1666	11/22/2013	\$100.00	Cooper Foundation	8055	PC
<b>College of Saint Mary</b> <i>Scholarship</i> \$ 12,000.00	1425	6/24/2013	\$3,000.00	Cooper Foundation	7912	PC
<b>Doane College</b> <i>Scholarship</i> \$ 12,000.00	1426	6/24/2013	\$3,000.00	Cooper Foundation	7914	PC
<b>Hastings College</b> <i>Scholarship</i> \$ 12,000.00	1427	6/24/2013	\$3,000.00	Cooper Foundation	7916	PC
<b>Jewish Federation of Omaha</b> <i>Part-time administrative and marketing assistant positions for Institute for Holocaust Education</i> \$ 20,000.00	1533	5/30/2013	\$10,000.00	Cooper Foundation	7873	PC

<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 Status of Recipient</b>
<b>Jewish Federation of Omaha</b> <i>Administrative Assistant and Marketing/Communications Coordinator for Institute for Holocaust Education</i> \$ 10,000.00	1635	10/22/2013	\$10,000.00	Cooper Foundation	8029	PC
<b>Junior Achievement of Lincoln, Inc.</b> <i>JA Economics for Success program in 30 middle school classes in Lincoln</i> \$ 5,000.00	1602	4/30/2013	\$5,000.00	Cooper Foundation	7843	PC
<b>Lincoln Literacy</b> <i>General operating support</i> \$ 10,000.00	1605	4/30/2013	\$10,000.00	Cooper Foundation	7853	PC
<b>Lincoln Parks and Recreation Foundation</b> <i>Revitalizing Nebraska's Centennial Mall</i> \$ 25,000.00	1645	10/22/2013	\$25,000.00	Cooper Foundation	8031	PC
<b>Lincoln Public Schools</b> <i>Hear to Learn</i> \$ 10,000.00	1606	7/2/2013	\$10,000.00	Cooper Foundation	7936	PC
<b>Midland University</b> <i>Scholarship</i> \$ 12,000.00	1428	6/24/2013	\$3,000.00	Cooper Foundation	7920	PC
<b>Nebraska Wesleyan University</b> <i>Scholarship</i> \$ 12,000.00	1429	6/24/2013	\$3,000.00	Cooper Foundation	7922	PC
<b>Nebraska Wesleyan University</b> <i>Training and mentoring for faculty.</i> \$ 17,000.00	1654	12/17/2013	\$17,000.00	Cooper Foundation	8081	PC

<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 Status of Recipient</b>
<b>Nebraskans for Civic Reform</b> <i>Civic Engagement Program Director position</i> \$ 10,000.00	1609	9/30/2013	\$10,000.00	Cooper Foundation	8001	PC
<b>Planned Parenthood of the Heartland</b> <i>Support for pregnancy and STI prevention education programs.</i> \$ 10,000.00	1657	12/17/2013	\$10,000.00	Cooper Foundation	8082	PC
<b>University of Nebraska Lincoln, Model United Nations</b> <i>Funding for annual conference</i> \$ 1,200.00	1664	12/17/2013	\$1,200.00	Cooper Foundation	8085	PC
<b>University of Nebraska Lincoln, E.N. Thompson Forum on World Issues</b> <i>Thompson Family Fund 2013</i> \$ 16,384.00	1665	12/17/2013	\$16,384.00	Thompson Family Fund	8083	PC
<b>University of Nebraska Lincoln, E.N. Thompson Forum on World Issues</b> <i>Campaign for Nebraska</i> \$ 400,000.00	1387	12/18/2013	\$400,000.00	Cooper Foundation	8086	PC
		<i>Total Education (21 items)</i>	<u>\$197,684.00</u>			
<b><u>Environment</u></b>						
<b>Lincoln Parks and Recreation Foundation</b> <i>Salt Valley Greenway &amp; Prairie Corridor</i> \$ 10,000.00	1565	5/30/2013	\$10,000.00	Cooper Foundation	7874	PC
<b>National Audubon Society</b> <i>General operating support for Spring Creek Prairie</i> \$ 7,500.00	1597	4/30/2013	\$7,500.00	Cooper Foundation	7854	PC

<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 Status of Recipient</b>
<b>Nebraska Land Trust</b> <i>Salary support for Stewardship Associate</i> \$ 10,000.00	1622	7/25/2013	\$10,000.00	Cooper Foundation	7961	PC
<b>Nebraska Water Center Foundation</b> <i>Educational programming</i> \$ 25,000.00	1150	3/5/2013	\$5,000.00	Cooper Foundation	7800	PC
		<i>Total Environment (4 items)</i>	\$32,500.00			
<b><u>Human Services</u></b>						
<b>El Centro de Las Americas</b> <i>General operating support</i> \$ 10,000.00	1600	7/22/2013	\$10,000.00	Cooper Foundation	7957	PC
<b>Arc of Nebraska</b> <i>General operating support</i> \$ 5,000.00	1560	6/24/2013	\$5,000.00	Cooper Foundation	7924	PC
<b>Asian Community &amp; Cultural Center</b> <i>General operating support</i> \$ 10,000.00	1594	4/30/2013	\$10,000.00	Cooper Foundation	7839	PC
<b>CASA for Lancaster County</b> <i>Support for the Volunteer Coordinator position</i> \$ 10,000.00	1598	8/6/2013	\$10,000.00	Cooper Foundation	7970	PC
<b>Center for Legal Immigration Assistance</b> <i>General operating support</i> \$ 10,000.00	1601	4/30/2013	\$5,000.00	Cooper Foundation	7840	PC
<b>Center for Legal Immigration Assistance</b> <i>General operating support</i> \$ 10,000.00	1601	10/22/2013	\$5,000.00	Cooper Foundation	8027	PC



<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 Status of Recipient</b>
<b>CenterPointe, Inc.</b> <i>General operating funding to support development</i> \$ 10,000.00	1636	10/22/2013	\$10,000.00	Cooper Foundation	8028	PC
<b>Community Action Partnership</b> <i>Individual Development Account program</i> \$ 15,000.00	1434	8/6/2013	\$7,250.00	Cooper Foundation	7972	PC
<b>Community CROPS</b> <i>General operating support</i> \$ 10,000.00	1613	6/24/2013	\$10,000.00	Cooper Foundation	7913	PC
<b>Legal Aid of Nebraska</b> <i>Access to Justice Self Help Center of Lincoln</i> \$ 10,000.00	1604	4/30/2013	\$10,000.00	Cooper Foundation	7844	PC
<b>Lincoln/Lancaster County Human Services Federation</b> <i>Second year support for capacity building with multiple agencies</i> \$ 11,950.00	1616	6/24/2013	\$11,950.00	Cooper Foundation	7918	PC
<b>Malone Community Center</b> <i>General operating support</i> \$ 15,000.00	1555	4/30/2013	\$7,500.00	Cooper Foundation	7847	PC
<b>Mediation Center</b> <i>General operating support</i> \$ 7,500.00	1608	4/30/2013	\$7,500.00	Cooper Foundation	7848	PC
<b>Nebraska Domestic Violence Sexual Assault Coalition</b> <i>Statewide database system</i> \$ 10,000.00	1524	8/6/2013	\$10,000.00	Cooper Foundation	7974	PC

<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 Status of Recipient</b>
<b>Northeast Family Center</b> <i>Operational support for reorganization and a technology upgrade.</i> \$ 10,000.00	1631	10/22/2013	\$6,000.00	Cooper Foundation	8033	PC
<b>United Way of Lincoln/Lancaster County</b> <i>2013 United Way Campaign</i> \$ 16,530.00	1650	10/22/2013	\$16,530.00	Cooper Foundation	8034	PC
<b>Voices of Hope</b> <i>General operating support</i> \$ 10,000.00	1611	4/30/2013	\$10,000.00	Cooper Foundation	7851	PC
		<i>Total Human Services (17 items)</i>	\$151,730.00			
<b><u>Humanities</u></b>						
<b>Willa Cather Pioneer Memorial and Educational Foundation</b> <i>Second-year support for Development Director position; amended Sept 2013 to apply to a Development/Marketing Assistant.</i> \$ 10,000.00	1599	4/30/2013	\$10,000.00	Cooper Foundation	7852	PC
<b>Durham Museum</b> <i>Nebraska Learning Connection distance learning program</i> \$ 10,000.00	1614	7/22/2013	\$10,000.00	Cooper Foundation	7956	PC
<b>Legacy of the Plains</b> <i>Interpretive plan, collections management plan, exhibit floor plan, site plan, and exhibit concept renderings for new museum.</i> \$ 10,000.00	1617	8/6/2013	\$10,000.00	Cooper Foundation	7973	PC

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Payment Fund	Check Number Notes	Foundation Status of Recipient
<b>Panhandle Resource Conservation &amp; Development, Inc.</b> <i>Support for the 14th Intertribal Gathering at Fort Robinson State Park</i> \$ 2,500.00	1625	6/24/2013	\$2,500.00	Cooper Foundation	7923	PC
<b>Scottsbluff National Monument (fiscal agent Colorado State University)</b> <i>Historical research for new exhibits</i> \$ 10,000.00	1626	8/6/2013	\$5,000.00	Cooper Foundation	7975	PC
		<i>Total Humanities</i> (5 items)	<u>\$37,500.00</u>			
		<b>Grand Total</b> (69 items)	<u>\$606,491.00</u>			