

Department of the Treasury  
Internal Revenue Service

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

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

**Open to Public Inspection**

For calendar year **2016** or tax year beginning , **2016**, and ending , **20**

Name of foundation <b>COOPER FOUNDATION</b>		<b>A Employer identification number</b> 47-0401230
Number and street (or P.O. box number if mail is not delivered to street address) <b>1248 O STREET</b>	Room/suite 870	<b>B Telephone number (see instructions)</b> (402) 476-7571
City or town, state or province, country, and ZIP or foreign postal code <b>LINCOLN, NE 68508</b>		<b>C</b> If exemption application is pending, check here. . . . . <input type="checkbox"/>
<b>G</b> Check all that apply:		<b>D</b> 1. Foreign organizations, check here. . . . . <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2. Foreign organizations meeting the 85% test, check here and attach computation . . . . . <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here. . . . . <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. . . . . <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>21,640,274.</b>	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)				
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .				
3 Interest on savings and temporary cash investments	146.	146.		
4 Dividends and interest from securities . . . . .	227,898.	227,898.		
5a Gross rents . . . . .				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	570,380.			
b Gross sales price for all assets on line 6a <b>3,511,238.</b>				
7 Capital gain net income (from Part IV, line 2)		570,380.		
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 <b>Total.</b> Add lines 1 through 11 . . . . .	798,424.	798,424.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc. . . . .	155,055.	7,753.		147,302.
14 Other employee salaries and wages . . . . .	76,802.			76,802.
15 Pension plans, employee benefits . . . . .	53,774.	2,017.		51,757.
16a Legal fees (attach schedule) . . . . .	3,090.	155.		2,935.
b Accounting fees (attach schedule) . . . . .	14,349.	3,587.		10,762.
c Other professional fees (attach schedule) [ 1 ] . . . . .	41,220.	41,220.		
17 Interest . . . . .				
18 Taxes (attach schedule) (see instructions) [ 2 ] . . . . .	22,464.	564.		14,466.
19 Depreciation (attach schedule) and depletion . . . . .	4,008.	150.		
20 Occupancy . . . . .	53,284.	1,998.		51,286.
21 Travel, conferences, and meetings . . . . .	18,568.			14,432.
22 Printing and publications . . . . .	600.			600.
23 Other expenses (attach schedule) [ 3 ] . . . . .	32,241.	553.		31,688.
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23. . . . .	475,455.	57,997.		402,030.
25 Contributions, gifts, grants paid . . . . .	607,327.			681,958.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	1,082,782.	57,997.	0.	1,083,988.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements . . . . .	-284,358.			
b <b>Net investment income</b> (if negative, enter -0-) . . . . .		740,427.		
c <b>Adjusted net income</b> (if negative, enter -0-) . . . . .				

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year <b>(a) Book Value</b>	End of year <b>(b) Book Value (c) Fair Market Value</b>		
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	5,561.	16,550.	16,550.
	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 . . . . .	6,111.	9,237.	9,237.
	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) . . . . . <b>ATCH 4</b>	21,327,108.	21,605,763.	21,605,763.
	14	Land, buildings, and equipment: basis ▶ _____ <b>123,903.</b> Less: accumulated depreciation (attach schedule) ▶ _____ <b>115,179.</b>	5,398.	8,724.	8,724.
15	Other assets (describe ▶ _____ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	21,344,178.	21,640,274.	21,640,274.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .	27,270.	23,547.	
	18	Grants payable . . . . .	234,734.	160,103.	
	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 ▶ _____ <b>ATCH 5</b> )	19,352.	104.	
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	281,356.	183,754.		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .	16,062,822.	16,456,520.	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .	5,000,000.	5,000,000.	
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund. . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	21,062,822.	21,456,520.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	21,344,178.	21,640,274.		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
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 21,062,822.
2	Enter amount from Part I, line 27a . . . . .	2 -284,358.
3	Other increases not included in line 2 (itemize) ▶ <b>ATCH 6</b>	3 678,056.
4	Add lines 1, 2, and 3 . . . . .	4 21,456,520.
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 21,456,520.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1 a</b> SEE PART IV SCHEDULE						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
<b>a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2</b>	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	570,380.		
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	0.		

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
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
2011	1,152,905.	21,021,294.	0.054845
<b>2</b>	<b>Total</b> of line 1, column (d)		<b>2</b> 0.256879
<b>3</b>	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.		<b>3</b> 0.051376
<b>4</b>	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		<b>4</b> 20,951,917.
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 1,076,426.
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 7,404.
<b>7</b>	Add lines 5 and 6.		<b>7</b> 1,083,830.
<b>8</b>	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		<b>8</b> 1,083,988.

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, tax under section 511, total credits and payments, and tax due. Total tax due is 104.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, expenditures, and reporting requirements. Includes 'Yes' and 'No' columns.

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 Yes No 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? Website address WWW.COOPERFOUNDATION.ORG 13 X
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
16 At any time during calendar year 2016, 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

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
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 2016? 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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 2016 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 2016.) 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 2016? 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 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)?  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

	<b>5b</b>	N/A
	<b>6b</b>	X
	<b>7b</b>	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		155,055.	1,606.	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.**  Yes  No 0.

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

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

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

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

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

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

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	21,204,683.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	48,339.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	17,960.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	21,270,982.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	21,270,982.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	319,065.
<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>	20,951,917.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	1,047,596.

**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>	1,047,596.
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5 . . . . .	<b>2a</b>	7,404.
<b>b</b>	Income tax for 2016. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	7,404.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	1,040,192.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	1,040,192.
<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>	1,040,192.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	1,083,988.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	1,083,988.
<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>	7,404.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	1,076,584.

**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 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7 . . . . .				1,040,192.
<b>2</b> Undistributed income, if any, as of the end of 2016:				
<b>a</b> Enter amount for 2015 only. . . . .				
<b>b</b> Total for prior years: 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2016:				
<b>a</b> From 2011 . . . . .				
<b>b</b> From 2012 . . . . .				
<b>c</b> From 2013 . . . . .				
<b>d</b> From 2014 . . . . .				
<b>e</b> From 2015 . . . . . <u>9,501.</u>				
<b>f</b> Total of lines 3a through e . . . . .	9,501.			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ <u>1,083,988.</u>				
<b>a</b> Applied to 2015, but not more than line 2a . . . . .				
<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 2016 distributable amount. . . . .				1,040,192.
<b>e</b> Remaining amount distributed out of corpus. . . . .	43,796.			
<b>5</b> Excess distributions carryover applied to 2016 . . . . . <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 . . . . .	53,297.			
<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 2015. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017. . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	53,297.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2012 . . . . .				
<b>b</b> Excess from 2013 . . . . .				
<b>c</b> Excess from 2014 . . . . .				
<b>d</b> Excess from 2015 . . . . . <u>9,501.</u>				
<b>e</b> Excess from 2016 . . . . . <u>43,796.</u>				

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 2016, 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: Tax year (a) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3d (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

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> <i>Paid during the year</i> SEE EXHIBIT 2				681,958.
<b>Total</b> .....				<b>3a</b> 681,958.
<b>b</b> <i>Approved for future payment</i>  ATCH 9				
<b>Total</b> .....				<b>3b</b> 32,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No. and 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.

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [ ] Yes [X] No

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

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.

Sign Here [Signature] 05/15/2017 [Signature] PRESIDENT [Signature] 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 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					560,467.	
82,642.		ALGER SPECTRA PROPERTY TYPE: SECURITIES 67,092.				P	VAR 15,550.	VAR
164,748.		BLACKROCK EQUITY DIVIDEND PROPERTY TYPE: SECURITIES 151,519.				P	VAR 13,229.	VAR
97,795.		EAGLE SMALL CAP GROWTH FUND PROPERTY TYPE: SECURITIES 82,918.				P	VAR 14,877.	VAR
63,378.		HARBOR INTERNATIONAL PROPERTY TYPE: SECURITIES 60,682.				P	VAR 2,696.	VAR
86,231.		JOHN HANCOCK DISCIPLINED VALUE PROPERTY TYPE: SECURITIES 37,546.				P	VAR 48,685.	VAR
56,144.		MFS INTERNATIONAL NEW DISCOVERY PROPERTY TYPE: SECURITIES 38,366.				P	VAR 17,778.	VAR
49,291.		TEMPLETON INSTL FUNDS FOREIGN PROPERTY TYPE: SECURITIES 38,306.				P	VAR 10,985.	VAR
375,004.		OPPENHEIMER DEV MARKETS PROPERTY TYPE: SECURITIES 417,997.				P	VAR -39,468.	VAR
226,812.		PIMCO COMMODITY REAL RETURN PROPERTY TYPE: SECURITIES 321,058.				P	VAR -73,180.	VAR
162,123.		ROYCE OPPORTUNITY INSTL CLASS PROPERTY TYPE: SECURITIES 151,848.				P	VAR 10,275.	VAR
74,622.		EUROPACIFIC GROWTH FUND F2 PROPERTY TYPE: SECURITIES 66,542.				P	VAR 8,080.	VAR
		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)	
56,308.		PROPERTY TYPE: SECURITIES 44,837.					11,471.	
		CALAMOS GROWTH & INCOME PROPERTY TYPE: SECURITIES				P	VAR	VAR
99,013.		110,555.					-11,085.	
		HSBC OPPORTUNITY FUND PROPERTY TYPE: SECURITIES				P	VAR	VAR
157,919.		196,295.					-19,980.	
		FIDELITY GOVT MMKT CAP RESERVES PROPERTY TYPE: SECURITIES				P	VAR	VAR
1,198,741.		1,198,741.						
TOTAL GAIN(LOSS) .....							<u>570,380.</u>	

# Underpayment of Estimated Tax by Corporations

**2016**

▶ 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).

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**

<b>1</b>	Total tax (see instructions) . . . . .	<b>1</b>	<b>7,404.</b>
<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 doesn't owe the penalty. . . . .	<b>3</b>	<b>7,404.</b>
<b>4</b>	Enter the tax shown on the corporation's 2015 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>	<b>29,112.</b>
<b>5</b>	<b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 . . . . .	<b>5</b>	<b>7,404.</b>

**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.**

<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 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 . . . . .			
<b>9</b>	05/16/2016	06/15/2016	09/15/2016	12/15/2016
<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% (0.25) of line 5 above in each column. . . . .			
<b>10</b>	382.	1,531.		342.
<b>11</b>	<b>Estimated tax paid or credited for each period.</b> For column (a) only, enter the amount from line 11 on line 15. See instructions. . . . .			
<b>11</b>	7,300.			
<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 . . . . .			
<b>12</b>		6,918.	5,387.	5,387.
<b>13</b>	Add lines 11 and 12 . . . . .			
<b>13</b>		6,918.	5,387.	5,387.
<b>14</b>	Add amounts on lines 16 and 17 of the preceding column . . . . .			
<b>14</b>				
<b>15</b>	Subtract line 14 from line 13. If zero or less, enter -0- . . . . .			
<b>15</b>	7,300.	6,918.	5,387.	5,387.
<b>16</b>	If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- . . . . .			
<b>16</b>				
<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. Otherwise, go to line 18 . . . . .			
<b>17</b>				
<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 . . . . .			
<b>18</b>	6,918.	5,387.	5,387.	

**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. Form **2220** (2016)



**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <b>(C Corporations with tax years ending June 30 and S corporations:</b> Use 3rd month instead of 4th month. <b>Form 990-PF and Form 990-T filers:</b> Use 5th month instead of 4th month.) See instructions . . . . .				
<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 4/15/2016 and before 7/1/2016				
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{366}$ x 4% (0.04)	\$	\$	\$	\$
<b>23</b> Number of days on line 20 after 6/30/2016 and before 10/1/2016				
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{366}$ x 4% (0.04)	\$	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2016 and before 1/1/2017				
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{366}$ x 4% (0.04)	\$	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2016 and before 4/1/2017				
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365}$ x 4% (0.04)	\$	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2017 and before 7/1/2017				
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365}$ x *%	\$	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2017 and before 10/1/2017				
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365}$ x *%	\$	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2017 and before 1/1/2018				
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365}$ x *%	\$	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2017 and before 3/16/2018				
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365}$ x *%	\$	\$	\$	\$
<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 . . . . .				<b>38</b> \$

\*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
<b>20</b> Annualization periods (see instructions) . . . . .	<b>20</b>				
<b>21</b> Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items . . . . .	<b>21</b>	25,442.	95,621.	60,939.	169,141.
<b>22</b> Annualization amounts (see instructions) . . . . .	<b>22</b>	6.00000	4.00000	2.00000	1.33333
<b>23a</b> Annualized taxable income. Multiply line 21 by line 22 . . . . .	<b>23a</b>	152,652.	382,484.	121,878.	225,521.
<b>b</b> Extraordinary items (see instructions) . . . . .	<b>23b</b>				
<b>c</b> Add lines 23a and 23b. . . . .	<b>23c</b>	152,652.	382,484.	121,878.	225,521.
<b>24</b> 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. . . . .	<b>24</b>	1,527.	3,825.	1,219.	2,255.
<b>25</b> Enter any alternative minimum tax for each payment period (see instructions). . . . .	<b>25</b>				
<b>26</b> Enter any other taxes for each payment period. See instructions. . . . .	<b>26</b>				
<b>27</b> Total tax. Add lines 24 through 26 . . . . .	<b>27</b>	1,527.	3,825.	1,219.	2,255.
<b>28</b> For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions . . . . .	<b>28</b>				
<b>29</b> Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0- . . . . .	<b>29</b>	1,527.	3,825.	1,219.	2,255.
<b>30</b> Applicable percentage . . . . .	<b>30</b>	25%	50%	75%	100%
<b>31</b> Multiply line 29 by line 30 . . . . .	<b>31</b>	382.	1,913.	914.	2,255.

**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
<b>32</b> 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. . . . .	<b>32</b>	382.	1,913.	914.	2,255.
<b>33</b> Add the amounts in all preceding columns of line 32. See instructions . . . . .	<b>33</b>		382.	1,913.	1,913.
<b>34</b> <b>Adjusted seasonal or annualized income installments.</b> Subtract line 33 from line 32. If zero or less, enter -0- . . . . .	<b>34</b>	382.	1,531.		342.
<b>35</b> Enter 25% (0.25) 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. . . . .	<b>35</b>	1,851.	1,851.	1,851.	1,851.
<b>36</b> Subtract line 38 of the preceding column from line 37 of the preceding column. . . . .	<b>36</b>		1,469.	1,789.	3,640.
<b>37</b> Add lines 35 and 36 . . . . .	<b>37</b>	1,851.	3,320.	3,640.	5,491.
<b>38</b> <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 . . . . .	<b>38</b>	382.	1,531.		342.

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	41,220.	41,220.
TOTALS	<u>41,220.</u>	<u>41,220.</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>
PAYROLL TAXES	15,030.	564.	14,466.
FEDERAL EXCISE TAX	7,434.		
TOTALS	<u>22,464.</u>	<u>564.</u>	<u>14,466.</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	10,175.		10,175.
POSTAGE	402.	15.	387.
SUPPLIES	1,347.	51.	1,296.
MISCELLANEOUS	292.	11.	281.
INSURANCE	2,278.	85.	2,193.
SPECIAL SERVICES	850.		850.
COPIER LEASE	3,339.	125.	3,214.
COMMUNICATIONS	6,461.		6,461.
COMPUTER EXPENSE	7,097.	266.	6,831.
TOTALS	<u>32,241.</u>	<u>553.</u>	<u>31,688.</u>

ATTACHMENT 4FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EUROPACIFIC GROWTH FUND	1,642,544.	1,642,544.
ROYCE OPPORTUNITY FUND	1,717,768.	1,717,768.
CALAMOS GROWTH & INCOME	1,079,407.	1,079,407.
PRIME FUND - CAPITAL RESERVES	158,223.	158,223.
ALGER SPECTRA	1,689,016.	1,689,016.
BLACKROCK EQUITY DIVIDEND	1,826,851.	1,826,851.
EAGLE SMALL CAP GROWTH FUND	1,569,678.	1,569,678.
HARBOR INTERNATIONAL	1,652,735.	1,652,735.
JOHN HANCOCK DISCIPLINED VALUE	1,580,158.	1,580,158.
MFS INTNL. NEW DISCOVERY	1,213,066.	1,213,066.
TEMPLETON INSTL FDS FOREIGN	1,234,682.	1,234,682.
PIMCO COMMODITY REAL RETURN	1,074,272.	1,074,272.
OPPENHEIMER DEV MARKETS	2,604,304.	2,604,304.
VOYA GLOBAL REAL ESTATE	1,025,586.	1,025,586.
HSBC OPPORTUNITY FUND	1,537,473.	1,537,473.
TOTALS	<u>21,605,763.</u>	<u>21,605,763.</u>

ATTACHMENT 5

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
FEDERAL EXCISE TAX PAYABLE	104.
TOTALS	<u>104.</u>

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAINS	678,056.
TOTAL	<u>678,056.</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 LINCOLN, NE 68508	TREASURER 2.00	1,600.	0.	0.
JACK CAMPBELL 870 WELLS FARGO CENTER LINCOLN, NE 68508	CHAIR 2.00	1,700.	0.	0.
JANE HOOD 870 WELLS FARGO CENTER LINCOLN, NE 68508	TRUSTEE 2.00	1,500.	0.	0.
LINDA CRUMP 870 WELLS FARGO CENTER LINCOLN, NE 68508	VICE CHAIR 2.00	1,450.	0.	0.
RICHARD VIERK 870 WELLS FARGO CENTER LINCOLN, NE 68508	TRUSTEE 2.00	1,700.	0.	0.
ROBERT NEFSKY 870 WELLS FARGO CENTER LINCOLN, NE 68508	TRUSTEE 2.00	1,600.	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>
ELWOOD A. THOMPSON 870 WELLS FARGO CENTER LINCOLN, NE 68508	PRESIDENT 40.00	142,355.	1,606.	0.
KIM ROBAK 870 WELLS FARGO CENTER LINCOLN, NE 68508	TRUSTEE 2.00	1,600.	0.	0.
PAM SNOW 870 WELLS FARGO CENTER LINCOLN, NE 68508	TRUSTEE 2.00	1,550.	0.	0.
	GRAND TOTALS	<u>155,055.</u>	<u>1,606.</u>	<u>0.</u>

ATTACHMENT 8FORM 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>
GROUNDWATER FOUNDATION 3201 PIONEERS BLVD, STE 105 LINCOLN, NE 68502	NONE PC	GENERAL OPERATING SUPPORT	10,000.
HASTINGS COLLEGE 710 TURNER AVE HASTINGS, NE 68901	NONE PC	MOBILE GLASS STUDIO	10,000.
NONPROFIT ASSOCIATION OF THE MIDLANDS 11205 WRIGHT CIR OMAHA, NE 68144	NONE PC	FINANCIAL TRAININGS	2,500.
YMCA OF LINCOLN NEBRASKA 570 FALLBROOK BLVD, SUITE 210 LINCOLN, NE 68521	NONE PC	COPPLE FAMILY YMCA AFTERSCHOOL PROGRAM	10,000.
		TOTAL CONTRIBUTIONS APPROVED	<u>32,500.</u>

ATTACHMENT 9

# Cooper Foundation Application

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## *Cooper Foundation (NE)*

### **Project Name\***

Name of Project

*Character Limit: 100*

### **Amount Requested\***

*Character Limit: 20*

## *Request Narrative (\*=required)*

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### **Request Description\***

Begin this section by re-stating the amount requested and its use in one sentence. 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*

## Electronic Signature Agreement

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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

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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. Include sources and amounts of income and detailed expenses and 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 available

*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

*File Size Limit: 2 MB*

### **Optional Documentation**

*File Size Limit: 2 MB*

## 2016 Grants Paid

Organization Name	City	State	Project Name	Payment Amount	Foundation Status of Recipient
<b>Arts</b>					
Capital Jazz Society, Inc.	Lincoln	NE	General operating support	\$5,000.00	PC
Crane River Theater	Kearney	NE	General operating support	\$5,000.00	PC
Doane University	Crete	NE	Arts Are Basic Program	\$20,000.00	PC
Greater Lincoln Chamber Foundation	Lincoln	NE	Lincoln Calling Workshops	\$2,500.00	PC
Lincoln Community Playhouse	Lincoln	NE	General operating support	\$10,000.00	PC
Lincoln Music Teachers Association	Lincoln	NE	Music Outreach Program 2016-17	\$5,000.00	PC
Lincoln Orchestra Association	Lincoln	NE	General operating support	\$15,000.00	PC
Meadowlark Music Festival	Lincoln	NE	Meadowlark Music Festival 2016 Season	\$7,500.00	PC
Metropolitan Opera/Nebraska Auditions	Lincoln	NE	2016-2017 Nebraska Auditions	\$1,000.00	PC
Nebraska Shakespeare	Omaha	NE	Shakespeare On Tour	\$5,000.00	PC
Sheldon Art Association	Lincoln	NE	Crossing Borders exhibitions and programming	\$20,000.00	PC
The Colonel Mustard Amateur Attic Theatre Company	Lincoln	NE	General operating support	\$5,000.00	PC
University of Nebraska-Lincoln, Jazz in June	Lincoln	NE	Jazz in June	\$10,000.00	PC
University of Nebraska-Lincoln, Lied Center for Performing Arts	Lincoln	NE	Lied's 25th Anniversary/Grand Drape Project	\$25,000.00	PC
University of Nebraska-Lincoln, Lied Center for Performing Arts	Lincoln	NE	Educational programming for Heather Henson's Crane: On Earth, In Sky	\$5,000.00	PC
<b>Total Arts</b>				<b>\$141,000.00</b>	
<b>Community Improvement</b>					
Community Services Fund of Nebraska	Lincoln	NE	General operating support	\$5,000.00	PC
Lincoln Bike Kitchen	Lincoln	NE	General operating support	\$4,500.00	PC
Lincoln Community Foundation	Lincoln	NE	Lincoln Vital Signs Report Update	\$1,000.00	PC
Lincoln Parks and Recreation Foundation	Lincoln	NE	Woods Tennis Center	\$10,000.00	PC
Nebraska Bicycling Alliance	Lincoln	NE	Nebraska Bicycling Alliance	\$10,000.00	PC
<b>Total Community Improvement</b>				<b>\$30,500.00</b>	
<b>Education</b>					
Bellevue University	Bellevue	NE	Cooper Foundation Scholarship for Students of Color	\$3,000.00	PC
Camp Summergold Inc.	Lincoln	NE	Scholarships	\$2,500.00	PC
Center for People in Need	Lincoln	NE	Financial Literacy Instructor	\$10,000.00	PC
College of Saint Mary	Omaha	NE	Cooper Foundation Scholarship for Students of Color	\$3,000.00	PC
Community CROPS	Lincoln	NE	Young Urban Farmers	\$15,000.00	PC
Doane University	Crete	NE	Cooper Foundation Scholarship for Students of Color	\$3,000.00	PC
Foundation for Lincoln Public Schools	Lincoln	NE	General operating support	\$15,000.00	PC
Hastings College	Hastings	NE	Cooper Foundation Scholarship for Students of Color	\$3,000.00	PC
Junior Achievement of Lincoln, Inc.	Lincoln	NE	General operating support	\$5,000.00	PC
Leadership Lincoln Inc.	Lincoln	NE	Staffing support	\$7,500.00	PC
Lincoln Children's Museum	Lincoln	NE	STEAM science cart	\$7,000.00	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
University of Nebraska-Lincoln, Center for Great Plains Studies	Lincoln	NE	Flat Places, Deep Identities: Mapping Nebraska & the Great Plains	\$10,200.00	PC
University of Nebraska-Lincoln, E.N. Thompson Forum on World Issues	Lincoln	NE	Support for 2017 - 2018 series	\$40,000.00	PC
University of Nebraska-Lincoln, E.N. Thompson Forum on World Issues	Lincoln	NE	Support for 2018 - 2019 series	\$40,000.00	PC
University of Nebraska-Lincoln, E.N. Thompson Forum on World Issues	Lincoln	NE	Thompson Family Fund 2016	\$15,021.00	PC
<b>Total Education</b>				<b>\$185,221.00</b>	



## 2016 Grants Paid

**Environment**

Friends of the Pioneers Park Nature Center	Lincoln	NE	Prairie Jazz Festival 2016	\$5,000.00	PC
National Audubon Society - Spring Creek Prairie	Denton	NE	General operating support	\$12,000.00	PC
Nebraska Conservation Education Fund	Lincoln	NE	General operating support	\$5,000.00	PC
NET Foundation for Television	Lincoln	NE	Production of documentary, "Imagining the Platte."	\$50,000.00	PC
Prairie Loft Center for Outdoor and Agricultural Learning	Hastings	NE	General operating support	\$10,000.00	PC
Southern Heights Food Forest - Lincoln Community Foundation	Lincoln	NE	Southern Heights Food Forest staffing	\$7,500.00	PC
<b>Total Environment</b>				<b>\$89,500.00</b>	

**Human Services**

Asian Community & Cultural Center	Lincoln	NE	General operating support	\$22,000.00	PC
Boys & Girls Club of Lincoln/Lancaster County	Lincoln	NE	General operating support	\$10,000.00	PC
Bridge Behavioral Health	Lincoln	NE	Peer Support for Recovery	\$10,000.00	PC
CEDARS Youth Services	Lincoln	NE	Bridges Transitional Living Program	\$13,000.00	PC
Center for Legal Immigration Assistance	Lincoln	NE	General operating support	\$15,000.00	PC
Center for People in Need	Lincoln	NE	General operating support for 2017	\$25,000.00	PC
Community Action Partnership of Lancaster and Saunders Counties	Lincoln	NE	Individual Development Account (IDA) Program	\$10,000.00	PC
Girl Scouts Spirit of Nebraska	Lincoln	NE	Western Nebraska Outreach	\$5,000.00	PC
Matt Talbot Kitchen & Outreach	Lincoln	NE	Business & Finance Director position	\$15,000.00	PC
Mediation Center	Lincoln	NE	Case Manager Position for Restorative Justice Victim/Offender Program	\$7,500.00	PC
Nebraska Children and Families Foundation	Lincoln	NE	Youth Eviction Prevention Program (YEPP)	\$10,000.00	PC
Planned Parenthood of the Heartland, Inc.	Des Moines	NE	Capacity Building for Advocacy in Lincoln	\$10,000.00	PC
TeamMates Mentoring Program	Lincoln	NE	General operating support - Lincoln TeamMates	\$15,000.00	PC
United Way of Lincoln/Lancaster County	Lincoln	NE	2016 Annual Campaign	\$18,237.00	PC
Voices for Children	Ralston	NE	Kids Count Report Online	\$10,000.00	PC
YMCA of Lincoln Nebraska	Lincoln	NE	Copple Family YMCA Afterschool Program	\$20,000.00	PC
<b>Total Human Services</b>				<b>\$215,737.00</b>	

**Humanities**

Nebraska Writers Collective	Omaha	NE	Louder Than a Bomb: Great Plains Youth Poetry Festival	\$15,000.00	PC
Welsh Heritage and Cultural Centre	Wymore	NE	Great Plains Welsh Heritage Project Videos and Exhibit	\$5,000.00	PC
<b>Total Humanities</b>				<b>\$20,000.00</b>	

**Grand Total****\$681,958.00**