

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2019 or tax year beginning

, and ending

Name of foundation COOPER FOUNDATION		A Employer identification number 47-0401230
Number and street (or P.O. box number if mail is not delivered to street address) 1248 O STREET	Room/suite 870	B Telephone number 402-476-7571
City or town, state or province, country, and ZIP or foreign postal code LINCOLN, NE 68508		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 25,542,707.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,109.	1,109.		STATEMENT 1
4 Dividends and interest from securities		278,413.	278,413.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-21,534.			
b Gross sales price for all assets on line 6a		5,704,273.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		257,988.	279,522.		
13 Compensation of officers, directors, trustees, etc.		127,724.	6,385.		121,339.
14 Other employee salaries and wages		62,292.	0.		62,292.
15 Pension plans, employee benefits		39,618.	1,524.		38,094.
16a Legal fees					
b Accounting fees		12,983.	3,246.		9,737.
c Other professional fees		32,117.	32,117.		0.
17 Interest					
18 Taxes		15,961.	524.		13,109.
19 Depreciation and depletion		4,564.	175.		
20 Occupancy		51,353.	1,975.		49,378.
21 Travel, conferences, and meetings		13,744.	0.		12,253.
22 Printing and publications		523.	0.		523.
23 Other expenses		36,666.	811.		35,854.
24 Total operating and administrative expenses. Add lines 13 through 23		397,545.	46,757.		342,579.
25 Contributions, gifts, grants paid		769,837.			910,196.
26 Total expenses and disbursements. Add lines 24 and 25		1,167,382.	46,757.		1,252,775.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-909,394.			
b Net investment income (if negative, enter -0-)			232,765.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		1,319.	1,147.	1,147.	
	2	Savings and temporary cash investments		78,674.	284,681.	284,681.	
	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					
	7	Other notes and loans receivable					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges		13,299.	20,848.	20,848.	
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock					
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 7	21,250,329.	25,101,937.	25,101,937.		
14	Land, buildings, and equipment: basis	134,094.					
	Less: accumulated depreciation	STMT 8	126,208.	11,294.	7,886.		
15	Other assets (describe)						
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		21,354,915.	25,416,499.	25,542,707.		
Liabilities	17	Accounts payable and accrued expenses		32,387.	25,466.		
	18	Grants payable		209,966.	69,607.		
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe) EXCISE TAX PAYABLE		30,233.	0.		
	23	Total liabilities (add lines 17 through 22)		272,586.	95,073.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.						
	24	Net assets without donor restrictions					
	25	Net assets with donor restrictions		21,082,329.	25,321,426.		
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.						
	26	Capital stock, trust principal, or current funds					
	27	Paid-in or capital surplus, or land, bldg., and equipment fund					
	28	Retained earnings, accumulated income, endowment, or other funds					
	29	Total net assets or fund balances		21,082,329.	25,321,426.		
30	Total liabilities and net assets/fund balances		21,354,915.	25,416,499.			

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 29 (must agree with end-of-year figure reported on prior year's return)	1	21,082,329.
2	Enter amount from Part I, line 27a	2	-909,394.
3	Other increases not included in line 2 (itemize) UNREALIZED GAINS	3	5,148,491.
4	Add lines 1, 2, and 3	4	25,321,426.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	25,321,426.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
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	5,704,273.		5,725,807.	-21,534.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			-21,534.

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	-21,534.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	1,178,457.	24,684,461.	.047741
2017	1,093,124.	23,489,179.	.046537
2016	1,076,584.	20,951,917.	.051384
2015	1,126,255.	22,578,465.	.049882
2014	1,307,997.	23,936,545.	.054644

2	Total of line 1, column (d)	2	.250188
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.050038
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	23,567,342.
5	Multiply line 4 by line 3	5	1,179,263.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,328.
7	Add lines 5 and 6	7	1,181,591.
8	Enter qualifying distributions from Part XII, line 4	8	1,252,775.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,328.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	2,328.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,328.
6 Credits/Payments:			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	8,968.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	8,968.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,640.	
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax <input checked="" type="checkbox"/> 6,640. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> NE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of THE FOUNDATION Telephone no: 402-476-7571
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here
16 At any time during calendar year 2019, 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?

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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?
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 2019?
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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?
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?
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?
b If "Yes," did it have excess business holdings in 2019 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2019?

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b		
Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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

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

(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
SEE STATEMENT 9		127,724.	29,743.	1,746.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	23,871,771.
b	Average of monthly cash balances	1b	33,318.
c	Fair market value of all other assets	1c	21,147.
d	Total (add lines 1a, b, and c)	1d	23,926,236.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	23,926,236.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	358,894.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,567,342.
6	Minimum investment return. Enter 5% of line 5	6	1,178,367.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,178,367.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	2,328.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,328.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,176,039.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,176,039.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,176,039.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,252,775.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,252,775.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,328.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,250,447.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,176,039.
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015				
c From 2016				16,426.
d From 2017				
e From 2018				
f Total of lines 3a through e	16,426.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$				1,252,775.
a Applied to 2018, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2019 distributable amount				1,176,039.
e Remaining amount distributed out of corpus	76,736.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	93,162.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	93,162.			
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016				16,426.
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				76,736.

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, 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) 2019, (b) 2018, (c) 2017, (d) 2016, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (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). (See section 507(d)(2).)

NONE

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.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 10

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BROWNVILLE CONCERT SERIES, INC 126 ATLANTIC ST BROWNVILLE, NE 68321		PC	BROWNVILLE CONCERT SERIES	10,000.
FLATWATER SHAKESPEARE COMPANY PO BOX 84935 LINCOLN, NE 68501		PC	FLATWATER FREE SHAKESPEARE SUMMER TOUR, 2019	5,000.
LINCOLN ARTS COUNCIL 211 N. 14TH ST. LINCOLN, NE 68508		PC	JACK CAMPBELL DESIGNATION	250.
LINCOLN CHORAL ARTISTS PO BOX 57122 LINCOLN, NE 68505		PC	40TH ANNIVERSARY SEASON	4,000.
LINCOLN COMMUNITY PLAYHOUSE P.O. BOX 6426 LINCOLN, NE 68506		PC	GENERAL OPERATING SUPPORT	10,000.
Total	SEE CONTINUATION SHEET(S)			910,196.
b Approved for future payment				
LINCOLN COUNCIL FOR INTERNATIONAL VISITORS 211 N. 14TH ST. LINCOLN, NE 68508		PC	CITIZEN DIPLOMACY EXPANSION	10,000.
CHILD ADVOCACY CENTER 5025 GARLAND ST. LINCOLN, NE 68504		PC	ACCOUNTING SUPPORT	10,000.
Total				20,000.

COOPER FOUNDATION

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 ALGER SPECTRA			
b BLACKROCK EQUITY DIVIDEND			
c JOHN HANCOCK DISCIPLINED VALUE			
d MFS INTERNATIONAL NEW DISCOVERY			
e TEMPLETON INSTL FUNDS FOREIGN			
f OPPENHEIMER DEV MARKETS			
g PIMCO COMMODITY REAL RETURN			
h ROYCE OPPORTUNITY INSTL CLASS			
i EUROPACIFIC GROWTH FUND F2			
j THIRD AVENUE REAL ESTATE VALUE			
k CALAMOS GROWTH AND INCOME			
l HSBC OPPORTUNITY FUND			
m OAKMARK			
n CAPITAL GAINS DIVIDENDS			
o			

(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 99,056.		32,192.	66,864.
b 179,331.		167,434.	11,897.
c 73,645.		19,188.	54,457.
d 82,708.		36,717.	45,991.
e 46,506.		38,392.	8,114.
f 362,178.		325,862.	36,316.
g 2,079,600.		2,941,135.	-861,535.
h 34,099.		29,886.	4,213.
i 129,823.		101,348.	28,475.
j 1,413,597.		1,585,886.	-172,289.
k 121,250.		124,241.	-2,991.
l 88,457.		108,897.	-20,440.
m 175,525.		214,629.	-39,104.
n 818,498.			818,498.
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			66,864.
b			11,897.
c			54,457.
d			45,991.
e			8,114.
f			36,316.
g			-861,535.
h			4,213.
i			28,475.
j			-172,289.
k			-2,991.
l			-20,440.
m			-39,104.
n			818,498.
o			

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	-21,534.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LINCOLN MUNICIPAL BAND 315 SOUTH 9TH STREET, SUITE 110 LINCOLN, NE 68508-2283		PC	JACK CAMPBELL DESIGNATION	250.
LINCOLN ORCHESTRA ASSOCIATION 233 S. 13TH ST LINCOLN, NE 68508		PC	GENERAL OPERATING SUPPORT	2,500.
LINCOLN ORCHESTRA ASSOCIATION 233 S. 13TH ST LINCOLN, NE 68508		PC	GENERAL OPERATING SUPPORT	10,000.
LUX CENTER FOR THE ARTS 2601 N 48TH STREET LINCOLN, NE 68504		PC	GENERAL OPERATING SUPPORT	15,000.
METROPOLITAN OPERA/NEBRASKA AUDITIONS 3116 ALDEN AVENUE LINCOLN, NE 68502		PC	2019-2020 NEBRASKA AUDITIONS	1,000.
MID-AMERICA ARTS ALLIANCE 2018 BALTIMORE KANSAS CITY, MO 64108		PC	ART THOMPSON DESIGNATION	1,000.
MID-AMERICA ARTS ALLIANCE 2018 BALTIMORE KANSAS CITY, MO 64108		PC	JACK CAMPBELL DESIGNATION	500.
MUSEUM OF NEBRASKA ART 2401 CENTRAL AVENUE KEARNEY, NE 68847		PC	JACK CAMPBELL DESIGNATION	500.
MUSEUM OF NEBRASKA ART 2401 CENTRAL AVENUE KEARNEY, NE 68847		PC	ART THOMPSON DESIGNATION	1,000.
NAC DEVELOPMENT CORP 1004 FARNAM OMAHA, NE 68102		PC	JACK CAMPBELL DESIGNATION	500.
Total from continuation sheets				880,946.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SHELDON ART ASSOCIATION 12TH AND R STREETS LINCOLN, NE 68588-0300		PC	JACK CAMPBELL DESIGNATION	1,000.
UNIVERSITY OF NEBRASKA-LINCOLN, JAZZ IN JUNE 301 N. 12TH STREET LINCOLN, NE 68588-0151		PC	JAZZ IN JUNE	5,000.
UNIVERSITY OF NEBRASKA-LINCOLN, LIED CENTER FOR PERFORMING ARTS 301 N. 12TH STREET LINCOLN, NE 68588-0151		PC	RESIDENCY WITH THE BILL T. JONES/ARNIE ZANE COMPANY	10,000.
CAUSE COLLECTIVE 1645 N ST LINCOLN, NE 68508		PC	MEMBERSHIP SCHOLARSHIP PROGRAM	2,000.
CAUSE COLLECTIVE 1645 N ST LINCOLN, NE 68508		PC	CAUSE COLLECTIVE SUCCESSFUL TRANSITIONS	5,000.
CIVIC NEBRASKA 1111 LINCOLN MALL, SUITE 350 LINCOLN, NE 68508		PC	NEBRASKA COUNTS	25,000.
COMMUNITY SERVICES FUND OF NEBRASKA 3800 VERMAAS PLACE LINCOLN, NE 68502		PC	2018/2019 CAMPAIGN	6,000.
LINCOLN COMMUNITY FOUNDATION 215 CENTENNIAL MALL S STE 100 LINCOLN, NE 68508		PC	LINCOLN VITAL SIGNS REPORT 2019	5,000.
OUTNEBRASKA 211 N. 14TH ST. LINCOLN, NE 68508		PC	COMMUNITY ORGANIZER STAFF POSITION	20,000.
SUNRISE COMMUNICATIONS INC 3534 S 48TH ST STE 6 LINCOLN, NE 68506		PC	GENERAL OPERATING SUPPORT	15,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BELLEVUE UNIVERSITY 1000 GALVIN ROAD SOUTH BELLEVUE, NE 68005		PC	COOPER FOUNDATION SCHOLARSHIP FOR STUDENTS OF COLOR	3,000.
BRIGHT LIGHTS 5561 S. 48TH STREET LINCOLN, NE 68516		PC	SCHOLARSHIPS	5,000.
CENTRAL COMMUNITY COLLEGE 201 FOUNDATION PLACE, SUITE 200 HASTINGS, NE 68901		PC	NEBRASKA MATH READINESS PROJECT	12,500.
CIVIC NEBRASKA 1111 LINCOLN MALL, SUITE 350 LINCOLN, NE 68508		PC	CIVIC HEALTH PROGRAM MANAGER	10,000.
COLLEGE OF SAINT MARY 7000 MERCY RD. OMAHA, NE 68106		PC	COOPER FOUNDATION SCHOLARSHIP FOR STUDENTS OF COLOR	3,000.
DOANE UNIVERSITY 1014 BOSWELL AVENUE CRETE, NE 68533		PC	COOPER FOUNDATION SCHOLARSHIP FOR STUDENTS OF COLOR	3,000.
FOUNDATION FOR LINCOLN CITY LIBRARIES 136 S. 14TH STREET LINCOLN, NE 68508-1801		PC	JACK CAMPBELL DESIGNATION	1,000.
FOUNDATION FOR LINCOLN PUBLIC SCHOOLS 5905 O STREET LINCOLN, NE 68510		PC	MEMORIAL - FUND A NEED FOR LINCOLN HIGH SCHOOL	100.
FOUNDATION FOR LINCOLN PUBLIC SCHOOLS 5905 O STREET LINCOLN, NE 68510		PC	JACK CAMPBELL DESIGNATION	500.
HASTINGS COLLEGE HASTINGS COLLEGE HASTINGS, NE 68901		PC	COOPER FOUNDATION SCHOLARSHIP FOR STUDENTS OF COLOR	3,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
INCLUSIVE COMMUNITIES 6400 UNIVERSITY DRIVE N OMAHA, NE 68182		PC	LINCOLN INCLUCITY	10,000.
JEWISH FEDERATION OF OMAHA - INSTITUTE FOR HOLOCAUST EDUCATION 333 SOUTH 132ND STREET OMAHA, NE 68154		PC	ART THOMPSON DESIGNATION	1,000.
JEWISH FEDERATION OF OMAHA - INSTITUTE FOR HOLOCAUST EDUCATION 333 SOUTH 132ND STREET OMAHA, NE 68154		PC	GENERAL OPERATING SUPPORT	10,000.
JUNIOR ACHIEVEMENT OF LINCOLN, INC. 285 S. 68TH STREET PLACE, SUITE 580 LINCOLN, NE 68510		PC	GENERAL OPERATING SUPPORT	10,000.
LINCOLN CHILDREN'S MUSEUM 1420 P STREET LINCOLN, NE 68508		PC	PROJECT CELEBRATION	5,400.
LINCOLN LITERACY 745 S. 9TH ST. LINCOLN, NE 68508		PC	EDUCATIONAL PROGRAMMING	9,600.
LITERACY COUNCIL OF GRAND ISLAND INC 312 N ELM ST, STE 101 GRAND ISLAND, NE 68801		PC	GENERAL OPERATING SUPPORT	7,500.
MALCOLM PARENT TEACHER ORGANIZATION 10000 NW 112TH STREET MALCOLM, NE 68402		PC	WESTFALL ELEMENTARY PLAYGROUND EXPANSION PROJECT	5,000.
MEN WITH DREAMS 2124 Y STREET LINCOLN, NE 68503		PC	GENERAL OPERATING SUPPORT	15,000.
MIDLAND UNIVERSITY 900 N. CLARKSON STREET FREMONT, NE 68025-4254		PC	COOPER FOUNDATION SCHOLARSHIP FOR STUDENTS OF COLOR	3,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NEBRASKA WESLEYAN UNIVERSITY 5000 ST. PAUL AVENUE LINCOLN, NE 68504-2794		PC	COOPER FOUNDATION SCHOLARSHIP FOR STUDENTS OF COLOR	3,000.
OPENAI 3180 18TH ST., SUITE 100 SAN FRANCISCO, CA 94110		PC	THOMPSON FORUM SPEAKER DONATION	5,000.
PLANNED PARENTHOOD OF THE HEARTLAND, INC. 5631 S 48TH ST SUITE LINCOLN, NE 68516		PC	COMPREHENSIVE SEXUAL AND REPRODUCTIVE EDUCATIONLINCOLN	15,000.
PRAIRIE LOFT CENTER FOR OUTDOOR AND AGRICULTURAL LEARNING PO BOX 1731 HASTINGS, NE 68902-1731		PC	EXPERIENTIAL EDUCATION PROGRAM	10,000.
RABBLE MILL 2005 Y STREET LINCOLN, NE 68503		PC	GENERAL OPERATING SUPPORT	20,000.
SPECIAL OLYMPICS NEBRASKA 9427 F STREET OMAHA, NE 68127		PC	UNIFIED CHAMPION SCHOOLS	10,000.
STAND FOR SCHOOLS PO BOX 95166 LINCOLN, NE 68509		PC	GENERAL OPERATING SUPPORT	10,000.
TEAMMATES MENTORING PROGRAM 5905 O STREET LINCOLN, NE 68510		PC	GENERAL OPERATING SUPPORT FOR TEAMMATES OF LINCOLN	15,000.
TEAMMATES MENTORING PROGRAM 5905 O STREET LINCOLN, NE 68510		PC	JACK CAMPBELL DESIGNATION	500.
THE HUB CENTRAL ACCESS POINT FOR YOUNG ADULTS 1037 S 12TH STREET LINCOLN, NE 68508		PC	GED PREPARATION & SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
UNIVERSITY OF NEBRASKA STATE MUSEUM 307 MORRILL HALL LINCOLN, NE 68588-0338		PC	CHERISH NEBRASKA	10,000.
UNIVERSITY OF NEBRASKA-LINCOLN, E.N. THOMPSON FORUM ON WORLD ISSUES LIED CENTER FOR PERFORMING ARTS, UNL LINCOLN, NE 68588-0151		PC	2020-2021 SEASON	40,000.
UNIVERSITY OF NEBRASKA-LINCOLN, E.N. THOMPSON FORUM ON WORLD ISSUES LIED CENTER FOR PERFORMING ARTS, UNL LINCOLN, NE 68588-0151		PC	2021-2022 SEASON	40,000.
UNIVERSITY OF NEBRASKA-LINCOLN, E.N. THOMPSON FORUM ON WORLD ISSUES LIED CENTER FOR PERFORMING ARTS, UNL LINCOLN, NE 68588-0151		PC	THOMPSON FAMILY FUND 2019	20,553.
UNIVERSITY OF NEBRASKA-LINCOLN, HONORS PROGRAM 440 N 17TH STREET 213 KNOLL RESIDENTIAL CENTER LINCOLN, NE 68588-0659		PC	HONORS-COOPER COMMUNITY CONVERSATIONS	4,000.
DOANE UNIVERSITY 1014 BOSWELL AVENUE CRETE, NE 68533		PC	SUSTAINABILITY MASTER PLAN	10,000.
GROUNDWATER FOUNDATION 3201 PIONEERS BLVD., STE. 105 LINCOLN, NE 68502		PC	GENERAL OPERATING SUPPORT	12,500.
LAURITZEN GARDENS 100 BANCROFT STREET OMAHA, NE 68108		PC	LAURITZEN GARDENS CONSERVATION SEED BANK	10,000.
LINCOLN CHILDREN'S ZOO 1222 S. 27TH ST. LINCOLN, NE 68502		PC	JACK CAMPBELL DESIGNATION	250.
NATIONAL AUDUBON SOCIETY 11700 SW 100TH ST. DENTON, NE 68339-0117		PC	ART THOMPSON DESIGNATION - ROWE SANCTUARY	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATIONAL AUDUBON SOCIETY 11700 SW 100TH ST. DENTON, NE 68339-0117		PC	ART THOMPSON DESIGNATION - SPRING CREEK PRAIRIE	500.
NATIONAL AUDUBON SOCIETY 11700 SW 100TH ST. DENTON, NE 68339-0117		PC	JACK CAMPBELL DESIGNATION - SPRING CREEK PRAIRIE	250.
NATURE CONSERVANCY 1007 LEAVENWORTH STREET OMAHA, NE 68102		PC	ART THOMPSON DESIGNATION	1,000.
NEBRASKA LAND TRUST, INC. 9200 ANDERMATT DRIVE LINCOLN, NE 68526		PC	ART THOMPSON DESIGNATION	1,000.
PRAIRIE PLAINS RESOURCE INSTITUTE 1307 L STREET AURORA, NE 68818		PC	ART THOMPSON DESIGNATION	1,000.
UNIVERSITY OF NEBRASKA-LINCOLN, CENTER FOR GREAT PLAINS STUDIES HEWIT PLACE LINCOLN, NE 68588-0214		PC	CLIMATE CHANGE & CULTURE IN THE GREAT PLAINS	10,000.
UNIVERSITY OF NEBRASKA-LINCOLN, PLATTE BASIN TIMELAPSE 1155 Q STREET LINCOLN, NE 68508		PC	GENERAL OPERATING SUPPORT FOR TWO YEARS	50,000.
BOYS & GIRLS CLUB OF LINCOLN/LANCASTER COUNTY PO BOX 22344 LINCOLN, NE 68542		PC	JACK CAMPBELL DESIGNATION	250.
BRIDGES TO HOPE 3107 S. 6TH STREET LINCOLN, NE 68502		PC	GENERAL OPERATING SUPPORT	10,000.
CEDARS YOUTH SERVICES 6601 PIONEERS BOULEVARD LINCOLN, NE 68506		PC	SUSTAINING THERAPEUTIC SERVICES FOR YOUTH IN CRISIS	30,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CENTER FOR LEGAL IMMIGRATION ASSISTANCE 3047 N. 70TH STREET LINCOLN, NE 68507		PC	ART THOMPSON DESIGNATION	1,000.
CENTER FOR LEGAL IMMIGRATION ASSISTANCE 3047 N. 70TH STREET LINCOLN, NE 68507		PC	GENERAL OPERATING SUPPORT	15,000.
CENTER FOR PEOPLE IN NEED 3901 N. 27TH ST. LINCOLN, NE 68521		PC	GENERAL OPERATING SUPPORT	20,000.
CHILD ADVOCACY CENTER 5025 GARLAND ST. LINCOLN, NE 68504		PC	ACCOUNTING SUPPORT	10,000.
CLYDE MALONE COMMUNITY CENTER 2032 U STREET LINCOLN, NE 68503		PC	GENERAL OPERATING SUPPORT	15,000.
COMMUNITY CROPS 1301 S 11TH ST LINCOLN, NE 68502		PC	GENERAL OPERATING SUPPORT	10,000.
FAMILY VIOLENCE COUNCIL 4600 VALLEY ROAD, SUITE 225 LINCOLN, NE 68510-4891		PC	LINCOLN THREAT ADVISORY TEAM	10,000.
FOOD BANK OF LINCOLN 4840 DORIS BAIR CIRCLE, SUITE A LINCOLN, NE 68504-1465		PC	JACK CAMPBELL DESIGNATION	500.
FOOD BANK OF LINCOLN 4840 DORIS BAIR CIRCLE, SUITE A LINCOLN, NE 68504-1465		PC	MANAGEMENT SYSTEM UPGRADE	7,500.
HOCHUNK COMMUNITY DEVELOPMENT CORPORATION 509 HOCHUNK PLAZA NORTH WINNEBAGO, NE 68071		PC	HOCHUNK HARVEST -- A WINNEBAGO TRIBAL FOOD SOVEREIGNTY INITIATIVE	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LINCOLN HOUSING AUTHORITY 5700 R STREET LINCOLN, NE 68505		PC	STUDENT-BUILD HOUSE	10,000.
MATT TALBOT KITCHEN & OUTREACH 2121 NORTH 27TH STREET LINCOLN, NE 68501		PC	JACK CAMPBELL DESIGNATION	500.
NEBRASKA CHILDREN AND FAMILIES FOUNDATION 215 CENTENNIAL MALL SOUTH LINCOLN, NE 68508		PC	GENERAL OPERATING SUPPORT	15,000.
NO FOOTPRINT TOO SMALL BIRTH AND BEREAVEMENT SERVICES 4740 A STREET SUITE 200 LINCOLN, NE 68510		PC	GENERAL OPERATING SUPPORT	10,000.
PEOPLE'S CITY MISSION 110 Q STREET LINCOLN, NE 68501-0636		PC	JACK CAMPBELL DESIGNATION	500.
RADIO TALKING BOOK SERVICE 7101 NEWPORT AVENUE OMAHA, NE 68152		PC	RADIO TALKING BOOK NETWORK	5,000.
ST. MONICA'S 120 WEDGEWOOD DRIVE LINCOLN, NE 68510		PC	JACK CAMPBELL DESIGNATION	250.
UNITED WAY OF LINCOLN/LANCASTER COUNTY 238 S. 13TH STREET LINCOLN, NE 68508-2004		PC	2019 ANNUAL CAMPAIGN	19,543.
VOICES OF HOPE 2545 N ST. LINCOLN, NE 68510		PC	GENERAL OPERATING SUPPORT	15,000.
YWCA LINCOLN 1701 S. 17TH ST. LINCOLN, NE 68502		PC	FINANCE MANGER STAFF POSITION	15,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HUMANITIES NEBRASKA 215 CENTENNIAL MALL SOUTH LINCOLN, NE 68508		PC	JACK CAMPBELL DESIGNATION	500.
HUMANITIES NEBRASKA 215 CENTENNIAL MALL SOUTH LINCOLN, NE 68508		PC	GENERAL OPERATING SUPPORT	2,500.
HUMANITIES NEBRASKA 215 CENTENNIAL MALL SOUTH LINCOLN, NE 68508		PC	CAPITOL FORUM ON AMERICA'S FUTURE & NEBRASKA WARRIOR WRITERS	15,000.
NEBRASKA CULTURAL ENDOWMENT 1004 FARNAM STREET, PLAZA LEVEL OMAHA, NE 68102		PC	ART THOMPSON DESIGNATION	2,000.
NEBRASKA CULTURAL ENDOWMENT 1004 FARNAM STREET, PLAZA LEVEL OMAHA, NE 68102		PC	JACK CAMPBELL DESIGNATION	1,000.
NEBRASKA STATE HISTORICAL SOCIETY FOUNDATION 128 N. 13TH STREET, SUITE 1010 LINCOLN, NE 68508-1562		PC	JACK CAMPBELL DESIGNATION	500.
NEBRASKA WRITERS COLLECTIVE 9712 NORTH 34TH STREET OMAHA, NE 68112		PC	LOUDER THAN A BOMB: GREAT PLAINS YOUTH POETRY FESTIVAL	15,000.
STUHR MUSEUM FOUNDATION 3133 W. US HWY. 34, SUITE 2 GRAND ISLAND, NE 68801		PC	STUHR MUSEUM IT UPGRADES	20,000.
UNIVERSITY OF NEBRASKA-LINCOLN, INTERNATIONAL QUILT MUSEUM PO BOX 83038 LINCOLN, NE 68583-0838		PC	JACK CAMPBELL DESIGNATION	500.
UNIVERSITY OF NEBRASKA-LINCOLN, INTERNATIONAL QUILT MUSEUM PO BOX 83038 LINCOLN, NE 68583-0838		PC	IQM EDUCATION INITIATIVE	15,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST	1,109.	1,109.	
TOTAL TO PART I, LINE 3	1,109.	1,109.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	1,096,911.	818,498.	278,413.	278,413.	
TO PART I, LINE 4	1,096,911.	818,498.	278,413.	278,413.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND AUDIT	12,983.	3,246.		9,737.
TO FORM 990-PF, PG 1, LN 16B	12,983.	3,246.		9,737.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	32,117.	32,117.		0.
TO FORM 990-PF, PG 1, LN 16C	32,117.	32,117.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	13,633.	524.		13,109.
FEDERAL EXCISE TAX	2,328.	0.		0.
TO FORM 990-PF, PG 1, LN 18	15,961.	524.		13,109.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	7,228.	0.		7,228.
POSTAGE	519.	20.		499.
REPAIRS AND MAINTENANCE	863.	33.		830.
TECHNOLOGY	11,271.	433.		10,838.
SUPPLIES	1,409.	54.		1,355.
MISCELLANEOUS	999.	38.		960.
INSURANCE	2,686.	103.		2,583.
COMMUNICATIONS	7,424.	0.		7,424.
SPECIAL SERVICES	900.	0.		900.
COPIER	3,367.	130.		3,237.
TO FORM 990-PF, PG 1, LN 23	36,666.	811.		35,854.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALGER SPECTRA	FMV	2,106,696.	2,106,696.
BLACKROCK EQUITY DIVIDEND	FMV	2,105,443.	2,105,443.
CARILLON EAGLE SMALL CAP GROWTH FD	FMV	1,886,457.	1,886,457.
JOHN HANCOCK DISCIPLINED VALUE	FMV	1,836,709.	1,836,709.
MFS GLOBAL REAL ESTATE	FMV	1,233,082.	1,233,082.
MFS INTERNATIONAL NEW DISCOVERY	FMV	1,570,717.	1,570,717.
TEMPLETON INSTL FDS FOREIGN	FMV	1,589,347.	1,589,347.
OPPENHEIMER DEV MARKETS	FMV	3,433,744.	3,433,744.
ROYCE OPPORTUNITY FUND	FMV	1,890,260.	1,890,260.
EUROPACIFIC GROWTH FUND	FMV	2,108,122.	2,108,122.
CALAMOS GROWTH & INCOME	FMV	1,308,665.	1,308,665.

HSBC OPPORTUNITY FUND	FMV	1,923,843.	1,923,843.
OAKMARK	FMV	2,108,852.	2,108,852.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,101,937.	25,101,937.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND	60.	0.	60.
FURNITURE AND FIXTURES	124,692.	117,791.	6,901.
LEASEHOLD IMPROVEMENTS	9,342.	8,417.	925.
TOTAL TO FM 990-PF, PART II, LN 14	134,094.	126,208.	7,886.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
E. ARTHUR THOMPSON 1248 O ST. SUITE 870 LINCOLN, NE 68508	CHAIR 2.00	19,570.	4,849.	724.
KIM ROBAK 1248 O ST. SUITE 870 LINCOLN, NE 68508	VICE CHAIR 2.00	1,500.	0.	0.
BRAD KORELL 1248 O ST. SUITE 870 LINCOLN, NE 68508	TREASURER 2.00	1,700.	0.	0.
JACK D CAMPBELL 1248 O ST. SUITE 870 LINCOLN, NE 68508	TRUSTEE 2.00	1,650.	0.	0.
CONNIE DUNCAN 1248 O ST. SUITE 870 LINCOLN, NE 68508	TRUSTEE 2.00	1,750.	0.	0.
JANE HOOD 1248 O ST. SUITE 870 LINCOLN, NE 68508	TRUSTEE 2.00	1,600.	0.	0.

COOPER FOUNDATION

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TYRE J. MCDOWELL 1248 O ST. SUITE 870 LINCOLN, NE 68508	TRUSTEE 2.00	1,800.	0.	0.
ROBERT NEFSKY 1248 O ST. SUITE 870 LINCOLN, NE 68508	TRUSTEE 2.00	1,900.	0.	0.
PAMELA HILTON SNOW 1248 O ST. SUITE 870 LINCOLN, NE 68508	TRUSTEE 2.00	1,800.	0.	0.
RICHARD J. VIERK 1248 O ST. SUITE 870 LINCOLN, NE 68508	TRUSTEE 2.00	1,700.	0.	0.
VICTORIA GRASSO 1248 O ST. SUITE 870 LINCOLN, NE 68508	PRESIDENT 40.00	92,754.	24,894.	1,022.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

127,724.	29,743.	1,746.
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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDCOOPER FOUNDATION
870 WELLS FARGO CENTER, 1248 O STREET
LINCOLN, NE 68508TELEPHONE NUMBER

402-476-7571

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS MUST BE SUBMITTED ONLINE. EACH APPLICATION SHOULD INCLUDE A REQUEST NARRATIVE THAT INCLUDES THE FOLLOWING INFORMATION: AMOUNT REQUESTED AND ITS PURPOSE, WHO WILL BENEFIT, FUNDING GOAL AND PLAN TO ACHIEVE THAT FUNDING, AND THE SPECIFIC OUTCOMES THE GRANTEE HOPES TO ACHIEVE AND THE BENCHMARKS THAT WILL BE USED TO MEASURE THEIR SUCCESS. EACH APPLICATION SHOULD ALSO INCLUDE THE FOLLOWING SUPPORTING DOCUMENTATION: PROJECT BUDGET, OPERATING BUDGET FOR THE CURRENT YEAR AND NEXT FISCAL YEAR, IF APPLICABLE, BALANCE SHEET, INCOME/EXPENSE STATEMENT, THE MOST RECENT BUDGET VS ACTUAL COMPARISION, YEAR-END FINANCIAL REPORT, AND A LISTING OF THE BOARD OF DIRECTORS AND STAFF.

ANY SUBMISSION DEADLINES

APPLICATIONS ARE REVIEWED AT BOARD OF TRUSTEE MEETINGS

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE MADE PRIMARILY TO NEBRASKA NON-PROFIT ORGANIZATIONS