

**FORM ADV Uniform Application for Investment Adviser Registration
Part 2A: Investment Adviser Brochure
Item 1: Cover Page**

Cooper Capital, Inc.

**SEC File # 801-62263
Firm CRD # 127691**

**223 Hills Point Road
Westport, CT 06880-6618
Phone: (203) 557-3319**

www.coopercapital.com

Issue date: February 15, 2011

This brochure provides information about the qualifications and business practices of Cooper Capital, Inc. If you have any questions about the contents of this brochure, please contact us at the phone number listed above.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Please note, where this brochure may use the terms "registered investment adviser" and/or "registered", registration itself does not imply a certain level of skill or training.

Additional information about the firm and its representatives is also available on the SEC's website at www.adviserinfo.sec.gov

Item 2: Material Changes

Due to a series of recent changes in securities regulation, investment advisers are now required to deliver disclosure information in this new format. This brochure incorporates the same information provided previously within the Form ADV Pt II. Updates to the information contained within this brochure will be provided to clients on an immediate basis. This section will be updated to reflect such material changes in a summary form.

Should you have any questions related to these disclosures, please contact a firm representative at your convenience.

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Item 4: Advisory Business

Established in 1994 by Katherine Cooper, Cooper Capital, Inc.'s ("Cooper") principal services are providing investment advisory and financial planning services. On a discretionary basis, the firm customizes each investment portfolio in accordance with client's goals and objectives. Cooper's primary approach is to use a tactical allocation strategy aimed at reducing risk and increasing return.

Cooper will invest in a variety of securities including, but not limited to:

- exchange listed and over-the-counter securities,
- corporate, government and municipal debt securities, and
- mortgage-backed securities to include collateralized mortgage obligations to accomplish this objective.

Cooper will occasionally recommend changing investment allocations in an effort to reduce risk and increase yield. Cooper may recommend specific stocks to increase concentration in a sector or increase dividend potential. Cash positions may be effectively used as a possible hedge against negative market movement.

Cooper may recommend selling positions for reasons that include, but are not limited to:

- harvesting capital gains or losses,
- business or sector risk exposure to a specific security or class of securities,
- overvaluation or overweighting of the position(s) in the portfolio,
- change in risk tolerance of client, or
- any risk deemed unacceptable for the client's risk tolerance.

As of this filing, the firm manages \$46,592,513.94 in client assets..

Item 5: Fees and Compensation

Cooper's charges an investment management fee of no more than 1.50%. The fee is assessed quarterly, in advance and is based on the market value of account assets on the last day of the prior calendar quarter. Fees may be negotiated under unusual circumstances, at the sole discretion of the Cooper.

Fees are automatically deducted from client accounts by the custodian as outlined in the investment advisory contract. The client is responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer.

The advisory agreement may be terminated by the client or Cooper without cause and with no penalty, upon seven days' prior written notice to the other party. The client is responsible for any fees accrued to the date of the termination. If the date of termination

occurs during a calendar quarter, Cooper will prorate a refund of the quarterly management fee.

Item 6: Performance-based fees and Side-by-Side Management

At this time, Cooper does not charge performance based fees nor manages private funds. Therefore, there are no conflicts of side-by-side management.

Item 7: Types of Clients

Cooper provides investment advisory services for predominately high net worth individuals. The minimum account size is \$500,000. Your advisory agreement with Cooper is non-assignable without the client's written approval.

Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss

Cooper predominately invests in collateralized mortgage obligations and other types of debt instruments. A detailed fundamental analysis is done on the collateral and structure of the prepayment terms, as well as the yield. Changing market conditions are also assessed.

Item 9: Disciplinary Information

As of the date of this document, Cooper and employees do not have any disciplinary, regulatory, criminal, civil, or otherwise reportable history to disclose.

Item 10: Other Financial Industry Activities and Affiliations

Peter Cooper and Sara Cooper Helbling are registered representatives with an unaffiliated FINRA registered broker/dealer; The Northstar Group, CRD #31282. Through this arrangement, they may purchase or sell securities for client accounts for additional commission based compensation.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Cooper's advisory representatives may purchase or sell products that they may recommend to clients. Cooper has adopted a Code of Ethics which establishes basic policies of ethical conduct for all managers, officers, and employees of the adviser. The Code also governs personal trading by Access Persons of Cooper. Access Person is defined under Rule 204(a) -1 of the Investment Adviser Act of 1940. It is intended to

ensure that the securities transactions of Access Persons will not pose any actual or potential conflicts of interest with client trades.

Cooper collects and maintains records of securities holdings and securities transactions effected by Access Persons. These records are reviewed to identify and resolve potential conflicts of interest. A copy of Cooper's Code of Ethics is available upon request.

Item 12: Brokerage Practices

As an investment advisor, Cooper has a fiduciary duty to seek best execution for client transactions. Best execution is a collective consideration of factors concerning the trade in question. Such factors include:

- the security being traded,
- the price of the trade,
- the speed of the execution,
- apparent conditions in the market,
- and the specific needs of the client.

Cooper executes its transactions through an un-affiliated broker-dealer, the Northstar Group. Pershing will have custody of all client assets for Cooper. The broker-dealer was chosen based on the following criteria:

- the broker's capital depth,
- the broker's market access,
- the nature and character of the markets for the security to be purchased or sold,
- execution and
- clearance and settlement capabilities of the broker

Cooper does not maintain any soft-dollar arrangements.

Item 13: Review of Accounts

Accounts are reviewed on a weekly basis, taking into consideration the client's individual needs, portfolio structure, market conditions and interest rate trends. The reviewers, Peter and Katherine Cooper and Sara Cooper Helbling oversee all accounts in accordance with the needs of the individual clients. Clients receive periodic phone calls to discuss accounts, transactions, and investment goals.

The custodian delivers monthly reports which show securities owned, cash balances, transactions, dividends and interest and net worth of portfolio. Clients also receive a quarterly report reflecting returns on a quarterly, annual and since inception basis.

Item 14: Client Referrals and Other Compensation

Cooper does not compensate, either directly or indirectly, another person or an entity for client referrals. The firm is aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisers Act of 1940 and similar state regulations

Item 15: Custody

Please note: Cooper does not maintain or accept custody* of client funds or securities.

**Custody means holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them (def. Rule 206(4)-2 Investment Advisers Act of 1940).*

Item 16: Investment Discretion

Cooper maintains discretion over the selection and amount of securities to be bought or sold in client accounts without obtaining prior consent or approval from the client. Client's acknowledge investment discretion in the Investment Advisory Agreement which contains all applicable limitations to such authority. All discretionary trades made by Cooper will be in accordance with each client's investment objectives and goals.

Item 17: Voting Client Securities

Cooper does not vote, nor advise clients how to vote proxies for securities held in client accounts. The client maintains voting responsibility and receives the proxies directly from the custodian.

Item 18: Financial Information

Under Rule 206(4)-4 of the Investment Adviser Act of 1940, Investment Advisers are required to disclose certain and financial information about their business practices that might serve as material to the client's decision in choosing an investment adviser.

At this time, Cooper Capital does not maintain any financial hardships or other conditions that might impair its ability to meet its contractual obligations to clients. Further, the firm does not require any prepayment of fees-six months or more in advance.

Cooper Capital, Inc.

**Katherine M. Cooper
Peter T. Cooper
Sarah Cooper Helbling
Nicholas Stellitano**

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This brochure provides information about the qualifications and business practices of these representatives as investment adviser representatives of Cooper Capital, Inc. This information is provided as a supplement to the Form ADV Part 2A which has been provided for your review. Should you have any questions about this supplement, or if you have not received the Form ADV Part 2A please contact the firm immediately.

The information in this brochure supplement has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Please note, where this brochure supplement may use the terms "registered investment adviser" and/or "registered", registration itself does not imply a certain level of skill or training.

Additional information about the firm and its representatives is also available on the SEC's website at www.adviserinfo.sec.gov

Item 2: Educational Background and Business Experience

Individual Full Name, Title or Designation: Katherine M. Cooper, Chairman

Year Born: 1947

Education: Briarcliff College, BA in English

Licenses/Professional Designations: Series 63, Series 7

Business Background

1/94 to Present, Chairman, Cooper Capital Inc.

4/88 – 9/90, Fairfield Research Corp., Vice President

Individual Full Name, Title or Designation: Peter T. Cooper, President

Year Born: 1935

Education: BA in English, Middlebury College

Licenses/Professional Designations: Series 7, Series 24, Series 63, Series 65

Business Background

10/2005 to Present, President, Cooper Capital Inc.

03/1995 to Present, Registered Representative, The Northstar Group, Inc.

7/67-4/93, Kidder, Peabody & Co., Senior Vice President

Individual Full Name, Title or Designation: Sara Cooper Helbling, Vice President

Year Born: 1981

Education: University of Vermont, Bachelor of Arts in English, 2003

Licenses/Professional Designations: Series 7, Series 66

Business Background

2005 to Present, Cooper Capital, Inc., Vice President

2005 to Present, Registered Representative, The Northstar Group, Inc.

Individual Full Name, Title or Designation: Nicholas Stelltano, Office Assistant

Year Born: 1980

Education: Boston University, Bachelor's Degree, 2002

Licenses/Professional Designations: Series 63, Series 65

Business Background

05/2009 - Present , U.S. Marine Corps, Operations Officer

04/2010 - Present, Cooper Capital, Inc., Office Assistant

01/2009 - 05/2009, U.S. Marine Corps, Air Officer

04/2003 - 01/2009, U.S. Marine Corps, Pilot

06/2002 - 04/2003, U.S. Marine Corps, Marine Officer

01/1997 - 05/2002, Espresso Royal, Server

Item 3: Disciplinary Information

There are no events or disciplinary actions for any employee of Cooper Capital Inc.

Item 4: Other Business Activity
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Peter Cooper and Sara Cooper Helbling are registered representatives with the Northstar Group, a FINRA registered broker-dealer.

Item 5: Additional Compensation
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None of the advisor representatives of Cooper receive additional compensation.

Item 6: Supervision

Sara Cooper Helbling remains responsible for the supervision of each employee of the firm. This supervision extends to reviewing their business practices and monitoring the advice given to clients. Questions related to the activities of any employee may be directed to Mrs. Helbling at the phone number listed on the cover of this brochure supplement.