

**ISSUER INFORMATION AND DISCLOSURE STATEMENT PURSUANT
TO
RULE 15c2-11**

SECURITIES EXCHANGE ACT OF 1934

COOPER HOLDING CORPORATION

DATED: February 26, 2013

CUSIP NUMBER: 216663104

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF COOPER HOLDING CORPORATION (“COMPANY”) IN ACCORDANCE WITH RULE 15c2-11 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS ISSUER INFORMATION AND DISCLOSURE STATEMENT.

INFORMATION AND DISCLOSURE STATEMENT

All information in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 promulgated under the Securities Exchange Act of 1934, as amended. The enumerated items and captions contained herein correspond to the format as set forth in that rule.

Part A General Company Information

Item 1: **The exact name of the issuer and its predecessor (if any)**

The Company's name is Cooper Holding Corporation. The issuer's predecessor name was Sharp Holding Corporation. The Company changed its name from Sharp Holding Corporation to its current name on March 17, 2010.

Item 2: **The address of the issuer's principal executive offices**

540 Bill Lamb
Lane Cottage
Grove, TN 38224
Office: 866-972-
5463
<http://www.cooperhunting.com>
Investor Relations Contact: Dan Cooper (866) 972-5463

Item 3: **The jurisdiction(s) and date of the issuers' incorporation or organization**

The Company was organized under the laws of the State of Delaware on October 13, 1998.

Part B Share Structure

Item 4: **The exact title and class of securities outstanding**

The Company has one class of capital stock consisting of 1,000,000,000 shares of Common Stock. 693,945,913 shares of Common Stock are issued and outstanding as of December 31, 2012. The Company's trading symbol and CUSIP number are COHO and 216663104, respectively.

Item 5: **Par or stated value and description of the security**

The Common Stock has a par value of \$.001. The Common Stock has a one share one vote right with future rights to dividends.

Preferred Stock: The Preferred Stock may be divided into and issued in one or more series. The preferences, powers, limitations, qualifications, restrictions and relative rights of the Preferred Stock may vary between series in any and all respects, but shall not vary within a series. The Board of Directors shall have the authority to fix by resolution or resolutions one or more series of unissued shares of the Preferred Stock and to designate and establish the preferences, powers, limitations, qualifications, restrictions, and relative rights of any series pursuant to, and to the fullest extent allowed by, the

General Corporation Law of Delaware. The Board of Directors may increase or decrease the number of shares within each such series; provided, however, that the Board of Directors may not decrease the number of shares within a series below the number of shares within such series that is then issued.

Item 6: The number of shares or total amount of the securities outstanding for each class of securities authorized

As of: October 31, 2010
Preferred Stock: 20,000,000
Preferred Issued: NONE
Common Stock Authorized: 280,000,000
Common Stock Outstanding: 86,219,285
Public Float: 8,621,928
Number of Shareholders of Record: 449

As of: December 31, 2011
Preferred Stock: 20,000,000
Preferred Issued: NONE
Common Stock Authorized: 4,000,000,000
Common Stock Outstanding: 2,343,935,913
Public Float: 286,514,664
Number of Shareholders of Record: 471

As of: December 31, 2012
Preferred Stock: 20,000,000
Preferred Issued: 1
Common Stock Authorized: 1,000,000,000
Common Stock Outstanding: 693,945,913
Public Float: 531,091,824
Number of Shareholders of Record: 471

Part C Business Information

Item 7: The name and address of the transfer agent

Transfer Online, Inc.
512 SE Salmon Street
Portland, OR 97214
Aaron@transferonline.com
503.595-2985 Office
503.227.6874 FAX

Our transfer agent is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

Item 8: The nature of the issuer's business
A. Business Development.

On November 5, 2010, Cooper Holding Corp (formally Sharp Holding Corp) acquired all of the issued and outstanding shares of Cooper Hunting Industries, Inc., a Tennessee Corporation having its principal place of business in the State of Tennessee, in a one for one share exchange by issuing 77,735,000 shares of common stock. Cooper Holding Corp is engaged in the wholesale and retail sale of a diverse line of outdoor products such as hunting blinds, mineral supplements, attractants, knives and miscellaneous accessories. Management is now focused on generating sales revenue and creating a high quality customer experience. Our proprietary and customizable platforms also allow our partners to private label our products to meet their needs and goals.

1. The form of organization of the issuer (e.g.. corporation, partnership, limited liability company, etc.):

The organizational form of the issuer is a Corporation.

2. The year the issuer (or any predecessor) was organized

The issuer was organized in 1998.

3. The issuer's fiscal year end date

The issuers' fiscal year end date is 12/31.

4. Whether the issuer has been in bankruptcy, receivership or any similar proceeding

The issuer has never been in bankruptcy, receivership or any similar proceeding.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets

On December 18, 2000, Celebrity Entertainment Group, Inc. ("Celebrity"), and its wholly-owned subsidiary, Sharp Florida Acquisition Corp., entered into an Agreement and Plan of Merger and Reorganization ("Agreement") with Sharp Technology, Inc. Pursuant to the Agreement, Celebrity acquired all of the issued and outstanding shares of Sharp Technology, and Sharp Technology became a wholly-owned subsidiary of Celebrity. As consideration for the shares of Sharp Technology, Celebrity issued an aggregate of 6,518,248 shares of Celebrity's common stock to the former Sharp Technology stockholders affecting a 3-for-1 exchange of Sharp Technology's shares for those of Celebrity. Following the transaction, Sharp Technology's former stockholders owned approximately 71% of Celebrity's issued and

outstanding shares. The exchange of the consideration involved resulted from arms-length bargaining, and there was no previous relationship between Celebrity and Sharp Technology and/or its stockholders.

The Merger between Celebrity and Sharp Technology was accounted for as a recapitalization of Sharp Technology for financial reporting and accounting purposes; therefore, Sharp Technology was considered the predecessor company.

On April 19, 2001, pursuant to an affirmative vote of its shareholders, Celebrity entered into an Agreement and Plan of Merger (the Agreement) with and into its wholly owned Delaware subsidiary, Sharp Holding Corporation.

Under the terms of the Agreement, Sharp Holding was the surviving corporation. As a result, our name was changed from Celebrity Entertainment Group, Inc., to Sharp Holding Corporation, and our state of domicile was moved from Wyoming to Delaware. Further, all of the issued and outstanding shares of Celebrity common stock, and all stock options and stock purchase rights outstanding in Celebrity were exchanged for an identical number of shares and rights in Sharp Holding. At the close of the transaction, our new certificate of incorporation provided for 80,000,000 shares of common stock authorized, \$.001 par value, and 20,000,000 shares of preferred stock authorized, \$.001 par value.

Sharp Technology, a Delaware corporation, was incorporated on October 13, 1998, but did not commence operations until January 1999. SCAN USA Corporation, a Delaware corporation, was incorporated on September 16, 2003, but did not commence operations until June 2004. Reserve Energy Corporation, a Delaware corporation, was incorporated on February 3, 2004, but did not commence operations until May 2004.

On March 10, 2010, pursuant to an affirmative vote of its shareholders, Sharp Holding Corp entered into an Agreement with Cooper Hunting Incorporated, a privately owned company. Under the terms of the Agreement, Cooper Hunting Inc. would become the surviving company. As a result, the name was to be changed from Sharp Holding Corp to Cooper Holding Corp, and Cooper Hunting Inc. shall become a wholly owned subsidiary of Cooper Holding Corporation. Our State of Domicile shall remain in Delaware. On November 5, 2010, Cooper Holding Corp (formally Sharp Holding Corp) acquired all of the issued and outstanding shares of Cooper Hunting Industries, Inc., a Tennessee corporation having its principal place of business in the State of Tennessee, in a one for one share exchange by issuing 77,735,000 shares of common stock.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangements requiring the issuers to make payments

There has not been any default of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.

7. Any change of control

Dan Cooper had taken control of Sharp Holding Corporation on March 19, 2010. The change of control was effectuated by the resignation of George Sharp and his appointment of Dan Cooper as stated in the Board Resolution signed by George Sharp on March 17, 2010. The Company changed its name from Sharp Holding Corp to Cooper Holding Corporation on March 17, 2010.

8. Any increase of 10% or more of the same class of outstanding equity securities?

No

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization

On March 10, 2010, pursuant to an affirmative vote of its shareholders, Sharp Holding Corp entered into an Agreement with Cooper Hunting Incorporated, a privately owned company. Under the terms of the Agreement, Cooper Hunting Inc. would become the surviving company. As a result, the name was to be changed from Sharp Holding Corp to Cooper Holding Corp, and Cooper Hunting Inc. shall become a wholly owned subsidiary of Cooper Holding Corporation. Our State of Domicile shall remain in Delaware.

It was also agreed; all issued and outstanding shares of Sharp common stock, all stock options and stock purchase rights outstanding in Sharp were to be reversed split on a 100/1 ratio after which exchanged for an identical number of shares and rights in Cooper Holding. For each Cooper Holding share received, 1 warrant is to be issued for the purchase of 100 additional shares at a conversion price of \$1.00 each.

However on August 24, 2010 our Board of Directors met and after much deliberation, found it to be in the best interest of our shareholders to execute a 25/1 reverse with a \$0.10 warrant, in lieu of the 100/1 reverse with the \$1.00 warrant. This change in ratio will preserve shareholder equity and provide a firm foundation in the market for trading. At the close of the transaction, our new Certificate of Incorporation provides for 280,000,000 shares of common stock at .001 par value and 20,000,000 shares of preferred stock authorized at .001 par value. The current outstanding is 212,107,139 shares of common

stock and after the 25/1 reverse will be 8,484,285. In addition to the outstanding, 8,484,285 warrants shall be issued, each providing the additional purchase of 25 shares at a price of \$0.10 each. This transaction became effective on October 28, 2010.

10. Any delisting of the issuers securities by any securities exchange or deletion from the QIC Bulletin Board

There has not been any delisting of the issuers securities by any securities exchange or deletion from the OTC Bulletin Board.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal's parties, the nature and current status of the matter, and the amounts involved

There are no current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal's parties, the nature and current status of the matter, and the amounts involved.

B. Business of Issuer

The Company has acquired Cooper Hunting Industries, Inc. as a wholly-owned subsidiary. Cooper Hunting Industries, Inc.'s mission is to deliver tomorrow's hunting technology solutions today, becoming a world class, worldwide company within this decade. Cooper Hunting has developed several new, patented and innovative hunting products that allow the outdoorsman to enjoy their hunting experience to the fullest. Our products are currently being distributed by five major distributors across the US, several hundred individually owned retail outlets and one major big box store. At this time we have three full time employees and seven commissioned sales people in the United States. Our primary SIC code is 6306.22. Company is not now and has never been a shell.

Item 9: The nature of the products and services offered

The primary products for the Company are its unique hunting blinds. The Chameleon Blind, patent No. 7559334, was developed in 2005 by Dan Cooper. This unique product is designed to be used not only as a ground blind but as a tree stand blind. It is design to be used with climber stands, single or double person ladder stands or lock-on stands. This blind is made from water proof material and provides 100% concealment to the hunter. It weighs only 5lbs and can be set-up for use in only 3-5 minutes. We offer two

models of this blind. The archery model retails for \$129.99 and the gun model retails for \$109.99. The Chameleon Blind has competition through Ameristep Blinds, Eastman Blinds, Gorilla Treestands and Rhino Labs. However, none of these companies have a treestand blind that meets or beats our claims.

The Stalker Blind, patent No. US D588,277 S was developed in 2007 by Russel J. Unertl. This is a unique blind design to attach to the hunter's bow. It functions as a bow stand, sound and vibration inhibitor and most importantly a blind. The Stalker only weighs 13 ounces and installs in seconds. This blind comes in three camouflage patterns which are interchangeable to match the season at hand. The retail on this blind is \$44.99. The Stalker Blind has limited competition through Ameristep Blinds, with their umbrella blind that attaches to the bow. However their product does not serve as a multifunctional tool for the hunter as does the Stalker. The hunter's vision is also limited with the umbrella blind, whereas the Stalker is not.

The intention of Cooper Holding is to grow internally with research and development, new innovations as well as to finance our growth through retained earnings and the responsible use of our authorized common stock as currency. This will allow us to purchase other privately held companies that have related products. Additionally this will allow our revenue stream to diversify from different resources so that our company never succeeds or fails because of one product.

Our products are manufactured by Dongguan Campertent Manufacturing Co., Ltd. in Guangdong, China and imported into the United States. Once product arrives at our warehouse, it can be sorted, palletized and shelved ready to fill our orders. Our products are distributed through five national wholesale distributors, several big box stores, approximately two hundred individually owned retails outlets, two internet stores and thirty two consumer shows each year.

All of our products are non-chemical, non-firearm based and do not need any form of government approval.

Item 10: The nature and Extent of the Issuer's Facilities

The business is based in Cottage Grove, TN and is operated from an office located at 540 Bill Lamb Lane Cottage Grove TN 38224. The office and warehouse is approximately 3,280 square feet.

Part D Management Structure and Financial Information

Item 11:

A. The name of the chief executive officer, members of the board of directors, as well as control persons

The business address for each of the below listed individuals is 540 Bill Lamb Lane Cottage Grove TN 38224.

Daniel E. Cooper – Chief Executive Officer and Chairman of the Board of the Directors

Dan Cooper brings twenty five years of diversified experience to Cooper Holding. He has successfully developed two companies, C&K Construction, Inc and Cooper Hunting Industries, Inc. Dan was employed by C&K for twelve years and in 2006 he founded Cooper Hunting Accessories, LLC (later Cooper Hunting Industries, Inc.), where he has been employed since. Dan holds a degree in architectural drafting and design as well as a degree in business. He served and received an honorable discharge from the United States National Guard and United States Army. Dan's diverse experience of old fashioned hard work coupled with modern technology have given him the knowledge and tools needed to develop Cooper Holding into a household name and create shareholder value for years to come. Mr. Cooper is compensated \$52,000.00 per year.

Timothy L Durant – Vice President and Member of the Board of Directors

Tim joined Cooper Holding as Vice President in March of 2010 at the request of President Daniel Cooper. Since that time Tim has dealt with many aspects of managing Cooper Holding. Tim has implemented an E-Commerce site showing available products, collaborated on product and packaging design, and assisted with establishing a formal policy concerning customer service. Tim has an extensive retail sales and service background working with companies such as Home Depot, Stanley tools, and The Scotts Co. Mr. Durant was employed by the Scotts Co. in July 2005, as retail sales coordinator and remained there until he accepted the position with Cooper Hunting on March 25, 2010. Using his experience Tim has travelled the country to sales events both retail and wholesale to promote CHI products. He has helped establish relationships with major distributors such as NBS and Henrys. Mr. Durant is compensated \$39,000.00 per year.

Stephanie A Cooper – Secretary and Member of the Board of Directors

Stephanie Cooper is currently the Secretary of Cooper Holding. Stephanie and Daniel Cooper founded Cooper Hunting Accessories, LLC in 2004. This was changed in 2008 to Cooper Hunting Industries Inc. Stephanie has extensive experience in customer service, telecommunications and public relations. She is currently managing the finances of the company. She works closely with Dan, providing him with financial reports and assisting in making sales forecast and other financial projections. Up through July 2004, Stephanie worked as the office manager for C&K Construction in Lithia, Florida. After July 2004 she chose to be a stay at home mom until March 25, 2008, when she began working for MSCB, Inc. in Paris, Tennessee as an accounts manager. Her work here ended on March 25, 2010, when she accepted the position with Cooper Hunting. Mrs. Cooper is compensated \$39,000.00 per year.

Board members are compensated 5,000 shares of common stock per quarter. The shares are restricted and may be issued quarterly, annually or semi-annually.

B. Legal/Disciplinary History

None of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Family Relationships

Regarding family relationships in the company; Timothy Durant-VP and Board Member, is the brother-in-law of Daniel Cooper-CEO and Chairman. Stephanie Cooper-Secretary and Board Member, is the spouse of Daniel Cooper-CEO and Chairman. Other than these relations there are no further affiliated family members involved in the Company.

D. Disclosure of Related Party Transactions

None.

E. Disclosure of Conflicts of Interest

None.

Item 12: Financial information for the issuer's most recent two fiscal years

The financial statements for the most recent fiscal has been posted in a separate filing

Item 13: Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence

The financial information for the past two fiscal years has been posted in a separate filing

Item 14: Beneficial Owners

There are no shareholders known to the Company who beneficially own more than five percent (5%) of any class of the Company's Preferred Stock.

Name of Beneficial Owner (1)	Common Stock Beneficially Owned	% of Common Stock
Dan Cooper(2)	360,123,457	34.596%
Tim Durant(3)	12,260,000	1.767%
Stephanie Cooper(4)	5,330,000	0.768%
Officers and Directors as a Group	377,713,457	36.287%

(1) Beneficial Ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock subject to options, warrants, Preferred share conversions or convertible debt currently exercisable or convertible, or exercisable or convertible within 60 days of February 22, 2013 are deemed outstanding for computing the percentage of the person holding such option or warrant but are not deemed outstanding for computing the percentage of any other person. Percentages are based on a total of shares of common stock outstanding on February 22, 2013, and the shares issuable upon the exercise of options, warrants exercisable, Preferred share conversions or debt convertible on or within 60 days of February 22, 2013.

(2) The shares included in Mr. Cooper's beneficial ownership include 13,150,500 shares held in Mr. Cooper's name which were previously owned shares of Cooper Hunting Industries, Inc. that were exchanged during the acquisition and 346,972,957 shares to be issued to Mr. Cooper upon conversion of the Preferred stock held by Mr. Cooper.

(3) The shares included in Mr. Durant's beneficial ownership include 12,260,000 shares held in Mr. Durant's name which were previously owned shares of Cooper Hunting Industries, Inc. that were exchanged during the acquisition.

(4) The shares included in Mrs. Cooper's beneficial ownership include 5,330,000 shares held in Mrs. Cooper's name which were previously owned shares of Cooper Hunting Industries, Inc. that were exchanged during the acquisition.

(5) The address of each of the Beneficial Owners listed above is 540 Bill Lamb Lane Cottage Grove, TN 38224.

Item 15: The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure

Counsel – Frank Yates, Jr.
4602 Southern Parkway, Suite 2A
Louisville, KY 40214
Telephone (502) 361-8422

Accountant – SDDM
PO BOX 1972
MABLETON, GA 30126
Telephone (404) 826-3902
Fax (404) 826-3902

Item 16: Management's Discussion and Analysis or Plan of Operation

Plan of Operation

The Company intends to complete the following as part of its plan of operation:

- We plan to develop a substantial number of sales and distribution networks that we hope to have in place along with key strategic partners that we believe will be on board both here and abroad
- We believe we can have our R&D department staffed with a number of recognized hunting pros in the industry, who are working on what's next in the industry
- We hope to have new products developed for consumer applications
- We plan to have our brand sold to consumers through several marketing channels including: Short form Infomercials, 30 & 60 sec TV commercials, National Print, Radio Spots, Big Box Retailers, College Intranet - Video Streams, 24-hour shopping channels, Internet Web Stores, On-line Affiliate Network Marketing, E-Coupons & Newsletters, Paid inclusion and custom email
- We plan to expand into the Netherlands, Denmark, Africa, New Zealand and Australia
- We are also seeking out strategic partnerships that will support and enhance our product offering and brand. We will be seeking funding revenue sources which support our need for approximately \$1,000,000 to expand our platform and enhance our services offered.

Trends driving our business model

Hunting is a family tradition that has been passed on for generations and will continue for generations to come. We believe that with more individuals taking on white collar jobs, the desire to get outdoors is increasing. With modern technology, the hunting experience has been brought into the household of millions of individuals, through sporting channels, internet and other media formats. Last year the outdoors industry had revenues of over \$600,000,000.00. Big Box stores like Cabela's and Bass Pro have become a destination rather than a shopping outlet.

Item 17: List of securities offerings and shares issued for services in the past two years

NONE (No shares were issued for services rendered but for debt conversion.)

Item 18: Material Contracts

The Company has no material contracts that will be required of or performed by them that are not in the normal course of business.

Item 19: Articles of Incorporation and Bylaws

Posted in prior filing

Item 20: Purchase of Equity Securities by the Issuer and Affiliated Purchasers

Neither the Company nor any "Affiliated Purchasers" made any purchases of the Company's equity securities.

Item 21: Issuers Certifications

I, Daniel E Cooper, certify that:

1. I have reviewed this Amended Issuer Information and Disclosure Statement of Cooper Holding Corporation.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: February 26, 2013

/s/ Daniel Cooper

Name: Daniel E. Cooper
Title: CEO/Chairman