



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2008

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

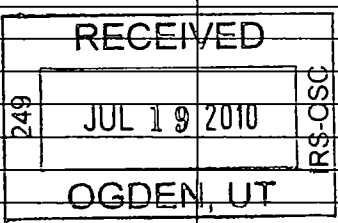
For calendar year **2008**, or tax year beginning **December 1**, 2008, and ending **November 30**, 20 **09**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type.	Name of foundation Denton A. Cooley Foundation		A Employer identification number 74 : 6053213	
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 6624 Fannin 1640		B Telephone number (see page 10 of the instructions) (713) 799-2700	
See Specific Instructions.	City or town, state, and ZIP code Houston, TX 77030		C If exemption application is pending, check here <input type="checkbox"/>	
	H Check type of organization: <input 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		D 1. Foreign organizations, check here . . . <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation . . . <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>		E If private foundation status was terminated under section 507(b)(1)(A), check here . . . <input type="checkbox"/>
				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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	12978	12978	12978	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-81228			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	-68250	12978	12978		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	371	371	371	
	23 Other expenses (attach schedule)	561	561	561	
	24 Total operating and administrative expenses. Add lines 13 through 23	932	932	932	
	25 Contributions, gifts, grants paid	89136			
26 Total expenses and disbursements. Add lines 24 and 25	90068	932	932		
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-158318				
b Net investment income (if negative, enter -0-)		12046			
c Adjusted net income (if negative, enter -0-)			12046		

SCANNED AUG 04 2010



Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing	42585	45448	45448
2 Savings and temporary cash investments			
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments—U.S. and state government obligations (attach schedule)			
b Investments—corporate stock (attach schedule)	480082	324793	343460
c Investments—corporate bonds (attach schedule)	5892		
11 Investments—land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule)			
14 Land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	528559	370241	398908
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	None	None	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	None	None	
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see page 17 of the instructions)			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	370241	370241	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	528559
2 Enter amount from Part I, line 27a	2	-158318
3 Other increases not included in line 2 (itemize) ▶	3	370241
4 Add lines 1, 2, and 3	4	
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	370241

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			
b See Statement 5			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	-81228
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of 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))
2007	122850	528559	.232424
2006	139985	403330	.347073
2005	191062	507730	.376306
2004	162120	721420	.227723
2003	118894	556964	.213468

2 Total of line 1, column (d)	2	1.396994
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.279399
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	314845
5 Multiply line 4 by line 3	5	87967
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	120
7 Add lines 5 and 6	7	88087
8 Enter qualifying distributions from Part XII, line 4	8	89136

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 letter: (attach copy of ruling letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	120	
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		
3	Add lines 1 and 2	3	120	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	None	
6	Credits/Payments:			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	None	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	None	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a		✓
1b		✓
1c		✓
2		✓
3		✓
4a		✓
4b		✓
5		✓
6	✓	
7	✓	
8a		
8b	✓	
9		✓
10	✓	

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 page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	✓	
14	The books are in care of ▶ Denton A. Cooley Foundation Telephone no. ▶ 713-799-270 Located at ▶ 6624 Fannin, Suite 1640, Houston, TX ZIP+4 ▶ 77030			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			<input type="checkbox"/>

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.

	Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
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 2008?	1c	✓
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.)	2b	✓
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2008 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.</i>)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2008?	4b	✓

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If you answered "Yes" to 6b, also file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Statement 2				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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 ▶

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	308809
b	Average of monthly cash balances	1b	20911
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	329720
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	329720
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	14875
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	314845
6	Minimum investment return. Enter 5% of line 5	6	15742

Part XI Distributable Amount (see page 25 of the 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	15742
2a	Tax on investment income for 2008 from Part VI, line 5	2a	
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	None
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15742
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	15742
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	15742

Part XII Qualifying Distributions (see page 25 of the 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	89136
b	Program-related investments—total from Part IX-B	1b	
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	89136
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 (see page 26 of the instructions)	5	120
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	89016

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				15742
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			none	
b Total for prior years: 20____, 20____, 20____		None		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	246360			
b From 2004	178107			
c From 2005	159352			
d From 2006	112346			
e From 2007	118436			
f Total of lines 3a through e	814601			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ <u>89136</u>				
a Applied to 2007, but not more than line 2a			None	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		None		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	None			
d Applied to 2008 distributable amount				15742
e Remaining amount distributed out of corpus	73394			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	None			None
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	887995			
b Prior years' undistributed income. Subtract line 4b from line 2b		None		
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		None		
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		None		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			None	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				None
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	246360			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	641635			
10 Analysis of line 9:				
a Excess from 2004	178107			
b Excess from 2005	159352			
c Excess from 2006	112346			
d Excess from 2007	118436			
e Excess from 2008	73394			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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)

	Tax year				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 page 27 of the 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).)
-
- 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.

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed:
- Denton A. Cooley Foundation, 6624 Fannin, Suite 1640, Houston, TX 77030**
- b** The form in which applications should be submitted and information and materials they should include:

No Requirements

- c** Any submission deadlines:
- None**
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

No Political Activities

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)				
<i>a Paid during the year</i>				
Statement 3			<p>All contributions made to recipient organizations have been made to the general fund for use under their respective charters.</p>	
Total				89136
<i>b Approved for future payment</i>				
Total				3b

Statement 1

Denton A. Cooley Foundation
TIN: 74-6053213
Form 990PF, Part I, Revenue and Expenses

Asset Reclamation Fees	<u>\$ 561.00</u>
------------------------	------------------

Total	\$ 561.00
-------	-----------

Statement 2

Denton A. Cooley Foundation

TIN: 74-6053213

Part VIII, Officers & Directors

Denton A. Cooley, M.D.
6624 Fannin, Suite 1640
Houston, Texas 77030

President & Board of Trustees

Mrs. Louise T. Cooley
6624 Fannin, Suite 1640
Houston, Texas 77030

Vice-President & Board of Trustees

Mr. James Berardo
6624 Fannin, Suite 1640
Houston, Texas 77030

Treasurer

Ms. Kathy Gerrie
6624 Fannin, Suite 1640
Houston, Texas 77030

Secretary

**Denton A. Cooley Foundation
Transaction List by Vendor
December 2008 through November 2009**

Statement 3

Type	Date	Num	Name Address	Amount
American College of cardiology Check	10/1/2009	3113	P.O. Box 791201 Baltimore, MD 21279-1201	-396.00
American College of Surgeons Check	12/3/2008	3030	American College of Surgeons Foundation 633 N Saint Clair St Chicago, IL 60611-3211	-1,000.00
Asia Society Check	8/17/2009	3101	4605 Post Oak Place #205 Houston, Texas 77027	-100.00
Assistance League of Houston Check	9/24/2009	3108	1902 Commonwealth Houston, Texas 77006-1836	-150.00
Brazos High School Check	2/17/2009	3066	P O Box 458 Wallis, TX 77485	-250.00
Check	9/1/2009	3102	P O Box 458 Wallis, TX 77485	-250.00
Buffalo Bayou Partnership Check	1/6/2009	3047	1113 Vine St , #200 Houston, Texas 77002	-250.00
Chancellor's Council Check	8/17/2009	3100	University of Texas 210 W 6th St., #1200 Austin, Texas 78701-9907	-1,000.00
Child Advocates, Inc. 2401 Portsmouth #210 Check	9/24/2009	3107	2401 Portsmouth #210 Houston, Texas 77098	-100.00
Colonial Williamsburg Foundation Check	1/27/2009	3056	P O Box 1776 Williamsburg, VA 23187-9910	-100.00
Communities in Schools Check	2/26/2009	3067	1235 North Loop West #300 Houston, TX 77008	-250.00
DaCamera of Houston Check	4/22/2009	3083	1427 Branard Houston, Texas 77006	-250.00
Episcopal High School Check	12/17/2008	3044	P O Box 271299 Houston, Texas 77277-1299	-250.00
Check	1/19/2009	3053	P O Box 271299 Houston, Texas 77277-1299	-500.00
Escape Family Resource Center Check	4/9/2009	3079	3210 Eastside Houston, Texas 77098-1912	-800.00
Friends of Nursing/SLEH Check	1/19/2009	3051	6720 Bertner MC3-206 Houston, Texas 77030	-500.00
Gathering Place Check	12/3/2008	3034	P O Box 35561 Houston, Texas 77235	-250.00
HAMMERF/TCPEP Check	3/18/2009	3071	Texas Czech Physician Exchange c/o Arthur Jansa, MD 1213 Hermann Dr #470- <i>Houston, TX 77004</i>	-1,000.00
Harris County Hospital District Fdn. Check	9/24/2009	3109	P O Box 301168 Houston, Texas 77230	-500.00
Healthcare for the Homeless Check	9/24/2009	3110	P O Box 66690 Houston, Texas 77266	-100.00
Heart Exchange Check	4/9/2009	3077	6720 Bertner, MC 4-129 Houston, Texas 77030-2604	-1,500.00
Hermann Park Conservancy Check	12/17/2008	3039	6201 A Golf Course Dr Houston, Texas 77030	-100.00
Check	4/1/2009	3076	6201 A Golf Course Dr Houston, Texas 77030	-1,000.00
Holocaust Museum Check	9/24/2009	3106	5401 Caroline Houston, Texas 77004	-250.00

**Denton A. Cooley Foundation
Transaction List by Vendor
December 2008 through November 2009**

Type	Date	Num	Name Address	Amount
Houston Community College Foundation Check	2/5/2009	3058	3100 Main, Suite 12B12 (MC 1148) Houston, Texas 77002	-300.00
Houston Parks Board Check	12/3/2008	3035	2001 Kirby #814 Houston, TX 77019	-250.00
Houston Tomorrow Check	1/6/2009	3046	3015 Richmond, #201 Houston, Texas 77098	-500.00
Jamaica Beach VFD Check	6/22/2009	3087	5355 Jamaica Beach Jamaica Beach, TX 77554	-150.00
John's Hopkins Alumni Assn Check	1/27/2009	3055	525 N. Wolfe St Baltimore, MD 21205	-40.00
John's Hopkins Medical Surgical Assn. Check	2/17/2009	3065	525 N. Wolfe St Baltimore, MD 21205	-40.00
John's Hopkins School of Nursing Check	1/19/2009	3049	One Charles Center 100 North Charles St., #208 Baltimore, MD 21201	-60.00
Kappa Sigma Endowment Fund Check	1/19/2009	3048	P. O. Box 5643 Charlottesville, VA 22905-5643	-1,000.00
Longhorn Foundation Check	12/17/2008	3042	Univ of Texas @ Austn P O Box 7399 Austin, Texas 78713-7399	-4,000.00
Men of Distinction Check	12/17/2008	3045	One Baylor Plaza MS· BCM 160 Houston, Texas 77030	-1,500.00
Museum of Fine Arts Houston Check	2/5/2009	3057	Florescence P. O. Box 4606 Houston, Texas 77210-9865	-1,500.00
National Federation for the Blind Check	12/3/2008	3032	Of Texas PMB 467 1807 Slaughter Lane #200	-100.00
Office of Healthcare Philanthropy Check	12/17/2008	3037	St Luke's Episcopal Hospital P O Box 20269 (MC3-206) Houston, Texas 77225	-250.00
One Hundred Club Check	12/17/2008	3038	1233 West Loop South #1250 Houston, Texas 77027	-250.00
ORDER OF sT. IAZARUS Check	4/22/2009	3082	5635 Chevy Chase Drive Houston, Texas 77056	-375.00
Phi Beta Kappa Alumni Association Check	12/17/2008	3043	P.O. Box 25283 Houstoin, Texas 77265-5283	-500.00
PI Beta Phi Foundation Check	4/1/2009	3075	1154 Town & Country Commons Dr. Town & Country, Missouri 63017-8200	-250.00
President's Associates Check	12/3/2008	3033	UT Austin P O 7458 Austin, Texas 78713-7458	-1,000.00
Reach Out and Read National Center Check	3/23/2009	3072	56 Roland St #100D Boston, MA 02129-1243	-1,000.00
Recipe for Success Foundation Check	2/5/2009	3061	P. O. Box 56045 Houston, Texas 77256	-100.00

Denton A. Cooley Foundation
Transaction List by Vendor
December 2008 through November 2009

Type	Date	Num	Name Address	Amount
River Oaks Elementary Check	12/3/2008	3036	2008 Kirby Drive Houston, Texas 77019	-500.00
San Jacinto Museum of History Check	9/24/2009	3111	One Monument Circle LaPorte, TX 77571	-125.00
Check	10/16/2009	3115	One Monument Circle LaPorte, TX 77571	-125.00
Society for the Performing Arts Check	10/1/2009	3114	615 Louisisna #100 Houston, Texas 77002	-150.00
Southeast Area Ministries Check	1/19/2009	3052	2102 Houston Blvd South Houston, TX 77587	-250.00
St. John's School Check	2/5/2009	3060	2401 Claremont Houston, Texas 77019-5897	-2,500.00
Tau Trustees Educational Foundation Check	1/20/2009	3054	P.O. Box 5021 Austin, TX 78763-5021	-175.00
Check	2/5/2009	3063	P.O. Box 5021 Austin, TX 78763-5021	-25,000.00
Texas Cowboys Check	2/26/2009	3068	P O Box 142563 Austin, Texas 78714 ATTN: Jerry Grammer	-250.00
Texas Exes Check	3/18/2009	3070	P O Box 271648 Houston, Texas 77277-1648	-2,500.00
Texas Heart Institute Check	12/3/2008	3029	P O Box 20269 Houston, Texas 77225	-3,500.00
Check	2/5/2009	3059	P.O. Box 20269 Houston, Texas 77225	-100.00
Check	2/17/2009	3064	P O. Box 20269 Houston, Texas 77225	-200.00
Check	3/30/2009	3074	P O. Box 20269 Houston, Texas 77225	-100.00
Check	7/21/2009	3088	P O Box 20269 Houston, Texas 77225	-100.00
Check	9/15/2009	3105	P O Box 20269 Houston, Texas 77225	-100.00
Check	10/28/2009	3117	P O Box 20269 Houston, Texas 77225	-100.00
Check	11/2/2009	3119	P O Box 20269 Houston, Texas 77225	-100.00
The Arbor School Check	6/2/2009	3086	P O Box 801222 Houston, Texas 77280-1222	-500.00
The Baker Institute Check	12/17/2008	3041	Rice University-MS 40 P O Box 1892 Houston, Texas 77251-1892	-1,250.00
The Cooley Circle Check	1/19/2009	3050	P O Box 20269 Houston, Texas 77225	-10,000.00
The Health Museum Check	10/29/2009	3118	1515 Hermann Dr Houston, Texas 77004-7126	-1,000.00
The Living Bank Check	12/17/2008	3040	P O Box 6725 Houston, Texas 77265	-100.00
Check	9/24/2009	3112	P.O Box 6725 Houston, Texas 77265	-500.00
The Parish School Check	3/5/2009	3069	11001 Hammerly Houston, Texas 77043	-200.00
Check	4/22/2009	3081	11001 Hammerly Houston, Texas 77043	-500.00
The Rise School Check	9/1/2009	3103	Golf Classic 8080 North Stadium Drive Houston, Texas 77054	-500.00
Trees For Houston Check	2/5/2009	3062	P O. Box 130096 Houston, Texas 77219-0096	-100.00
Trinity Episcopal Church Check	12/3/2008	3031	115 Holman St Houston, Texas 77004	-10,000.00

Denton A. Cooley Foundation
Transaction List by Vendor
December 2008 through November 2009

Type	Date	Num	Name Address	Amount
Weinberg Center for the Arts Check	9/1/2009	3104	P O Box 854 Frederick, MD 21705	-1,000.00
Young Audiences of Houston Check	4/9/2009	3078	1800 Saint James Pl., #303 Houston, Texas 77056	-100.00

Denton A. Cooley Foundation
TIN: 74-6053213
Part XVI B

The Denton A. Cooley Foundation accomplishes its charitable purposes solely through a program of making charitable gifts and grants and does not conduct any direct activities or make program related investments. Therefore, in accordance with the special rule provided in the specific instructions for Form 990PF, The Denton A. Cooley Foundation does not need to allocate any of its administrative expenses beyond those already shown in Part I, column (d). As such, no amounts are reportable on Part XVI-A.

Denton A. Cooley Foundation
TIN: 74-6053213
Part IV, Capital Gains & Losses

Statement 5

	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Proceeds</u>	<u>Cost Basis</u>	<u>Gain/(Loss)</u>
Noble Corp.	12/14/2007	2/4/2009	\$ 27,057	\$ 54,080	\$ (27,023)
Noble Corp.	12/14/2007	4/2/2009	\$ 25,545	\$ 54,080	\$ (28,535)
American Express	12/12/1996	2/4/2009	\$ 16,526	\$ 17,453	\$ (927)
AIG	11/18/1994	2/4/2009	\$ 1,152	\$ 27,500	\$ (26,348)
Ameriprise	12/12/1996	2/4/2009	\$ 4,148	\$ 2,176	\$ 1,972
Misc.	various	8/6/2009	\$ 5,525	\$ 5,892	\$ (367)
			\$ 79,953	\$ 161,181	\$ (81,228)

Denton A. Cooley Foundation
TIN: 74-6053213
Part II, Line 10

Statement 6

	<u>Beginning Book Value</u>	<u>Ending Book Value</u>	<u>Ending FMV</u>
American Express	\$ 17,453	\$ -	\$ -
Ameriprise Financial	\$ 2,176	\$ -	\$ -
American International Group	\$ 27,500	\$ -	\$ -
Intel Corp	\$ 73,513	\$ 73,513	\$ 76,800
Kinder Morgan	\$ 72,775	\$ 72,775	\$ 116,520
Merck	\$ 16,265	\$ 16,265	\$ 36,210
Noble Corp	\$ 270,400	\$ 162,240	\$ 123,930
	\$ 480,082	\$ 324,793	\$ 353,460