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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

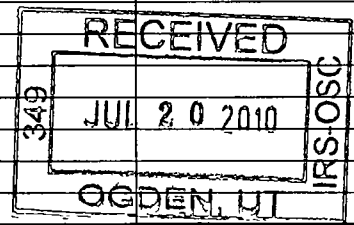
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation FREDERICK GARDNER COTTRELL FOUNDATION		A Employer identification number 86-0940147
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 5210 EAST WILLIAMS CIRCLE SUITE 240		B Telephone number (520) 748-4420
	City or town, state, and ZIP code TUCSON, AZ 85711-4410		C If exemption application is pending, check here ☐
	H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,424,364. (Part I, column (d) must be on cash basis)		J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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 ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		100,584.	100,584.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-337,983.			
b Gross sales price for all assets on line 6a		1,485,000.			
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		-237,399.	100,584.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		1,700.	0.		1,700.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 3		5,582.	4,292.		0.
24 Total operating and administrative expenses Add lines 13 through 23		7,282.	4,292.		1,700.
25 Contributions, gifts, grants paid		298,810.			298,810.
26 Total expenses and disbursements Add lines 24 and 25		306,092.	4,292.		300,510.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		-543,491.			
b Net investment income (if negative, enter -0-)			96,292.		
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	168,459.	6,243.	6,243.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 5	3,726,273.	3,418,121.	3,418,121.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment; basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	3,894,732.	3,424,364.	3,424,364.
	17 Accounts payable and accrued expenses			
	18 Grants payable	1,500,000.	300,000.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	1,500,000.	300,000.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	2,394,732.	3,124,364.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	2,394,732.	3,124,364.	
	31 Total liabilities and net assets/fund balances	3,894,732.	3,424,364.	

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	2,394,732.
2 Enter amount from Part I, line 27a	2	-543,491.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	1,273,123.
4 Add lines 1, 2, and 3	4	3,124,364.
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 30	6	3,124,364.

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 SEE ATTACHED VARIOUS SHORT TERM	P	VARIOUS	VARIOUS
b SEE ATTACHED VARIOUS LONG TERM	P	VARIOUS	VARIOUS
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 406,242.		448,850.	-42,608.
b 1,078,758.		1,374,133.	-295,375.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-42,608.
b			-295,375.
c			
d			
e			

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	-337,983.
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 does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2008	567,370.	4,586,718.	.123698
2007	18,895.	5,742,877.	.003290
2006	754,047.	1,083,206.	.696125
2005	969,279.	1,883,340.	.514660
2004	1,526,612.	2,834,901.	.538506

2 Total of line 1, column (d)	2	1.876279
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	.375256
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,728,502.
5 Multiply line 4 by line 3	5	1,399,143.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	963.
7 Add lines 5 and 6	7	1,400,106.
8 Enter qualifying distributions from Part XII, line 4	8	300,510.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	1,926.
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	1,926.
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	1,926.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	13,261.	
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	13,261.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,335.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ 3,000. Refunded ☐	11	8,335.	

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 instructions for 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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 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?		
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) ☐ AZ		
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 2009 or the taxable year beginning in 2009 (see 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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

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14 The books are in care of ► KATHLEEN M. HUNTER-GREGORY Telephone no. ► 520-748-4420
 Located at ► 5210 E WILLIAMS CIRCLE, SUITE 240, TUCSON, AZ ZIP+4 ► 85711-4410

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 | N/A

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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 ► ☐	1b	X
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 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☒

5b

X

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?

N/A

☐ 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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 6		0.	0.	0.

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

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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."

[illegible]

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

Part IX-A	Summary of Direct Charitable Activities
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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.

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.

1	N/A	
2		
All other program-related investments. See instructions.		
3		
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	3,742,650.
b	Average of monthly cash balances	1b	42,631.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	3,785,281.
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	3,785,281.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,779.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,728,502.
6	Minimum investment return. Enter 5% of line 5	6	186,425.

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	186,425.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,926.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,926.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	184,499.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	184,499.
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	184,499.

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	300,510.
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	300,510.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	300,510.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				184,499.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,385,999.			
b From 2005	875,824.			
c From 2006	702,316.			
d From 2007				
e From 2008	341,710.			
f Total of lines 3a through e	3,305,849.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$	300,510.			
a Applied to 2008, 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 2009 distributable amount				184,499.
e Remaining amount distributed out of corpus	116,011.			
5 Excess distributions carryover applied to 2009 (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	3,421,860.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	1,385,999.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	2,035,861.			
10 Analysis of line 9:				
a Excess from 2005	875,824.			
b Excess from 2006	702,316.			
c Excess from 2007				
d Excess from 2008	341,710.			
e Excess from 2009	116,011.			

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

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

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

- | | | Yes | No |
|---|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	 Signature of officer or trustee		7/15/10 Date	Treasurer Title
	Preparer's signature:  Preparer's name: JOHN W. MITCHELL, CPA		Date: 07/06/10	Check if self-employed: ☐
Paid Preparer's Use Only	Firm's name (or yours if self-employed): CLIFTON GUNDERSON LLP address, and ZIP code: 335 N. WILMOT ROAD, SUITE 300 TUCSON, AZ 85711		Preparer's identifying number: P00022644 EIN: 13-1886100	
			Phone no.: (520) 790-3500	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GUARDIAN	100,584.	0.	100,584.
TOTAL TO FM 990-PF, PART I, LN 4	100,584.	0.	100,584.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,700.	0.		1,700.
TO FORM 990-PF, PG 1, LN 16B	1,700.	0.		1,700.

FORM 990-PF	OTHER EXPENSES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO MANAGEMENT FEES	3,875.	3,875.		0.
BANK ACCOUNT CHARGES	417.	417.		0.
OTHER	1,290.	0.		0.
TO FORM 990-PF, PG 1, LN 23	5,582.	4,292.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	4
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DESCRIPTION	AMOUNT
UNREALIZED GAINS ON INVESTMENTS CARRIED AT FMV	1,273,123.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,273,123.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	3,418,121.	3,418,121.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,418,121.	3,418,121.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GARY MUNSINGER 5210 E WILLIAMS CIRCLE, SUITE 240 TUCSON, AZ 85711	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
CHRISTOPHER MARTIN 5210 E WILLIAMS CIRCLE, SUITE 240 TUCSON, AZ 85711	TREASURER/DIRECTOR 1.00	0.	0.	0.
JOHN SCHAEFER 5210 E WILLIAMS CIRCLE, SUITE 240 TUCSON, AZ 85711	DIRECTOR 1.00	0.	0.	0.
SHAUN KIRKPATRICK 5210 E WILLIAMS CIRCLE, SUITE 240 TUCSON, AZ 85711	DIRECTOR 1.00	0.	0.	0.
LYLE BOOTMAN 5210 E WILLIAMS CIRCLE, SUITE 240 TUCSON, AZ 85711	DIRECTOR 1.00	0.	0.	0.
REBECCA BUESCHER 5210 E WILLIAMS CIRCLE, SUITE 240 TUCSON, AZ 85711	SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

2009 Tax Information Statement

Page 7 of 12

Account Number: 70-277200
 Recipient's Tax ID number: XX-XXX0147
 Recipient's Name and Address
 FREDERICK GARDNER COTTRELL FDN
 5210 EAST WILLIAMS CIRCLE SUITE 240
 TUCSON, AZ 85711-4410

☐ Corrected ☐ 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PIMTAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

2009 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
6660.3240	026547828	AMERICAN HIGH-INCOME TRUST CL F2	VARIOUS	12/11/2009	70,000.00	60,176.84	9,823.16	0.00
534.4010	097873822	BOND FUND OF AMERICA CL F2	09/26/2008	09/21/2009	6,241.80	6,247.15	-5.35	0.00
20966.2720	097873830	BOND FUND OF AMERICA INC CL R5	VARIOUS	05/26/2009	230,000.00	267,131.76	-37,131.76	0.00
9049.7740	097873830	BOND FUND OF AMERICA INC CL R5	06/05/2008	06/02/2009	100,000.00	115,294.12	-15,294.12	0.00
Total Short Term Sales						406,241.80	-42,608.07	0.00
Long Term 15% Sales								
20869.7090	097873822	BOND FUND OF AMERICA CL F2	VARIOUS	09/21/2009	243,758.20	269,266.94	-25,508.74	0.00
2650.4110	29875E100	EUROPACIFIC GROWTH FUND CL F2	VARIOUS	09/21/2009	100,000.00	131,894.47	-31,894.47	0.00
7067.1380	360802821	FUNDAMENTAL INVESTORS CL F2	VARIOUS	09/21/2009	220,000.00	297,518.74	-77,518.74	0.00
924.7840	360802821	FUNDAMENTAL INVESTORS CL F2	VARIOUS	12/11/2009	30,000.00	38,656.00	-8,656.00	0.00
4965.6230	398874825	GROWTH FUND OF AMERICA CL F2	06/05/2008	09/21/2009	130,000.00	169,846.45	-39,846.45	0.00
736.9200	398874825	GROWTH FUND OF AMERICA CL F2	06/05/2008	12/11/2009	20,000.00	25,205.95	-5,205.95	0.00
6888.1690	648018828	NEW PERSPECTIVE FUND CL F2	VARIOUS	09/21/2009	170,000.00	229,874.89	-59,874.89	0.00
972.3840	648018828	NEW PERSPECTIVE FUND CL F2	VARIOUS	12/11/2009	25,000.00	32,153.97	-7,153.97	0.00
1331.2620	649280823	NEW WORLD FUND CL F2	VARIOUS	09/21/2009	60,000.00	78,836.23	-18,836.23	0.00
104.9100	649280823	NEW WORLD FUND CL F2	VARIOUS	12/11/2009	5,000.00	6,144.22	-1,144.22	0.00

This is important tax information and is being furnished to you.

2009 Tax Information Statement

Page 8 of 12

Recipient's Name and Address
 FREDERICK GARDNER COTTRELL FDN
 5210 EAST WILLIAMS CIRCLE SUITE 240
 TUCSON, AZ 85711-4410

Account Number: 70-277200
 Recipient's Tax ID number: XX-XXX0147

☐ Corrected ☐ 2nd TIN notice

CAPITAL GUARDIAN TRUST COMPANY
 C/O PIMITAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
2307.1850	831681820	SMALLCAP WORLD FUND CL F2	VARIOUS	09/21/2009	70,000.00	88,744.70	-18,744.70	0.00
161.1860	831681820	SMALLCAP WORLD FUND CL F2	02/19/2008	12/11/2009	5,000.00	5,990.78	-990.78	0.00
Total Long Term 15% Sales						1,374,133.34	-295,375.14	0.00

This is important tax information and is being furnished to you.

FREDERICK GARDNER COTTRELL FOUNDATION
FEIN 86-0940147
DECEMBER 31, 2009
FORM 990-PF, PART XV, SUPPLEMENTARY INFORMATION
LINE 3A, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	IF RECIPIENT IF AN INDIVIDUAL SHOW ANY RELATION TO ANY FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Large Synoptic Telescope Project 933 N Cherry Ave Tucson, AZ 85721	N/A	501(c)(3)	Build a LSST telescope	\$125,000
Dartmouth College 6031 Haldeman Center Hanover, New Hampshire 03755	N/A	501(c)(3)	Memorial Donation Mr Burt Dorsett	\$5,000
IFREE - (International Foundation for Research in Economics 2122 E Camino El Ganado Tucson, AZ 85718	N/A	501(c)(3)	Development of Combo Clock Auction	\$152,000
Susan G Komen So Arizona Foundation P O Box 14677 Tucson, AZ 85732	N/A	501(c)(3)	Breast cancer research	\$500
Gabriel's Angels 3849 E Broadway Tucson, AZ 85716	N/A	501(c)(3)	Provide healing pet therapy to abused, neglected and at-risk children	\$2,500
Ara Parseghian Medical Research Foundation 3530 E Campo Abierto Suite 105 Tucson, AZ 85718	N/A	501(c)(3)	Funding medical research projects to find a treatment for Niemann-Pick Type C disease	\$2,210
Juvenile Diabetes Research Foundation 4560 E Broadway Blvd Suite 214 Tucson, AZ 85711	N/A	501(c)(3)	Finding a cure for type 1 diabetes	\$2,000
Mika Foundation P O Box 543 Berwyn, PA 19312	N/A	501(c)(3)	Support the village of Mika and the surrounding area to eradicate poverty	\$1,000
Muscular Dystrophy Association 3275 W Ina Rd #155 Tucson, AZ 85741	N/A	501(c)(3)	Research and help people with muscular dystrophy	\$1,000
Leukemia & Lymphoma Society 1634 E. 28th St Tucson, AZ 85713	N/A	501(c)(3)	Voluntary health organization dedicated to fund blood cancer research, education & patients	\$500
SciEntek-12 Foundation 3247 N Christmas Ave Tucson, AZ 85716	N/A	501(c)(3)	Excite young people about science and engineering, grades K-12	\$2,000
Moonings Park Foundation 120 Moonings Park Drive Naples, FL 34105	N/A	501(c)(3)	Continuing care retirement community in Naples	\$5,000
Catholic Foundation 111 South Church Ave Tucson, AZ 85701	N/A	501(c)(3)	Build endowments that provide enduring resources to support the mission of the Church	\$100
Total				\$298,810

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ► ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ► ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization FREDERICK GARDNER COTTRELL FOUNDATION	Employer identification number 86-0940147
	Number, street, and room or suite no. If a P.O. box, see instructions 5210 EAST WILLIAMS CIRCLE SUITE 240	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions TUCSON, AZ 85711-4410	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

KATHLEEN M. HUNTER-GREGORY - 5210 E WILLIAMS CIRCLE,

- The books are in the care of ► **SUITE 240 - TUCSON, AZ 85711-4410**

Telephone No ► **520-748-4420**

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► ☐ If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension will cover

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ► ☒ calendar year **2009** or
 ► ☐ tax year beginning _____, and ending _____.

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	13,261.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	13,261.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)