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Form **990**Department of the Treasury  
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

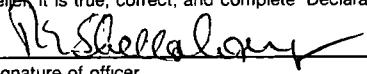
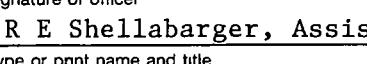
**2009**Open to Public  
Inspection

<b>A For the 2009 calendar year, or tax year beginning</b>		July 1, 2009, and ending	June 30, 2010
<b>B Check if applicable</b> <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending		<b>C Name of organization</b> <b>The Cotton Foundation</b> <b>Doing Business As</b> <b>Same</b> Number and street (or P O box if mail is not delivered to street address) <b>P O Box 783</b> Room/suite City or town, state or country, and ZIP + 4 <b>Cordova, TN 38088</b> <b>D Employer identification number</b> <b>62 6048143</b> <b>E Telephone number</b> <b>( 901 ) 274-9030</b> <b>F Name and address of principal officer</b> <b>Bill M. Norman</b> <b>G Gross receipts</b> <b>\$ 1,790,906</b>	
<b>I Tax-exempt status</b> <input checked="" type="checkbox"/> 501(c) ( 3 ) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)	
<b>J Website:</b> ► <a href="http://www.cotton.org/foundation">www.cotton.org/foundation</a>		<b>H(c) Group exemption number</b> ►	
<b>K Form of organization</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		<b>L Year of formation</b> <b>1956</b>	<b>M State of legal domicile</b> <b>DE</b>

**Part I Summary**

<b>Activities &amp; Governance</b>	1 Briefly describe the organization's mission or most significant activities: <b>To encourage and aid education, scientific experimentation and research relating to cotton</b>		
<b>Revenue</b>	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets	3	14
	3 Number of voting members of the governing body (Part VI, line 1a)	4	14
	4 Number of independent voting members of the governing body (Part VI, line 1b)	5	0
	5 Total number of employees (Part V, line 2a)	6	14
	6 Total number of volunteers (estimate if necessary)	7a	0
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7b	0
	b Net unrelated business taxable income from Form 990-T, line 34		
<b>Expenses</b>	8 Contributions and grants (Part VIII, line 1h)	932,580	1,569,590
	9 Program service revenue (Part VIII, line 2g)	39,160	36,476
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	47,589	20,365
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	164,475	164,475
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,183,804	1,790,906
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	313,080	184,165
	14 Benefits paid to or for members (Part IX, column (A), line 4)	177,925	160,615
<b>Net Assets or Fund Balances</b>	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ►	627,083	775,114
	17 Other expenses (Part IX, column (A), lines 1a-11e, 11f-24f)	1,118,088	1,119,894
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	65,716	671,012
	19 Revenue less expenses Subtract line 18 from line 12		
	20 Total assets (Part X, line 16)	2,923,897	3,582,780
21 Total liabilities (Part X, line 26)	234,206	113,066	
22 Net assets or fund balances. Subtract line 21 from line 20	2,689,691	3,469,714	

**Part II Signature Block**

<b>Sign Here</b>	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 officer) is based on all information of which preparer has any knowledge		
	 Signature of officer		
	11-12-10		
 R E Shellabarger, Assistant Treasurer			
Type or print name and title			

<b>Paid Preparer's Use Only</b>	Preparer's signature ►	Date	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ►	EIN ►	Phone no ► ( )	

May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes  No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form **990** (2009)

G71 10

**Part III Statement of Program Service Accomplishments**1 Briefly describe the organization's mission:

• **To encourage and aid education, scientific experimentation and research relating to cotton**

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2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code: ..... ) (Expenses \$ **102,149** including grants of \$ ..... ) (Revenue \$ **125,000** )

**Producer Information Exchange - Promotes the sharing of crop production techniques and other farm management practices. Allows producers from all regions of the cotton belt to observe production and processing practices.**

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4b (Code: ..... ) (Expenses \$ **39,819** including grants of \$ ..... ) (Revenue \$ ..... )

**Policy Education Program - Teaches National Cotton Council producer members the policy development and implementation process**

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4c (Code: ..... ) (Expenses \$ **440,758** including grants of \$ ..... ) (Revenue \$ **890,000** )

**Vision 21 - Evaluates cotton textiles' fastest growing consumer markets, important life-cycle studies to strengthen U. S. cotton's sustainability message and a thorough analysis of cotton handling/transportation logistics with a focus on improving flow and shipping.**

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4d Other program services (Describe in Schedule O.)

(Expenses \$ **291,409** including grants of \$ **184,165** ) (Revenue \$ **264,112** )

4e Total program service expenses ► **874,135**

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 ✓	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 ✓	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3 ✓	
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4 ✓	
5 <b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6 ✓	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7 ✓	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 ✓	
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9 ✓	
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 ✓	
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	11 ✓	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		
• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		
• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		
• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		
• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X		
12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12 ✓	
12A Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	12A ✓	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13 ✓	
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a ✓	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I	14b ✓	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II	15 ✓	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III	16 ✓	
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17 ✓	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 ✓	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19 ✓	
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20 ✓	

**Part IV Checklist of Required Schedules (continued)**

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II.	21	✓
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	✓
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	✓
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K If "No," go to line 25.	24a	✓
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	✓
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	✓
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	✓
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27	✓
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):	28a	✓
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	✓
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	✓
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	✓
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	✓
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	✓
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	✓
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	✓
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	34	✓
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	35	✓
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36	✓
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37	✓
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	✓
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O.		

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a	11
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	✓
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)</i>	2b	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	✓
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	✓
<b>4b</b>	If "Yes," enter the name of the foreign country. See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	4b	
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	✓
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	✓
<b>5c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	✓
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>	7a	✓
<b>7a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	✓
<b>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	✓
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
<b>7e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	✓
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	✓
<b>7g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	
<b>7h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>	9a	
<b>9a</b>	Did the organization make any taxable distributions under section 4966?	9a	
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:	10a	
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:	11a	
<b>11a</b>	Gross income from members or shareholders	11a	
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12a	
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

### Section A. Governing Body and Management

		1a	14	Yes	No
1a	Enter the number of voting members of the governing body				
b	Enter the number of voting members that are independent				
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?			✓	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?			✓	
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?			✓	
5	Did the organization become aware during the year of a material diversion of the organization's assets?			✓	
6	Does the organization have members or stockholders?			✓	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?			✓	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?			✓	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?			✓	
b	Each committee with authority to act on behalf of the governing body?			✓	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O				✓

### Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	✓
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	✓
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990	
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	✓
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	
13	Does the organization have a written whistleblower policy?	✓
14	Does the organization have a written document retention and destruction policy?	✓
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	
a	The organization's CEO, Executive Director, or top management official	
b	Other officers or key employees of the organization	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions.)	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	

### Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► **District of Columbia**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 

Own website  Another's website  Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization. ► **R E Shellabarger, 7193 Goodlett Farms Parkway, Cordova, TN 38016**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**
**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors, institutional trustees; officers, key employees; highest compensated employees; and former such persons

Check this box if the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
Mark Nichols Chairman	.5	✓		✓			0	0	0
C. B. Coley President	.5	✓		✓			0	0	0
Trent Haggard Treasurer	.5	✓		✓			0	0	0
Mark D. Lange Executive Vice-President	1			✓			0	270,507	56,511
Bill M. Norman Executive Director	1			✓			0	144,637	28,674
R. E. Shellabarger Assistant Treasurer	1			✓			0	102,608	23,717
Tim Deutsch Trustee	.5	✓					0	0	0
Barry W. Evans Trustee	.5	✓					0	0	0
Mark Lindsey Trustee	.5	✓					0	0	0
Ted McKinney Trustee	.5	✓					0	0	0
Rex Martin Trustee	.5	✓					0	0	0
Cannon Michael Trustee	.5	✓					0	0	0
Douglas W. Rushing Trustee	.5	✓					0	0	0
Allen Scarborough Trustee	.5	✓					0	0	0
Sledge Taylor Trustee	.5	✓					0	0	0

**Part VII** **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

**1b Total**

0 517,752

**108,902**

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ►

	Yes	No
3		✓
4	✓	
5		✓

## **Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address		(B) Description of services	(C) Compensation
<b>Wilbur Smith Associates, P. O. Box 7993, Columbia, SC 29202-7993</b>		<b>Consulting</b>	<b>123,392</b>
<b>PE Americas, 344 Boylston St., Boston, MA 02116</b>		<b>Consulting</b>	<b>119,130</b>

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ► 2

**Part VIII Statement of Revenue**

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	<b>1a</b> Federated campaigns . . . . . <b>1b</b> Membership dues . . . . . <b>1c</b> Fundraising events . . . . . <b>1d</b> Related organizations . . . . . <b>1e</b> Government grants (contributions) . . . . . <b>f</b> All other contributions, gifts, grants, and similar amounts not included above . . . . . <b>g</b> Noncash contributions included in lines 1a-1f \$ . . . . . <b>h Total. Add lines 1a-1f</b> . . . . . ►	<b>1a</b> <b>1b</b> <b>1c</b> <b>1d</b> <b>1e</b> <b>1f</b> <b>1,569,590</b> <b>1,569,590</b>			
Program Service Revenue	<b>2a</b> Education Materials . . . . . <b>b</b> Technical Education . . . . . <b>c</b> . . . . . <b>d</b> . . . . . <b>e</b> . . . . . <b>f</b> All other program service revenue . . . . . <b>g Total. Add lines 2a-2f</b> . . . . . ►	<b>Business Code</b>  <b>303</b> <b>36,173</b> <b>36,476</b>	<b>303</b> <b>36,173</b>		
	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . . ►	<b>20,365</b>			<b>20,365</b>
	<b>4</b> Income from investment of tax-exempt bond proceeds ►				
	<b>5</b> Royalties . . . . .				
	<b>6a</b> Gross Rents . . . . . <b>b</b> Less: rental expenses . . . . . <b>c</b> Rental income or (loss) . . . . . <b>d</b> Net rental income or (loss) . . . . . ►	<b>(i) Real</b> <b>164,475</b> <b>(ii) Personal</b>	<b>164,475</b>		<b>164,475</b>
	<b>7a</b> Gross amount from sales of assets other than inventory . . . . . <b>b</b> Less cost or other basis and sales expenses . . . . . <b>c</b> Gain or (loss) . . . . . <b>d</b> Net gain or (loss) . . . . . ►	<b>(i) Securities</b> <b>(ii) Other</b>			
	<b>8a</b> Gross income from fundraising events (not including \$ . . . . . of contributions reported on line 1c). See Part IV, line 18 . . . . . <b>b</b> Less: direct expenses . . . . . <b>c</b> Net income or (loss) from fundraising events . . . . . ►				
	<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . . <b>b</b> Less: direct expenses . . . . . <b>c</b> Net income or (loss) from gaming activities . . . . . ►				
	<b>10a</b> Gross sales of inventory, less returns and allowances . . . . . <b>b</b> Less: cost of goods sold . . . . . <b>c</b> Net income or (loss) from sales of inventory . . . . . ►				
	<b>Miscellaneous Revenue</b>	<b>Business Code</b>			
	<b>11a</b> . . . . . <b>b</b> . . . . . <b>c</b> . . . . . <b>d</b> All other revenue . . . . . <b>e Total. Add lines 11a-11d</b> . . . . . ►				
	<b>12 Total revenue. See instructions.</b> . . . . . ►	<b>1,790,906</b>	<b>36,476</b>		<b>184,840</b>

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	184,165	184,165		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits-paid-to-or-for-members				
5 Compensation of current officers, directors, trustees, and key employees	50,470	45,423	5,047	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	89,168	87,168	2,000	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	7,354	6,745	609	
9 Other employee benefits	9,117	8,649	468	
10 Payroll taxes	4,506	4,208	298	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses	17,126	17,126		
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a Miscellaneous	3,327	1,880	1,447	
b Corporate Filing Fees	640		640	
c Property Taxes	61,396		61,396	
d Consulting	386,588	386,588		
e Reverse Prior Year Accounts Payable	(80,196)	(80,196)		
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	1,119,894	874,135	245,759	
26 Joint costs. Check here ► <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		(A) Beginning of year	(B) End of year
	1 Cash—non-interest-bearing	15,960	15,138
	2 Savings and temporary cash investments	34,038	290,570
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	15,528	0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L	6	
<b>Assets</b>	7 Notes and loans receivable, net	7	
	8 Inventories for sale or use	8	
	9 Prepaid expenses and deferred charges	9	
	10a Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a 3,201,598	
	b Less: accumulated depreciation	10b 1,704,564	10c 1,497,034
	11 Investments—publicly traded securities	1,310,874	11 1,780,038
	12 Investments—other securities. See Part IV, line 11	12	
	13 Investments—program-related. See Part IV, line 11	13	
	14 Intangible assets	14	
	15 Other assets. See Part IV, line 11	15	
	<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	<b>2,923,897</b>	<b>16 3,582,780</b>
	17 Accounts payable and accrued expenses	234,206	17 113,066
	18 Grants payable	18	
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	22	
	23 Secured mortgages and notes payable to unrelated third parties	23	
	24 Unsecured notes and loans payable to unrelated third parties	24	
	25 Other liabilities Complete Part X of Schedule D	25	
	<b>26 Total liabilities.</b> Add lines 17 through 25	<b>234,206</b>	<b>26 113,066</b>
<b>Liabilities</b>	<b>Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>		
	27 Unrestricted net assets	1,693,162	27 1,786,998
	28 Temporarily restricted net assets	996,529	28 1,682,716
	29 Permanently restricted net assets	29	
	<b>Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.</b>		
	30 Capital stock or trust principal, or current funds	30	
	31 Paid-in or capital surplus, or land, building, or equipment fund	31	
	32 Retained earnings, endowment, accumulated income, or other funds	32	
	<b>33 Total net assets or fund balances</b>	<b>2,689,691</b>	<b>33 3,469,714</b>
	<b>34 Total liabilities and net assets/fund balances</b>	<b>2,923,897</b>	<b>34 3,582,780</b>
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>		
	27 Unrestricted net assets	1,693,162	27 1,786,998
	28 Temporarily restricted net assets	996,529	28 1,682,716
	29 Permanently restricted net assets	29	
	<b>Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.</b>		
	30 Capital stock or trust principal, or current funds	30	
	31 Paid-in or capital surplus, or land, building, or equipment fund	31	
	32 Retained earnings, endowment, accumulated income, or other funds	32	
	<b>33 Total net assets or fund balances</b>	<b>2,689,691</b>	<b>33 3,469,714</b>
	<b>34 Total liabilities and net assets/fund balances</b>	<b>2,923,897</b>	<b>34 3,582,780</b>

**Part XI Financial Statements and Reporting**

1 Accounting method used to prepare the Form 990:  Cash  Accrual  Other \_\_\_\_\_  
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?  
 b Were the organization's financial statements audited by an independent accountant?  
 c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?  
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:

Separate basis  Consolidated basis  Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?  
 b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		✓
2b	✓	
2c	✓	
3a		✓
3b		

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

**2009**

Open to Public  
Inspection

Name of the organization

The Cotton Foundation

Employer identification number

62 6048143

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is. (For lines 1 through 11, check only one box.)

1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.  
 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)  
 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.  
 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_  
 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)  
 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.  
 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)  
 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)  
 9  An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)  
 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.  
 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h  
     a  Type I      b  Type II      c  Type III—Functionally integrated      d  Type III—Other  
     e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**.  
     f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box   
     g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?  
       (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?  
       (ii) A family member of a person described in (i) above?  
       (iii) A 35% controlled entity of a person described in (i) or (ii) above?  
     h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?	(v) Did you notify the organization in col. (i) of your support?	(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
					Yes	No	
<b>Total</b>							

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
<b>6 Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
<b>11 Total support.</b> Add lines 7 through 10						<b>12</b>
12 Gross receipts from related activities, etc. (see instructions)						<b>12</b>
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b>						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	<b>15</b>	%
<b>16a 33½% support test—2009.</b> If the organization did not check the box on line 13, and line 14 is 33½% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		<input type="checkbox"/>
<b>b 33½% support test—2008.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33½% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		<input type="checkbox"/>
<b>17a 10%-facts-and-circumstances test—2009.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
<b>b 10%-facts-and-circumstances test—2008.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**  
 (Complete only if you checked the box on line 9 of Part I.)
**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .	1,220,518	779,407	752,169	932,580	1,569,590	5,254,264
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose . . . . .						
3 Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
5 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>6 Total.</b> Add lines 1 through 5 . . . . .	<b>1,220,518</b>	<b>779,407</b>	<b>752,169</b>	<b>932,580</b>	<b>1,569,590</b>	<b>5,254,264</b>
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year . . . . .						
<b>c</b> Add lines 7a and 7b . . . . .	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>8 Public support</b> (Subtract line 7c from line 6.) . . . . .						<b>5,254,264</b>

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6 . . . . .	1,220,518	779,407	752,169	932,580	1,569,590	5,254,264
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .	283,864	394,944	61,978	212,064	184,840	1,137,690
<b>c</b> Add lines 10a and 10b . . . . .	<b>283,864</b>	<b>394,944</b>	<b>61,978</b>	<b>212,064</b>	<b>184,840</b>	<b>1,137,690</b>
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						
<b>12</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12) . . . . .	<b>1,504,382</b>	<b>1,174,351</b>	<b>814,147</b>	<b>1,144,644</b>	<b>1,754,430</b>	<b>6,391,954</b>
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f)) . . . . .	15	82 %
16 Public support percentage from 2008 Schedule A, Part III, line 15 . . . . .	16	79 %

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f)) . . . . .	17	18 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17 . . . . .	18	21 %

<b>19a 33 1/3 % support tests—2009.</b> If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>
<b>b 33 1/3 % support tests—2008.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>
<b>20 Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>

**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

**SCHEDULE D**  
**(Form 990)**Department of the Treasury  
Internal Revenue Service**Supplemental Financial Statements**► Complete if the organization answered "Yes," to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

**2009**Open to Public  
Inspection

Name of the organization

The Cotton Foundation

Employer identification number

62 : 6048143

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year . . . . .		
2 Aggregate contributions to (during year) . . . . .		
3 Aggregate grants from (during year) . . . . .		
4 Aggregate value at end of year . . . . .		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? . . . . .  Yes  No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? . . . . .  Yes  No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or pleasure)  Preservation of an historically important land area  
 Protection of natural habitat  Preservation of a certified historic structure  
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

a Total number of conservation easements . . . . .

b Total acreage restricted by conservation easements . . . . .

c Number of conservation easements on a certified historic structure included in (a) . . . . .

d Number of conservation easements included in (c) acquired after 8/17/06 . . . . .

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► . . . . .

4 Number of states where property subject to conservation easement is located ► . . . . .

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? . . . . .  Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► . . . . .

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ . . . . .

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? . . . . .  Yes  No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 . . . . . ► \$ . . . . .

(ii) Assets included in Form 990, Part X . . . . . ► \$ . . . . .

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1 . . . . . ► \$ . . . . .

b Assets included in Form 990, Part X . . . . . ► \$ . . . . .

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other .....
c <input type="checkbox"/> Preservation for future generations	

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

Amount	
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

b If "Yes," explain the arrangement in Part XIV.

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

1a Beginning of year balance . . . . .	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
b Contributions . . . . .					
c Net investment earnings, gains, and losses . . . . .					
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .					
f Administrative expenses . . . . .					
g End of year balance . . . . .					

1a Beginning of year balance . . . . .	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
b Contributions . . . . .					
c Net investment earnings, gains, and losses . . . . .					
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .					
f Administrative expenses . . . . .					
g End of year balance . . . . .					

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ► ..... %

b Permanent endowment ► ..... %

c Term endowment ► ..... %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations . . . . .  
(ii) related organizations . . . . .

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

**Part VI Investments—Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .		625,625		625,625
b Buildings . . . . .		2,436,682	1,565,273	871,409
c Leasehold improvements . . . . .				
d Equipment . . . . .		139,291	139,291	0
e Other . . . . .				

**Total.** Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ► 1,497,034

**Part VII Investments—Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives . . . . .		
Closely-held equity interests . . . . .		
Other .....		
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**Part VIII Investments—Program Related. See Form 990, Part X, line 13.**

**Part IX Other Assets.** See Form 990, Part X, line 15.

**Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)**

**Part X Other Liabilities. See Form 990, Part X, line 25.**

Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ►

**2. FIN 48 Footnote** In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1,790,906
2	Total expenses (Form 990, Part IX, column (A), line 25)	1,119,894
3	Excess or (deficit) for the year. Subtract line 2 from line 1	671,012
4	Net unrealized gains (losses) on investments	109,012
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV.)	(80,196)
9	Total adjustments (net) Add lines 4 through 8	28,816
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	699,828

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements	1,2079,431
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
2a	Net unrealized gains on investments	109,012
2b	Donated services and use of facilities	
2c	Recoveries of prior year grants	
2d	Other (Describe in Part XIV.)	184,175
2e	Add lines 2a through 2d	293,187
3	Subtract line 2e from line 1	1,786,244
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:	
4a	Investment expenses not included on Form 990, Part VIII, line 7b	
4b	Other (Describe in Part XIV.)	4,662
4c	Add lines 4a and 4b	4,662
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	1,790,906

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements	1,379,603
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:	
2a	Donated services and use of facilities	
2b	Prior year adjustments	
2c	Other losses	
2d	Other (Describe in Part XIV.)	264,371
2e	Add lines 2a through 2d	264,371
3	Subtract line 2e from line 1	1,115,232
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
4a	Investment expenses not included on Form 990, Part VIII, line 7b	
4b	Other (Describe in Part XIV.)	4,662
4c	Add lines 4a and 4b	4,662
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	1,119,894

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b; Part V, line 4, Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

**Part XI, Line 9 - Adjust Accounts Payable - \$(80,196)**

**Part XII, Line 2d - Adjust terminated project balances to current projects - \$184,175**

**Part XII, Line 4b - Investment Fees - \$4,662**

**Part XIII, Line 2d - Adjust Accounts Payable - \$80,196; Adjust terminated project balances to current projects - \$184,175**

**Part XIII, Line 4b - Investment Fees - \$4,662**

**Part XIV Supplemental Information (continued)**

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**SCHEDULE I**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

OMB No 1545-0047  
**2009**

Open to Public  
Inspection

Name of the organization

**The Cotton Foundation**

**Part I General Information on Grants and Assistance**

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

1 (a) Name and address of organization or government	2 (b) EIN	3 (c) IRC section if applicable	4 (d) Amount of cash grant	5 (e) Amount of non-cash assistance	6 (f) Method of valuation (book, FMV, appraisal, other)	7 (g) Description of non-cash assistance	8 (h) Purpose of grant or assistance
<b>University of Georgia, Box 748, Tifton, GA 31793</b>	58-6001998		18,000				Research/Educ.
<b>USDA, ARS, SRRC, 100 Robert E Lee Blv, New Orleans, LA 70124</b>	72-0564834		11,500				Research/Educ.
<b>AZ Ctr Research &amp; Prot, 3721 E Weir Ave, Phoenix, AZ 85040</b>	86-6004791		15,000				Research/Educ.
<b>USDA, ARS, 1604 E FM 1294 Lubbock, TX 79403</b>	72-0564834		10,000				Research/Educ.
<b>Texas A &amp; M Univ, 2117 TAMU College Station, TX 77843</b>	74-6000541		20,000				Research/Educ.
<b>Univ. of AZ, 37860 W Smith-Enke Maricopa, AZ 85239</b>	74-2652689		10,700				Research/Educ.
<b>TX Tech Univ, Box 45019 Lubbock, TX 79409</b>	75-6002622		27,500				Research/Educ.
<b>Univ. of Arkansas, Fayetteville, AR 72701</b>	71-6056774		15,000				Research/Educ.
<b>Williams Pest Censors, 232 Cnty Rd 325, Abbeville, MS 38601</b>	20-4940922		8,000				Research/Educ.
<b>MS State Univ., 100 Twelve Lane Mississippi State, MS 39762</b>	64-6000819		8,000				Research/Educ.
<b>TX AgriLife Research, 3000 Briarcrest, Bryan, TX 77802</b>	74-6000541		19,100				Research/Educ.

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations

► 9

► 2

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 50055P

Schedule I (Form 990) 2009

### **Part III Grants and Other Assistance Use Part IV and Schedule**

**Part IV Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

**SCHEDULE J**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**  
For certain Officers, Directors, Trustees, Key Employees, and Highest  
Compensated Employees  
► Complete if the organization answered "Yes" to Form 990,  
Part IV, line 23.  
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

**2009**

Open to Public  
Inspection

Name of the organization

The Cotton Foundation

Employer identification number

62 6048143

**Part I Questions Regarding Compensation**

	Yes	No
<b>1a</b> Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	
<input checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	
<input type="checkbox"/> Tax-indemnification-and-gross-up-payments	<input checked="" type="checkbox"/> Health-or-social-club-dues-or-initiation-fees	
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)	
<b>1b</b> If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	✓	
<b>2</b> Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	✓	
<b>3</b> Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.		
<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study	
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee	
<b>4</b> During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization		
<b>a</b> Receive a severance payment or change-of-control payment?	✓	
<b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan?	✓	
<b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement?	✓	
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
<b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b>		
<b>5</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
<b>a</b> The organization?	✓	
<b>b</b> Any related organization?	✓	
If "Yes" to line 5a or 5b, describe in Part III		
<b>6</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
<b>a</b> The organization?	✓	
<b>b</b> Any related organization?	✓	
If "Yes" to line 6a or 6b, describe in Part III.		
<b>7</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III		
<b>8</b> Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III		
<b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)–(E) must equal the applicable column (D) or column (E) amounts on Form 990 Part VII line 1a.

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

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**SCHEDULE O**  
**(Form 990)**Department of the Treasury  
Internal Revenue Service**Supplemental Information to Form 990**Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.

► Attach to Form 990.

OMB No 1545-0047

**2009**Open to Public  
Inspection

Name of the organization

**The Cotton Foundation**

Employer identification number

**62****6048143****Part III, 4d:****Other Expenses (Salaries, Benefits & Miscellaneous charges to programs) \$10,004****Special Projects:**

<b>Cotton Physiology</b>	<b>1,000</b>
<b>Cotton Foundation Book Series</b>	<b>18</b>
<b>Ginning Symposium</b>	<b>12,832</b>
<b>High Cotton Award</b>	<b>15,684</b>
<b>Technical/Educational Exhibits</b>	<b>20,590</b>
<b>Dev/Prod Educational Video</b>	<b>19,490</b>
<b>Weed Resistance Management Website</b>	<b>350</b>
<b>Cotton Genome Initiative Workshop</b>	<b>15,007</b>
<b>Multi Commodity Education Program</b>	<b>11,871</b>
<b>Advancing Cotton Education</b>	<b>398</b>
<b>Grants</b>	<b>184,165</b>
<b>Total</b>	<b>291,409</b>

**Schedule R, Part V:****Line (1) - National Cotton Council rents space from The Cotton Foundation****Line (2) - The Cotton Foundation uses payroll facilities of the National Cotton Council and reimburses actual charges for  
payroll and benefits****Form 990, Part VI, Line 10 - Return was reviewed by CPA Firm****Form 990, Part VI, Line 19 - Documents are available upon request via US mail**



**Identification of Related Organizations Taxable as a Partnership** (Complete if the organization because it had one or more related organizations treated as a partnership during the tax year.)

**Part III** **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34)

Don't IV

**Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 24 because it had one or more related organizations treated as a corporation or trust during the tax year.)

**Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, or 36.)****Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b Gift, grant, or capital contribution to other organization(s)
- c Gift, grant, or capital contribution from other organization(s)
- d Loans or loan guarantees to or for other organization(s)
- e Loans or loan guarantees by other organization(s)
- f Sale of assets to other organization(s)
- g Purchase of assets from other organization(s)
- h Exchange of assets
- i Lease of facilities, equipment, or other assets to other organization(s)
- j Lease of facilities, equipment, or other assets from other organization(s)
- k Performance of services or membership or fundraising solicitations for other organization(s)
- l Performance of services or membership or fundraising solicitations by other organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets
- n Sharing of paid employees
- o Reimbursement paid to other organization for expenses
- p Reimbursement paid by other organization for expenses

q Other transfer of cash or property to other organization(s)

r Other transfer of cash or property from other organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (e-r)	(c) Amount involved
1c - National Cotton Council	Lease of Facilities	164,475
(1) 1c - National Cotton Council	Reimb Arrgmt	156,615
(2)		
(3)		
(4)		
(5)		
(6)		

**Part VI** **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.