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

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

2009

For calendar year 2009, or tax year beginning **December 1**, 2009, and ending **November 30**, 20 **10**

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 Denton A. Cooley Foundation		A Employer identification number 74-6053213
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 6624 Fannin, Suite 1640		B Telephone number (see page 10 of the instructions) 713-799-2700
	City or town, state, and ZIP code Houston, TX 77030		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	12868	12868	12868	
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-46717			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	-33849	12868	12868		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	15000	15000	15000	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	35	35	35	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	15035	15035	15035	
25 Contributions, gifts, grants paid	81050				
26 Total expenses and disbursements. Add lines 24 and 25	96085	15035	15035		
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-129934				
b Net investment income (if negative, enter -0-)		-2167			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	42585	60428	60428
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	324793	179877	302017
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item l)	370241	240307	362445	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	None	None	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	27 and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	None	None	
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)				
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	370241	240307		

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	370241
2	Enter amount from Part I, line 27a	2	-129934
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	240307

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	See Statement 5			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2 -46717
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	89136	370241	.240751
2007	122850	528559	.232424
2006	139985	403330	.347073
2005	191062	507730	.376306
2004	162120	721420	.327723
2	Total of line 1, column (d)	2	1.424277
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	.284855
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	310921
5	Multiply line 4 by line 3	5	88567
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	-22
7	Add lines 5 and 6	7	88545
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	96090

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	-22	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2		
3 Add lines 1 and 2		3	-22	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	None	
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a			
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d		7	None	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	none	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax		11		
			Refunded	

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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ _____		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	✓	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	✓	
14	The books are in care of ▶ <u>Denton A. Cooley Foundation</u> Telephone no. ▶ <u>713-799-2700</u> Located at ▶ <u>6624 Fannin, Suite 1640, Houston, TX</u> ZIP+4 ▶ <u>77030</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . 1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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		✓
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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.) 2b		✓
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.) 3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? 4b		✓

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No **6a**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b**
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? Yes No **7b**

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

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

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

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	264560
b	Average of monthly cash balances	1b	51096
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	315656
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	315656
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	4735
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	310921
6	Minimum investment return. Enter 5% of line 5	6	15546

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	15546
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	None
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15546
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	15546
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	15546

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	90068
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	90068
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	-22
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	96090

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				15546
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			None	
b	Total for prior years: 20____,20____,20____		None		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004	178107			
b	From 2005	159352			
c	From 2006	112346			
d	From 2007	118436			
e	From 2008	73394			
f	Total of lines 3a through e	641635			
4	Qualifying distributions for 2009 from Part XII, line 4: ► \$ 90090				
a	Applied to 2008, but not more than line 2a			none	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		none		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	None			
d	Applied to 2009 distributable amount				15546
e	Remaining amount distributed out of corpus	74544			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	None			None
6	Enter the net total of each column as indicated below:				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	716179			
b	Prior years' undistributed income. Subtract line 4b from line 2b		None		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		None		
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		None		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			None	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				None
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	178107			
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	538072			
10	Analysis of line 9:				
a	Excess from 2005	159352			
b	Excess from 2006	112346			
c	Excess from 2007	118436			
d	Excess from 2008	73394			
e	Excess from 2009	74544			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

 - b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

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

a The name, address, and telephone number of the person to whom applications should be addressed:
Denton A. Cooley Foundation, 6624 Fannin, Suite 1640, Houston, TX 77030

b The form in which applications should be submitted and information and materials they should include:

No Requirements

c Any submission deadlines:
None

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

No Political Activities/State

Statement 1

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

Accounting & Administrative Fees	<u>\$ 15,000.00</u>
Total	\$ 15,000.00

Statement 2

Denton A. Cooley Foundation
TIN: 74-6053213
Part VIII, Officers & Directors

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

President & Board of Trustees

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

Vice-President & Board of Trustees

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

Treasurer

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

Secretary

**Denton A. Cooley Foundation
Transaction List by Vendor
December 2009 through November 2010**

Type	Date	Num	Name Address	Amount
Amazing Place				
Check	10/13/2010	3200	P O Box 27360 Houston, Texas 77227	-250 00
American College of Surgeons				
Check	12/15/2009	3131	American College of Surgeons Foundation 633 N Saint Clair St Chicago, IL 60611-3211	0 00
Check	12/15/2009	3132	American College of Surgeons Foundation 633 N Saint Clair St Chicago, IL 60611-3211	-200 00
Check	7/29/2010	3182	American College of Surgeons Foundation 633 N Saint Clair St Chicago, IL 60611-3211	-1,000 00
American Festival for the Arts				
Check	2/4/2010	3143	3311 Richmond Ave #350 Houston, Texas 77098	-100 00
Check	11/29/2010	3220	3311 Richmond Ave #350 Houston, Texas 77098	-250 00
AMIGOS de las Americas				
Check	2/4/2010	3142	c/o Rebecca Hoffman 4012 Essex Ln Houston, Texas 77027	-100 00
Art Bridge				
Check	11/29/2010	3216	3311 Richmond #212 Houston, Texas 77098-3018	-150 00
Asia Society				
Check	11/29/2010	3214	4605 Post Oak Place #205 Houston, Texas 77027	-50 00
Bo's Place				
Check	1/4/2010	3139	10050 Buffalo Speedway Houston, Texas 77054	-300 00
Brookwood community				
Check	8/5/2010	3185	1752 FM 1489 Rd Brookshire, TX 77423-8809	-250 00
Chancellor's Council				
Check	6/7/2010	3172	University of Texas 210 W 6th St, #1200 Austin, Texas 78701-9907	-2,000.00
Christ Church Cathedral				
Check	10/13/2010	3198	1117 Texas Ave Houston, Texas 77002	-100 00
Communities in Schools				
Check	2/19/2010	3146	1235 North Loop West #300 Houston, TX 77008	-1,000.00
Cooley Hands				
Check	3/22/2010	3155	P O Box 20345 Houston, Texas 77225	-10,000 00
Crisis Intervention of Houston				
Check	11/10/2010	3206	3701 Kirby, #540 Houston, Texas 77098	-100 00
DBSA Greater houston				
Check	12/3/2009	3120	3800 Buffalo speedway #300 Houston, Texas 77098-3706	-100 00
Check	11/29/2010	3219	3800 Buffalo speedway #300 Houston, Texas 77098-3706	-100 00
Episcopal High School				
Check	12/15/2009	3130	P O. Box 271299 Houston, Texas 77277-1299	-500 00
Check	11/10/2010	3207	P O. Box 271299 Houston, Texas 77277-1299	-250 00
Episcopal Medical Missions foundation				
Check	12/18/2009	3136	223 W. Rhapsody San Antonio, TX 78216	-100 00
Escape Family Resource Center				
Check	4/14/2010	3158	3210 Eastside Houston, Texas 77098-1912	-100 00
Fraser's Friends				
Check	12/3/2009	3125	Texas Children's Hospital P.O. Box 300630 MC 4-4483 Houston, Texas 77230-0630	-1,000 00
Frederick Memorial Hospital				
Check	12/15/2009	3129	Development Council 400 West Seventh St Frederick, MD 21701	-500 00
Friends of Nursing/SLEH				
Check	12/3/2009	3126	6720 Bertner MC3-206 Houston, Texas 77030	-500 00

**Denton A. Cooley Foundation
Transaction List by Vendor
December 2009 through November 2010**

8:58 AM
12/13/10

Type	Date	Num	Name Address	Amount
Gathering Place				
Check	12/3/2009	3122	P O Box 35561 Houston, Texas 77235	-250.00
Check	3/12/2010	3154	P O Box 35561 Houston, Texas 77235	-250.00
Greater Houston Community Fund				
Check	12/18/2009	3134	James A Baker Statue Fund 4550 Post oak Place #100 Houston, Texas 77027	-500.00
Harris County Hospital District Fdn.				
Check	3/1/2010	3149	P O Box 301168 Houston, Texas 77230	-200.00
Check	10/13/2010	3199	P O Box 301168 Houston, Texas 77230	-100.00
Heart Exchange				
Check	7/29/2010	3196	6720 Bertner, MC 4-129 Houston, Texas 77030-2604	0.00
Check	7/29/2010	3179	6720 Bertner, MC 4-129 Houston, Texas 77030-2604	-1,000.00
Hermann Park Conservancy				
Check	3/4/2010	3151	6201 A Golf Course Dr Houston, Texas 77030	-100.00
Check	4/14/2010	3160	6201 A Golf Course Dr Houston, Texas 77030	-100.00
Check	10/13/2010	3197	6201 A Golf Course Dr Houston, Texas 77030	-250.00
Horatio Alger Association				
Check	3/4/2010	3152	99 Canal Center Plaza #320 Alexandria, VA 22314	-100.00
Houston Food Bank				
Check	10/28/2010	3204	3811 Eastex Freeway Houston, Texas 77026	-100.00
Houston PBS				
Check	11/29/2010	3215	4343 Elgin Houston, Texas 77204-0008	-50.00
Houston Pi Beta Phi Foundation				
Check	3/12/2010	3153	9692 Westheimer #95 Houston, Texas 77063	-100.00
Houston Zoo				
Check	4/14/2010	3162	P.O Box 4759 Houston, Texas 77210-9862	-250.00
Check	11/29/2010	3217	P.O Box 4759 Houston, Texas 77210-9862	-250.00
INPRINT				
Check	11/17/2010	3211	1520 West Main Houston, Texas 77006	-250.00
John's Hopkins School of Medicine				
Check	9/30/2010	3193	One Charles Center 100 N Charles St , #212 Baltimore, MD 21201	-1,000.00
John P. McGovern				
Check	5/6/2010	3166	Museum of Health 1515 Hermann Drive Houston, Texas 77004-7126	0.00
Junior League of Houston				
Check	12/3/2009	3121	1811 Briar Oaks Lane Houston, Texas 77027	-250.00
Kappa Sigma Endowment Fund				
Check	12/18/2009	3135	P O Box 5643 Charlottesville, VA 22905-5643	-25.00
Check	11/17/2010	3210	P O Box 5643 Charlottesville, VA 22905-5643	-50.00
KUHF-Houston Public Radio				
Check	4/14/2010	3163	P O Box 4878 Houston, Texas 77210-4878	-35.00
Longhorn Foundation				
Check	2/19/2010	3144	Univ of Texas @ Austin P.O Box 7399 Austin, Texas 78713-7399	-4,000.00
Menninger				
Check	4/28/2010	3165	2801 Gessner Dr Houston, Texas 77080	-250.00
Museum of Fine Arts Houston				
Check	10/21/2010	3203	P O. Box 4606 Houston, Texas 77210-9865	-100.00

8:58 AM
12/13/10

Denton A. Cooley Foundation Transaction List by Vendor December 2009 through November 2010

Type	Date	Num	Name Address	Amount
Phi Beta Kappa Alumni Association Check	1/4/2010	3138	P O Box 25283 Housoth, Texas 77265-5283	-500.00
Pi Beta Phi Foundation Check	4/14/2010	3159	1154 Town & Country Commons Dr Town & Country, Missouri 63017-8200	-250.00
Salvation Army Check	12/3/2009	3123	P O Box 203614 Houston, Texas 77216-0562	-500.00
Check	2/4/2010	3141	P.O. Box 203614 Houston, Texas 77216-0562	-300.00
Sam Houston Area Council Check	8/5/2010	3187	Boy Scouts of America 2225 North Loop West P.O. Box 924528	-100.00
Sheltering Arms Senior Services Check	10/12/2010	3195	3838 Aberdeen Way Houston, Texas 77025	-300.00
Society of University Surgeons Check	10/13/2010	3202	18 Wheeler Rd Lexington, MA 02420	-100.00
St. John's School Check	5/24/2010	3168	2401 Claremont Houston, Texas 77019-5897	-150.00
St. Luke's Patient Care Check	5/24/2010	3169	MC 3-206 P O Box 20269 Houston, Texas 77225	-250.00
Taping for the Blind Check	6/16/2010	3177	3935 Essex Lane Houston, TX 77027	-100.00
Tau Trustees Educational Foundation Check	2/19/2010	3145	P O Box 5021 Austin, TX 78763-5021	0.00
Check	2/22/2010	3147	P O Box 5021 Austin, TX 78763-5021	-25,000.00
Texas Exes Check	3/1/2010	3148	P O Box 271648 Houston, Texas 77277-1648	-2,500.00
Texas Heart Institute Check	12/3/2009	3127	P O Box 20269 Houston, Texas 77225	-200.00
Check	12/15/2009	3128	P O Box 20269 Houston, Texas 77225	-3,500.00
Check	12/15/2009	3133	P O Box 20269 Houston, Texas 77225	-100.00
Check	3/1/2010	3150	P O Box 20269 Houston, Texas 77225	-250.00
Check	3/22/2010	3156	P O Box 20269 Houston, Texas 77225	-100.00
Check	3/23/2010	3157	P.O. Box 20269 Houston, Texas 77225	-100.00
Check	4/28/2010	3164	P O Box 20269 Houston, Texas 77225	-200.00
Check	6/7/2010	3173	P O Box 20269 Houston, Texas 77225	-100.00
Check	6/16/2010	3176	P O Box 20269 Houston, Texas 77225	-100.00
Check	8/5/2010	3184	P O Box 20269 Houston, Texas 77225	-100.00
Check	8/16/2010	3189	P O Box 20269 Houston, Texas 77225	-100.00
Check	9/13/2010	3191	P O Box 20269 Houston, Texas 77225	-100.00
Check	11/17/2010	3209	P O Box 20269 Houston, Texas 77225	-100.00
Texas Parks and Wildlife Check	5/25/2010	3171	1901 N Akard Dallas, Texas 75201	-1,000.00
The Cooley Circle Check	6/7/2010	3174	P O Box 20269 Houston, Texas 77225	-10,000.00
The Health Museum Check	10/13/2010	3201	1515 Hermann Dr Houston, Texas 77004-7126	-250.00
The Living Bank Check	9/13/2010	3190	P O Box 6725 Houston, Texas 77265	-1,000.00
Check	11/29/2010	3218	P O Box 6725 Houston, Texas 77265	-100.00

**Denton A. Cooley Foundation
Transaction List by Vendor
December 2009 through November 2010**

Type	Date	Num	Name Address	Amount
The Menninger Clinic Check	1/4/2010	3140	2801 Gessner Dr Houston, Texas 77080-2503	-100.00
The Military and Hospitalier Order Check	6/7/2010	3175	of St Lazarus of Jerusalem P O Box 723030 Atlanta, GA 31139-0030	-375.00
The One Hundred Club Check	8/5/2010	3186	1233 West Loop South #1250 Houston, Texas 77027-9967	-250.00
The Parish School Check	11/10/2010	3208	1233 West Loop South #1250 Houston, Texas 77027-9967	-100.00
The Parish School Check	7/29/2010	3181	11001 Hammerly Houston, Texas 77043	-100.00
The Parish School Check	10/28/2010	3205	11001 Hammerly Houston, Texas 77043	-250.00
The Rise School Check	7/29/2010	3183	Golf Classic 8080 North Stadium Drive Houston, Texas 77054	-200.00
The Women's Fund Check	8/12/2010	3188	Golf Classic 8080 North Stadium Drive Houston, Texas 77054	-1,000.00
The Women's Fund Check	5/24/2010	3170	5353 W. Alabama, #615 Houston, Texas 77056	-100.00
Trees For Houston Check	12/3/2009	3124	P O Box 270477 Houston, Texas 77277	-100.00
Trees For Houston Check	11/17/2010	3213	P O Box 270477 Houston, Texas 77277	-250.00
Trees of Hope Check	6/16/2010	3178	3330 Audley #100 Houston, Texas 77098	-100.00
United Cerebral Palsy Fund Check	5/24/2010	3167	4500 Bissonnet #340 Bellaire, Texas 77401-3006	-100.00
UT Medical Branch Check	4/14/2010	3161	301 University Blvd Galveston, TX 77555-0418	-1,000.00
UT Medical Branch Check	11/17/2010	3212	301 University Blvd Galveston, TX 77555-0418	-50.00
Weinberg Center for the Arts Check	7/29/2010	3180	P O Box 854 Frederick, MD 21705	-1,000.00

Statement 4

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

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

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

Statement 5

	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sales Proceeds</u>	<u>Cost Basis</u>	<u>Gain/(Loss)</u>
Noble Corp.	12/14/2007	2/10/2010	\$ 78,567	\$ 108,160	\$ (29,593)
Intel	6/30/1998	2/10/2010	\$ 19,633	\$ 36,757	\$ (17,124)
			\$ 98,200	\$ 144,917	\$ (46,717)

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

Statement 6

	<u>Beginning</u> <u>Book Value</u>	<u>Ending</u> <u>Book Value</u>	<u>Ending</u> <u>FMV</u>
Intel Corp	\$ 73,513	\$ 36,757	\$ 42,314
Kinder Morgan	\$ 72,775	\$ 72,775	\$ 140,900
Merck	\$ 16,265	\$ 16,265	\$ 34,470
Noble Corp	\$ 162,240	\$ 54,080	\$ 33,920
	\$ 324,793	\$ 179,877	\$ 251,604