Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2010

For calendar year 2010, or tax year beginning Oct 1 **, 2010, and ending** Sep 30 **, 2011**

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

Name of foundation: THE MARGUERITE G COOLEY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 2 WISCONSIN CIRCLE

Room/suite: 500

City or town: CHEVY CHASE   State: MD   ZIP code: 20815

A Employer identification number: 57-1168559

B Telephone number (see the instructions): (301) 951-4455

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60 month termination under section 507(b)(1)(B), check here ► ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 398,612.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis)

		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 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 (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	14.	14.		
	4	Dividends and interest from securities	4,732.	4,732.		
	5a	Gross rents				
	b	Net rental income or (loss)		L-6a Stmt		
	6a	Net gain/(loss) from sale of assets not on line 10	4,388.			
	b	Gross sales price for all assets on line 6a 107,844.				
	7	Capital gain net income (from Part IV, line 2)		4,388.		
	8	Net short-term capital gain			0.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	9,134.	9,134.	0.	
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 sch)	1,925.			
	c	Other prof fees (attach sch)	5,000.	5,000.		
	17	Interest				
	18	Taxes (attach schedule)(see instr) INCOME TAX	2.	2.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Line 23 Stmt	491.	325.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,418.	5,327.		
	25	Contributions, gifts, grants paid	14,000.			14,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	21,418.	5,327.		14,000.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-12,284.			
	b	**Net investment income** (if negative, enter -0-)		3,807.		
	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	51,765.	54,634.	54,634.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		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) L-10a Stmt	75,000.	75,042.	75,377.
	b	Investments – corporate stock (attach schedule) L-10b Stmt	219,490.	149,601.	214,377.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt		54,671.	54,224.
	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 ► L-15 Stmt)	-23.	0.	0.
	16	**Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	346,232.	333,948.	398,612.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► ☒			
	24	Unrestricted	346,232.	333,948.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see the instructions)	346,232.	333,948.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	346,232.	333,948.	

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	346,232.
2	Enter amount from Part I, line 27a	2	-12,284.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	333,948.
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	333,948.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month day, year)
1a	SEE SCHEDULE ATTACHED	P	Various	Various
b	SEE SCHEDULE ATTACHED	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	45,444.		39,180.	6,264.
b	62,400.		64,276.	-1,876.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	6,264.
b				-1,876.
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	4,388.
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 the instructions) If (loss), enter -0- in Part I, line 8	3	-1,876.

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 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 (column (b) divided by column (c))
2009	20,498.	396,563.	0.051689
2008	15,500.	414,187.	0.037423
2007	21,398.	462,906.	0.046225
2006	27,611.	481,586.	0.057333
2005	28,789.	475,318.	0.060568

2	**Total** of line 1, column (d)	2	0.253238
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	0.050648
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	395,630.
5	Multiply line 4 by line 3	5	20,038.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	38.
7	Add lines 5 and 6	7	20,076.
8	Enter qualifying distributions from Part XII, line 4	8	14,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter. _________ **(attach copy of letter if necessary – see instr.)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			1	76.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	76.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	76.
6 Credits/Payments				
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	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	
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	76.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	0.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ►	**Refunded** ►		11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
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			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
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? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► MD - Maryland			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A | Statements Regarding Activities *(Continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► THE FOUNDATION Telephone no ► (301) 951-4455

Located at ► 2 WISCONSIN CIRCLE CHEVY CHASE MD ZIP + 4 ► 20815

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

1 a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

b If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? 1b

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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 2010? 1c No: X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ 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 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? ☐ Yes ☒ No

b If 'Yes,' did it have excess business holdings in 2010 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 2010)* 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No: X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 4b No: X

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 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 instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

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

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? **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 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
RICHARD H SCHOENFELD 2 WISCONSIN CIRCLE CHEVY CHASE MD 20815	TRUSTEE 1.25	0.	0.	0.
ANTHONY T WILLIAMS P.O. BOX 16072 BEVERLY HILLS CA 90209	TRUSTEE 1.25	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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
NONE				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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 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 ► None

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 NOT APPLICABLE	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
All other program-related investments See instructions 3 NONE	0.
Total. Add lines 1 through 3 ►	None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes a Average monthly fair market value of securities		1a	348,478.
b Average of monthly cash balances		1b	53,200.
c Fair market value of all other assets (see instructions)		1c	-23.
d **Total** (add lines 1a, b, and c)		1d	401,655.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2 Acquisition indebtedness applicable to line 1 assets		2	
3 Subtract line 2 from line 1d		3	401,655.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	6,025.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	395,630.
6 **Minimum investment return.** Enter 5% of line 5		6	19,782.

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

1 Minimum investment return from Part X, line 6			1	19,782.
2a Tax on investment income for 2010 from Part VI, line 5	2a	76.		
b Income tax for 2010 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	76.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	19,706.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	19,706.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	19,706.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	14,000.
b Program-related investments – total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	14,000.
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 instructions)	5	0.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	14,000.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					19,706.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				14,964.	
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2010					
a From 2005	0.				
b From 2006	0.				
c From 2007	0.				
d From 2008	0.				
e From 2009	0.				
f Total of lines 3a through e		0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 14,000.					
a Applied to 2009, but not more than line 2a				14,000.	
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2010 distributable amount					0.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount – see instructions				964.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					19,706.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)		0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9					
a Excess from 2006	0.				
b Excess from 2007	0.				
c Excess from 2008	0.				
d Excess from 2009	0.				
e Excess from 2010	0.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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	Prior 3 years			
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
2 a 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 organization had $5,000 or more in assets at any time during the year – see 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 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ST ALBANS SCHOOL MOUNT ST ALBAN WASHINGTON DC 20016	NONE	501 (C)(3)	EDUCATIONAL	3,000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES CA 90037	NONE	501(C)(3)	CHARITABLE	5,000.
ST ANDREW'S EPISCOPAL SCHOOL 8804 POSTOAK ROAD POTOMAC MD 20854	NONE	501(C)(3)	EDUCATIONAL	5,000.
CHILRDREN'S DIABETES FOUNDATION 777 GRANT SREET, SUITE 302 DENVER CO 80203	NONE	501(C)(3)	CHARITABLE	1,000.
Total ► 3a				14,000.
b Approved for future payment				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14.	
4 Dividends and interest from securities			14	4,732.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,388.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				9,134.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 9,134.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	**1a (1)**		X
(2) Other assets	**1a (2)**		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b (1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1b (2)**		X
(3) Rental of facilities, equipment, or other assets	**1b (3)**		X
(4) Reimbursement arrangements	**1b (4)**		X
(5) Loans or loan guarantees	**1b (5)**		X
(6) Performance of services or membership or fundraising solicitations	**1b (6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

▶ Signature of officer or trustee

Date 11/22/11

▶ Title Trustee

Paid Preparer Use Only

Print/Type preparer's name: Scott L Wichansky

Preparer's signature

Date: 11/12/11

Check if ☐ if self-employed

PTIN: P00083018

Firm's name ▶ GRUEN & WICHANSKY, P.C.

Firm's EIN ▶ 75-3078622

Firm's address ▶ 4545 42ND ST NW, STE 208
WASHINGTON DC 20016

Phone no (202) 244-6202

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BANK FEES	325.	325.		
OTHER	166.			
Total	491.	325.		

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
SEE STATEMENT ATTACHED			75,042.	75,377.
Total			75,042.	75,377.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
SEE STATEMENT ATTACHED	149,601.	214,377.
Total	149,601.	214,377.

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
SEE STATEMENT ATTACHED	54,671.	54,224.
Total	54,671.	54,224.

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	Fair Market Value
KINDER MORGAN ENERGY PARTNERS LLC	-23.	0.	0.
Total	-23.	0.	0.

Carderock Capital Management, Inc.
PORTFOLIO APPRAISAL
The Marguerite G. Cooley Foundation Trust
Anthony T. Williams, Trustee
Richard H. Schoenfeld, Trustee
September 30, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
TAXABLE BONDS							
25,000	Fedl Home Loan Bank 2 150% Due 12-30-13	100 00	25,000 00	100 44	25,109 05	6 3	2 1
25,000	Fedl Natl Mtg Assoc Multi-Step Coupon Bond 1 500% Due 07-18-16	100 10	25,025 00	100 24	25,059 27	6 3	1 5
	Accrued Interest				209 37	0 1	
			50,025 00		50,377 70	12 6	1 8
CORPORATE BONDS							
25,000	Goldman Sachs Group Inc Medium Term Note B/E 3 625% Due 08-01-12	104 00	26,000 00	101 38	25,346 20	6 4	3 6
25,000	Cellco Part/Verizon Wireless 7 375% Due 11-15-13	114 68	28,670 75	112 15	28,038 07	7 0	6 6
	Accrued Interest				839 93	0 2	
			54,670 75		54,224 21	13 6	5 2
COMMON STOCK							
BASIC MATERIALS & ENERGY							
75	Barrick Gold Corp	45 62	3,421 55	46 65	3,498 75	0 9	1 0
25	CNOOC Ltd Spons ADR	170 04	4,250 94	160 30	4,007 50	1 0	3 0
175	Central Fund Of Canada	15 26	2,671 04	20 69	3,620 75	0 9	0 0
100	Praxair Inc	54 50	5,450 48	93 48	9,348 00	2 3	1 9
200	Sigma-Aldrich Corp	29 36	5,872 44	61 79	12,358 00	3 1	1 0
75	Syngenta Adr	37 50	2,812 57	51 87	3,890 25	1 0	1 7
			24,479 03		36,723 25	9 2	1 4
ENGINEERING & INFRASTUCTURE							
200	Fastenal Co	12 10	2,421 00	33 28	6,656 00	1 7	2 5
			2,421 00		6,656 00	1 7	2 5
MANUFACTURE & DISTRIBUTION							
100	C H Robinson Worldwide Inc New	54 79	5,478 96	68 47	6,847 00	1 7	1 4
100	Canadian National Railway Corporation	48 25	4,824 82	66 58	6,658 00	1 7	1 4
300	Danaher Corp	27 24	8,173 50	41 94	12,582 00	3 2	0 2
150	United Technologies	71 04	10,656 50	70 36	10,554 00	2 6	2 4
			29,133 78		36,641 00	9 2	1 3
TECHNOLOGY							
75	Accenture PLC	30 42	2,281 82	52 68	3,951 00	1 0	0 0
75	Citrix Systems	43 98	3,298 50	54 53	4,089 75	1 0	0 0
100	Int'l Business Mach	119 98	11,998 41	174 87	17,487 00	4 4	1 5
200	Oracle Corporation	24 83	4,966 00	28 74	5,748 00	1 4	0 7

Carderock Capital Management, Inc.
PORTFOLIO APPRAISAL
The Marguerite G. Cooley Foundation Trust
Anthony T. Williams, Trustee
Richard H. Schoenfeld, Trustee
September 30, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
401	Taiwan Semiconductor Mfg	9 19	3,686 54	11 43	4,583 43	1 1	3 3
			26,231 27		35,859 18	9 0	1 3
COMMUNICATIONS & MEDIA							
100	Amphenol Corp New Cl A	30 26	3,026 00	40 77	4,077 00	1 0	0 1
25	Apple Computer Inc	235 26	5,881 46	381 32	9,533 00	2 4	0 0
50	Netease com ADS	28 53	1,426 50	38 16	1,908 00	0 5	0 0
100	Rogers Communications Cl B	33 26	3,325 54	34 21	3,421 00	0 9	3 0
			13,659 50		18,939 00	4 8	0 6
FINANCIAL SERVICES							
150	Fiserv Inc	37 04	5,556 69	50 77	7,615 50	1 9	0 0
			5,556 69		7,615 50	1 9	0 0
BUSINESS SERVICES							
80	Clean Harbors Inc	53 03	4,242 22	51 30	4,104 00	1 0	0 0
200	Ecolab	27 05	5,410 98	48 89	9,778 00	2 5	1 1
			9,653 20		13,882 00	3 5	0 8
CONSUMER - CYCLICAL							
150	O'Reilly Automotive Inc New	40 60	6,090 03	66 63	9,994 50	2 5	0 0
			6,090 03		9,994 50	2 5	0 0
CONSUMER - STAPLES							
250	Church & Dwight Inc	33 65	8,413 50	44 20	11,050 00	2 8	1 5
100	Kellogg Co	50 16	5,015 91	53 19	5,319 00	1 3	3 0
50	McDonald's Corp	54 78	2,739 22	87 82	4,391 00	1 1	2 8
			16,168 63		20,760 00	5 2	2 2
MEDICAL PRODUCTS & SERVICES							
75	Abbott Laboratories	41 25	3,093 43	51 14	3,835 50	1 0	3 4
50	Celgene Corporation	61 36	3,067 93	61 91	3,095 50	0 8	0 0
200	Idexx Labs	25 33	5,066 15	68 97	13,794 00	3 5	0 0
50	Shire Ltd Spons ADR	66 87	3,343 33	93 93	4,696 50	1 2	0 4
40	Stryker Corp	40 92	1,636 80	47 13	1,885 20	0 5	0 8
			16,207 64		27,306 70	6 9	0 6
	COMMON STOCK Total		149,600 77		214,377 13	53 8	1 1
MONEY MKT FUNDS/CASH							
	Interest Earning Cash Reserves		54,634 28		54,634 28	13 7	0 1
			54,634 28		54,634 28	13 7	0 1
TREASURY BILLS							
25,000 00	U S Treasury Bill 0 000% Due 12-22-11	100 07	25,016 95	100 00	24,999 17	6 3	0 0
			25,016 95		24,999 17	6 3	0 0

Carderock Capital Management, Inc.

PORTFOLIO APPRAISAL

The Marguerite G. Cooley Foundation Trust

Anthony T. Williams, Trustee

Richard H. Schoenfeld, Trustee

September 30, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
TOTAL PORTFOLIO			333,947.75		398,612.49	100.0	1.6

Carderock Capital Management, Inc.

REALIZED GAINS AND LOSSES

The Marguerite G. Cooley Foundation Trust
Anthony T. Williams, Trustee
Richard H. Schoenfeld, Trustee
From 10-01-10 Through 09-30-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-14-07	10-05-10	25	Procter & Gamble Co	1,697	1,520		-177
05-24-10	12-01-10	25,000	Fedl Home Loan Bank Multi-Step Coupon Bond 2 000% Due 06-17-20	25,000	24,937	-62	
03-03-10	02-07-11	50	Dolby Laboratories Inc	2,808	2,741	-67	
02-25-10	02-25-11	50	Dolby Laboratories Inc	2,579	2,541	-37	
03-03-10	03-02-11	100	Cisco Systems	2,495	1,842	-653	
09-18-09	03-02-11	50	Cisco Systems	1,179	921		-259
09-18-09	03-17-11	150	Cisco Systems	3,538	2,550		-988
01-29-04	03-17-11	75	Johnson & Johnson	4,054	4,347		293
05-14-10	05-09-11	50	Central Fund Of Canada	763	1,066	302	
09-03-10	06-10-11	25,000	Fedl Farm Credit Bank 1 040% Due 09-09-13	25,000	25,000	0	
09-18-09	06-10-11	75	America Movil SAB de CV Spons ADR	3,419	3,591		172
04-09-09	06-10-11	25	Flowserve Corp	1,623	2,647		1,024
04-09-09	06-10-11	50	Netease com ADS	1,426	2,085		658
09-18-09	06-10-11	50	Trimble Navigation Ltd	1,265	1,926		661
04-09-09	07-29-11	50	Amphenol Corp New Cl A	1,513	2,447		934
04-09-09	07-29-11	50	Quest Diagnostics	2,423	2,702		279
09-24-04	07-29-11	75	Emerson Electric Co	2,332	3,689		1,356
04-09-09	07-29-11	25	Flowserve Corp	1,623	2,500		877
12-01-03	07-29-11	35	Stryker Corp	1,432	1,880		448
03-20-09	07-29-11	100	Teva Pharmaceutical	4,424	4,670		246
09-18-09	07-29-11	75	Trimble Navigation Ltd	1,897	2,660		762
04-06-11	09-21-11	50	Endo Pharmaceuticals Holdings Inc	2,042	1,424	-618	
10-21-10	09-21-11	100	Endo Pharmaceuticals Holdings Inc	3,590	2,849	-741	
09-14-07	09-21-11	50	Procter & Gamble Co	3,393	3,175		-219
05-18-07	09-22-11	25	Apache Corporation	1,940	2,135		195
TOTAL GAINS						302	7,907
TOTAL LOSSES						-2,179	-1,643
				103,457	**107,844**	**-1,876**	**6,264**
TOTAL REALIZED GAIN/LOSS			4,388				