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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

2010

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

For calendar year 2010, or tax year beginning December 1, 2010 **, 2010, and ending** November 30, **, 20** 11

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 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) 6624 Fannin, Suite 1640 | Room/suite | 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 type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i> | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)</i> | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 1261 | 1261 | 1261 | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 84824 | | | |
| | 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 | 86085 | 1261 | 1261 | | |
| 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 | | | | |
| | 23 Other expenses (attach schedule) | | | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 15000 | 15000 | 15000 | |
| | 25 Contributions, gifts, grants paid | 308625 | | | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 323625 | -13739 | 15000 | | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | -237540 | | | | |
| b Net investment income (if negative, enter -0-) | | 0 | | | |
| 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 | 60428 | 2767 | 2767 | |
| | 2 | Savings and temporary cash investments | | | | |
| | 3 | Accounts receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 4 | Pledges receivable ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10a | Investments—U.S. and state government obligations (attach schedule) | | | | |
| | b | Investments—corporate stock (attach schedule) | 179877 | 0 | 0 | |
| | 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 I) | 240307 | 2767 | 2767 | | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | None | None | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here . . . ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31. | | | | | |
| | 27 | Capital stock, trust principal, or current funds | None | None | | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| 30 | Total net assets or fund balances (see page 17 of the instructions) | | | | | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 240307 | 2767 | | | |

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 | 240307 |
| 2 | Enter amount from Part I, line 27a | 2 | -237540 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 2767 |
| 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 | 2767 |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|--|---|
| 1a | See Statement 5 | | | |
| b | | | | |
| 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 | |
| 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)) |
| 2009 | 308625 | 240307 | 1.284294 |
| 2008 | 89136 | 370241 | .240751 |
| 2007 | 122850 | 528559 | .232424 |
| 2006 | 139985 | 403330 | .347073 |
| 2005 | 191062 | 507730 | .376306 |
| 2 | Total of line 1, column (d) | | 2 2.480848 |
| 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 .4961696 |
| 4 | Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | | 4 107170 |
| 5 | Multiply line 4 by line 3 | | 5 53174 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | | 6 0 |
| 7 | Add lines 5 and 6 | | 7 53174 |
| 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 308625 |

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 0 |
| 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 | 0 |
| 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 | 2010 estimated tax payments 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 | 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 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | |

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 2010 or the taxable year beginning in 2010 (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 ▶ <u>15</u> | | | |
| 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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | 16 | | |

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 22 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | 1b | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? | 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" 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 22 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 checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>) | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | ✓ |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? | 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)? Yes No
 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
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. **6b**
- 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 |
|----------------------|---|---|---|---------------------------------------|
| See 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 **7c**

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 | 79686 |
| b | Average of monthly cash balances | 1b | 29116 |
| c | Fair market value of all other assets (see page 25 of the instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 108802 |
| 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 | 108802 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | 4 | 1632 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 107170 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 5359 |

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 | 5359 |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | None |
| b | Income tax for 2010. (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 | 5359 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 5359 |
| 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 | 5359 |

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 | 323625 |
| 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 | 323625 |
| 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 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 323625 |

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 2009 | (c) 2009 | (d) 2010 |
|-----------|--|---------------|----------------------------|-------------|-------------|
| 1 | Distributable amount for 2010 from Part XI, line 7 | | | | |
| 2 | Undistributed income, if any, as of the end of 2010: | | | | |
| a | Enter amount for 2009 only | | | None | |
| b | Total for prior years: 20 __, 20 __, 20 __ | | None | | |
| 3 | Excess distributions carryover, if any, to 2010: | | | | |
| a | From 2005 | 159352 | | | |
| b | From 2006 | 112346 | | | |
| c | From 2007 | 118436 | | | |
| d | From 2008 | 73394 | | | |
| e | From 2009 | 74544 | | | |
| f | Total of lines 3a through e | 538072 | | | |
| 4 | Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u>323625</u> | | | | |
| a | Applied to 2009, 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 2010 distributable amount | | | | |
| e | Remaining amount distributed out of corpus | 318266 | | | |
| 5 | Excess distributions carryover applied to 2010 (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 | 856338 | | | |
| 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 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions | | | None | |
| f | Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 | | | | 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 2005 not applied on line 5 or line 7 (see page 27 of the instructions) | 159352 | | | |
| 9 | Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 696986 | | | |
| 10 | Analysis of line 9: | | | | |
| a | Excess from 2006 | 112346 | | | |
| b | Excess from 2007 | 118436 | | | |
| c | Excess from 2008 | 73394 | | | |
| d | Excess from 2009 | 74544 | | | |
| e | Excess from 2010 | 318266 | | | |

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 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 | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | |
| 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 Fannain, Suite 1640, Houston, TX 77030; 713-799-2700

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

Statement 1

Denton A. Cooley Foundation

TIN: 74-6053213

Accounting and Administrative Fees

\$ 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, TX 77030

President & Board of Trustees

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

Vice-president & Board of Trustees

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

Treasurer

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

Secretary

Denton A. Cooley Foundation
Check Detail
 December 2010 through November 2011

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 07/10/12

| Type Num | Date | Name | Name Address | Name Street1 | Name City | Name | Name Zip | Paid Amount |
|----------|------------|---------------------------|---|-----------------------------|-------------|------|------------|-------------|
| Che323 | 12/13/2010 | Covenant House | Fairview Station P.O. Box 66330 Houston, Texas 772... | Fairview Station | Houston | TX | 77266-6330 | -100 00 |
| TOTAL | | | | | | | | -100 00 |
| Che324 | 12/13/2010 | Fraser's Friends | Texas Children's Hospital P.O. Box 300630 MC 4-44 .. | Texas Children's Hospital | Houston | TX | 77230-0630 | -100 00 |
| TOTAL | | | | | | | | -100 00 |
| Che325 | 12/13/2010 | Institute for Spiritua... | c/o John K. Graham, MD, D Min 800 Greenbrier 3229... | c/o John K. Graham, MD, ... | Houston | TX | 77054 | -500 00 |
| TOTAL | | | | | | | | -500 00 |
| Che326 | 12/13/2010 | Lillehei Heart Institute | 312 Church St. southwest, NHH 4-105 Minneapolis, ... | 312 Church St. southwest.. | Minneapolis | MN | 55455 | -50 00 |
| TOTAL | | | | | | | | -50 00 |
| Che327 | 12/13/2010 | National Federation ... | Of Texas PMB 467 1807 Slaughter Lane #200 | Of Texas | Austin | TX | 78748 | -50 00 |
| TOTAL | | | | | | | | -50 00 |
| Che328 | 12/13/2010 | Harris County Hospi... | P.O. Box 301168 Houston, Texas 77230 | P.O. Box 301168 | Houston | TX | 77230 | -100 00 |
| TOTAL | | | | | | | | -100 00 |
| Che329 | 12/13/2010 | Holly Hall Retireme... | 2000 Holly Hall St. Houston, TX 77054-4029 | 2000 Holly Hall St. | Houston | TX | 77054-4029 | -250 00 |
| TOTAL | | | | | | | | -250 00 |
| Che330 | 12/13/2010 | Texas Heart Institute | P.O. Box 20269 Houston, Texas 77225 | P.O. Box 20269 | Houston | TX | 77225 | -3,500 00 |
| TOTAL | | | | | | | | -3,500 00 |

Denton A. Cooley Foundation
Check Detail
 December 2010 through November 2011

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 07/10/12

| Type Num | Date | Name | Name Address | Name Street1 | Name City | Name .. | Name Zip | Paid Amount |
|----------|------------|------------------------|--|---------------------------|-----------|---------|------------|-------------|
| Che#31 | 12/13/2010 | Open Door Mission | P.O. Box 9356 Houston, Texas 77261-9356 | P.O. Box 9356 | Houston | TX | 77261-9356 | |
| TOTAL | | | | | | | | -50 00 |
| Che#32 | 12/13/2010 | Salvation Army | P.O. Box 203614 Houston, Texas 77216-0562 | P.O. Box 203614 | Houston | TX | 77216-0562 | |
| TOTAL | | | | | | | | -50 00 |
| Che#33 | 12/15/2010 | President's Associa.. | UT Austin P.O 7458 Austin, Texas 78713-7458 | UT Austin | Austin | TX | 78713-7458 | |
| TOTAL | | | | | | | | -1,250 00 |
| Che#34 | 12/15/2010 | American surgical A... | 900 Cummings Center, Suite 221-J Beverly, MA 01915 | 900 Cummings Center, S... | Beverly. | MA | 01915 | |
| TOTAL | | | | | | | | -100 00 |
| Che#35 | 12/29/2010 | Texas Heart Institute | P.O. Box 20269 Houston, Texas 77225 | P.O. Box 20269 | Houston | TX | 77225 | |
| TOTAL | | | | | | | | -100 00 |
| Che#36 | 12/29/2010 | Amazing Place | P.O. Box 27360 Houston, Texas 77227 | P.O. Box 27360 | Houston | TX | 77227 | |
| TOTAL | | | | | | | | -100 00 |
| Che#37 | 12/29/2010 | The Gathering Place | P.O. Box 35561 Houston, Texas 77235 | P.O. Box 35561 | Houston | TX | 77235 | |
| TOTAL | | | | | | | | -100 00 |
| Che#38 | 12/29/2010 | Phi Beta Kappa Alu... | P.O. Box 25283 Housoth, Texas 77265-5283 | P.O. Box 25283 | Housoth | TX | 77265-5283 | |
| TOTAL | | | | | | | | -250 00 |
| Che#39 | 12/29/2010 | UTHSC-Houston | 7000 Fannin #1200 Houston, Texas 77030 | 7000 Fannin #1200 | Houston | TX | 77030 | |
| TOTAL | | | | | | | | -100 00 |

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| Type Num | Date | Name | Name Address | Name Street1 | Name City | Name ... | Name Zip | Paid Amount |
|----------|------------|-------------------------|--|-----------------------------|-------------|----------|------------|-------------|
| Che3340 | 12/29/2010 | Glenwood Cemetary... | 2525 Washington Ave. Houston, Texas 77007 | 2525 Washington Ave. | Houston | TX | 77007 | -100.00 |
| TOTAL | | | | | | | | -100.00 |
| Che3341 | 12/29/2010 | Yale University Sch... | Offi ce of Development P.O. Box 7611 New Haven, C... | Offi ce of Development | New Haven | CT | 06519-0611 | -200.00 |
| TOTAL | | | | | | | | -200.00 |
| Che3342 | 1/11/2011 | Texas Heart Institute | P.O. Box 20269 Houston, Texas 77225 | P O. Box 20269 | Houston | TX | 77225 | -100.00 |
| TOTAL | | | | | | | | -100.00 |
| Che3343 | 1/11/2011 | Texas State History . | P.O. Box 996 San Antonio, TX 78294-0996 | P.O. Box 996 | San Antonio | TX | 78294-0996 | -5,000.00 |
| TOTAL | | | | | | | | -5,000.00 |
| Che3344 | 1/17/2011 | PARTNERS | UT Health School of Nursing 6901 Bertner #868 Hou... | UT Health School of Nurs... | Houston | TX | 77030 | -3,000.00 |
| TOTAL | | | | | | | | -3,000.00 |
| Che3345 | 2/14/2011 | Soma International f... | 11111 Wickdale Dr. Houston, Texas 77024 | 11111 Wickdale Dr. | Houston | TX | 77024 | -100.00 |
| TOTAL | | | | | | | | -100.00 |
| Che3346 | 2/14/2011 | Harris County Hospi... | P.O. Box 301168 Houston, Texas 77230 | P.O. Box 301168 | Houston | TX | 77230 | -200.00 |
| TOTAL | | | | | | | | -200.00 |
| Che3347 | 2/14/2011 | Galveston Historical... | 502 20th St. Galveston, TX 77550-2014 | 502 20th St. | Galveston | TX | 77550-2014 | -200.00 |
| TOTAL | | | | | | | | -200.00 |
| Che3348 | 2/14/2011 | Sheltering Arms Se... | 3838 Aberdeen Way Houston, Texas 77025 | 3838 Aberdeen Way | Houston | TX | 77025 | -200.00 |
| TOTAL | | | | | | | | -200.00 |

Denton A. Cooley Foundation
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 December 2010 through November 2011

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| Type Num | Date | Name | Name Address | Name Street1 | Name City | Name .. | Name Zip | Paid Amount |
|----------|-----------|------------------------|--|---------------------------|-----------|---------|------------|-------------|
| Che3249 | 2/14/2011 | Rotary Club of Hous... | P O. Box 690673 Houston, Texas 77269-0673 | P. O. Box 690673 | Houston | TX | 77269-0673 | -250.00 |
| TOTAL | | | | | | | | -250.00 |
| Che3250 | 2/14/2011 | Longhorn Foundation | Univ. of Texas @ Austin P.O. Box 13178 Austin, Texa... | Univ. of Texas @ Austin | Austin | TX | 78711-3178 | -4,000.00 |
| TOTAL | | | | | | | | -4,000.00 |
| Che3251 | 2/14/2011 | Tau Trustees Educa... | P.O. Box 5021 Austin, TX 78763-5021 | P.O. Box 5021 | Austin | TX | 78763-5021 | -25,000.00 |
| TOTAL | | | | | | | | -25,000.00 |
| Che3252 | 3/24/2011 | Brazos High School | P O Box 458 Wallis, TX 77485 | P.O. Box 458 | Wallis | TX | 77485 | -250.00 |
| TOTAL | | | | | | | | -250.00 |
| Che3253 | 3/24/2011 | Communities in Sch . | 1235 North Loop West #300 Houston, TX 77008 | 1235 North Loop West #300 | Houston | TX | 77008 | -500.00 |
| TOTAL | | | | | | | | -500.00 |
| Che3254 | 3/24/2011 | Episcopal High Sch... | P.O. Box 271299 Houston, Texas 77277-1299 | P.O. Box 271299 | Houston | TX | 77277-1299 | -250.00 |
| TOTAL | | | | | | | | -250.00 |
| Che3255 | 3/24/2011 | Asia Society | 4605 Post Oak Place #205 Houston, Texas 77027 | 4605 Post Oak Place #205 | Houston | TX | 77027 | -100.00 |
| TOTAL | | | | | | | | -100.00 |
| Che3256 | 3/24/2011 | Episcopal High Sch... | P.O. Box 271299 Houston, Texas 77277-1299 | P.O. Box 271299 | Houston | TX | 77277-1299 | -100.00 |
| TOTAL | | | | | | | | -100.00 |
| Che3257 | 4/4/2011 | Escape Family Reso... | 3210 Eastside Houston, Texas 77098-1912 | 3210 Eastside | Houston | TX | 77098-1912 | -800.00 |
| TOTAL | | | | | | | | -800.00 |

Denton A. Cooley Foundation
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| Type Num | Date | Name | Name Address | Name Street1 | Name City | Name ... | Name Zip | Paid Amount |
|----------|-----------|--------------------------|--|--------------------------------|-----------|----------|------------|-------------|
| Che358 | 4/5/2011 | Texas Heart Institute | P.O. Box 20269 Houston, Texas 77225 | P.O. Box 20269 | Houston | TX | 77225 | -100.00 |
| TOTAL | | | | | | | | -100.00 |
| Che359 | 4/7/2011 | Heart Exchange | 6720 Bertner, MC 4-129 Houston, Texas 77030-2604 | 6720 Bertner, MC 4-129 | Houston | TX | 77030-2604 | -1,000.00 |
| TOTAL | | | | | | | | -1,000.00 |
| Che360 | 4/7/2011 | Houston Zoo | P.O. Box 4759 Houston, Texas 77210-9862 | P.O. Box 4759 | Houston | TX | 77210-9862 | -250.00 |
| TOTAL | | | | | | | | -250.00 |
| Che361 | 4/15/2011 | Planned Parenthood | Development Office, 4th Floor 4600 Gulf Freeway Ho.. | Development Office, 4th. | Houston | TX | 77023 | -50.00 |
| TOTAL | | | | | | | | -50.00 |
| Che362 | 4/20/2011 | University of St. Tho... | Office of Institutional Advancement 3800 Montrose B... | Office of Institutional Adv... | Houston | TX | 77006-4626 | -100.00 |
| TOTAL | | | | | | | | -100.00 |
| Che363 | 5/3/2011 | UTHSC-Houston | 7000 Fannin #1200 Houston, Texas 77030 | 7000 Fannin #1200 | Houston | TX | 77030 | -250,000.00 |
| TOTAL | | | | | | | | -250,000.00 |
| Che364 | 5/17/2011 | Kappa Sigma Rush/... | 1002 West 26th St Austin, Texas 78705 | 1002 West 26th St. | Austin | TX | 78705 | -200.00 |
| TOTAL | | | | | | | | -200.00 |
| Che365 | 5/17/2011 | Texas Heart Institute | P.O. Box 20269 Houston, Texas 77225 | P.O. Box 20269 | Houston | TX | 77225 | -100.00 |
| TOTAL | | | | | | | | -100.00 |
| Che366 | 5/17/2011 | Salvation Army | P.O. Box 203614 Houston, Texas 77216-0562 | P.O. Box 203614 | Houston | TX | 77216-0562 | -100.00 |
| TOTAL | | | | | | | | -100.00 |

Denton A. Cooley Foundation
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 07/10/12

| Type Num | Date | Name | Name Address | Name Street1 | Name City | Name ... | Name Zip | Paid Amount |
|----------|-----------|------------------------|--|------------------------------|---------------|----------|------------|-------------|
| Che367 | 5/17/2011 | DBSA Greater houst... | 3800 Buffalo speedway #300 Houston, Texas 77098-3... | 3800 Buffalo speedway #... | Houston | TX | 77098-3706 | -100.00 |
| TOTAL | | | | | | | | -100.00 |
| Che368 | 5/17/2011 | Orchard Volunteer F... | P.O. Box 175 Orchard, TX 77464 | P.O. Box 175 | Orchard | TX | 77464 | -250.00 |
| TOTAL | | | | | | | | -250.00 |
| Che369 | 6/13/2011 | San Jacinto Museu... | One Monument Circle LaPorte, TX 77571 | One Monument Circle | LaPorte | TX | 77571 | -125.00 |
| TOTAL | | | | | | | | -125.00 |
| Che370 | 6/13/2011 | Teach for America | 4669 Southwest Freeway #600 Houston, Texas 77027 | 4669 Southwest Freeway .. | Houston | TX | 77027 | -200.00 |
| TOTAL | | | | | | | | -200.00 |
| Che371 | 6/15/2011 | Houston Eye Associ.. | 2855 Gramercy Houston, Texas 77025 | 2855 Gramercy | Houston | TX | 77025 | -500.00 |
| TOTAL | | | | | | | | -500.00 |
| Che372 | 6/15/2011 | Texas Heart Institute | P.O. Box 20269 Houston, Texas 77225 | P.O. Box 20269 | Houston | TX | 77225 | -100.00 |
| TOTAL | | | | | | | | -100.00 |
| Che373 | 7/6/2011 | The Living Bank | P.O. Box 6725 Houston, Texas 77265 | P.O. Box 6725 | Houston | TX | 77265 | -100.00 |
| TOTAL | | | | | | | | -100.00 |
| Che374 | 7/6/2011 | Jamaica Beach VFD | 5355 Jamaica Beach Jamaica Beach, TX 77554 | 5355 Jamaica Beach | Jamaica Beach | TX | 77554 | -200.00 |
| TOTAL | | | | | | | | -200.00 |
| Che375 | 7/6/2011 | Houston Communit. . | 3100 Main, Suite 12B12 (MC 1148) Houston, Texas 7. . | 3100 Main, Suite 12B12 (...) | Houston | TX | 77002 | -250.00 |
| TOTAL | | | | | | | | -250.00 |

Denton A. Cooley Foundation
Check Detail

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07/10/12

| Type Num | Date | Name | Name Address | Name Street1 | Name City | Name ... | Name Zip | Paid Amount |
|----------|-----------|-------------------------|--|---------------------------|-----------|----------|------------|-------------|
| Che3276 | 7/11/2011 | Texas Heart Institute | P.O. Box 20269 Houston, Texas 77225 | P.O. Box 20269 | Houston | TX | 77225 | -100 00 |
| TOTAL | | | | | | | | -100 00 |
| Che3277 | 7/13/2011 | Trinity Episcopal Ch... | 1015 Holman St. Houston, Texas 77004 | 1015 Holman St. | Houston | TX | 77004 | -500 00 |
| TOTAL | | | | | | | | -500 00 |
| Che3278 | 7/13/2011 | Communities in Sch... | 1235 North Loop West #300 Houston, TX 77008 | 1235 North Loop West #300 | Houston | TX | 77008 | -250 00 |
| TOTAL | | | | | | | | -250 00 |
| Che3279 | 7/13/2011 | Communities in Sch... | 1235 North Loop West #300 Houston, TX 77008 | 1235 North Loop West #300 | Houston | TX | 77008 | -250 00 |
| TOTAL | | | | | | | | -250 00 |
| Che3280 | 7/21/2011 | American College of .. | American College of Surgeons Foundation 633 N. Sa... | 633 N. Saint Clair St. | Chicago | IL | 60611-3211 | -2,750 00 |
| TOTAL | | | | | | | | -2,750 00 |
| Che3281 | 7/21/2011 | Orchard Volunteer F... | P O. Box 175 Orchard, TX 77464 | P O. Box 175 | Orchard | TX | 77464 | -100 00 |
| TOTAL | | | | | | | | -100 00 |
| Che3282 | 7/28/2011 | Harris County Hospi... | P.O. Box 301168 Houston, Texas 77230 | P O Box 301168 | Houston | TX | 77230 | -250 00 |
| TOTAL | | | | | | | | -250 00 |
| Che3283 | 8/30/2011 | Boys & Girls Country | 18806 Roberts Road Hockley, Texas 77477 | 18806 Roberts Road | Hockley | TX | 77477 | -100 00 |
| TOTAL | | | | | | | | -100 00 |
| Che3284 | 9/1/2011 | Holly Hall Retireme... | 2000 Holly Hall St Houston, TX 77054-4029 | 2000 Holly Hall St | Houston | TX | 77054-4029 | -250 00 |
| TOTAL | | | | | | | | -250 00 |

Denton A. Cooley Foundation
Check Detail
 December 2010 through November 2011

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 07/10/12

| Type Num | Date | Name | Name Address | Name Street1 | Name City | Name | Name Zip | Paid Amount |
|----------|------------|-------------------------|---|------------------------|-----------|------|------------|-------------|
| Che385 | 9/21/2011 | The Health Museum | 1515 Hermann Dr. Houston, Texas 77004-7126 | 1515 Hermann Dr. | Houston | TX | 77004-7126 | -250 00 |
| TOTAL | | | | | | | | -250 00 |
| Che386 | 9/21/2011 | Trinity Episcopal Ch... | 1015 Holman St. Houston, Texas 77004 | 1015 Holman St | Houston | TX | 77004 | -200 00 |
| TOTAL | | | | | | | | -200 00 |
| Che387 | 9/21/2011 | Junior League of Ho. | 1811 Bnar Oaks Lane Houston, Texas 77027 | 1811 Briar Oaks Lane | Houston | TX | 77027 | -250 00 |
| TOTAL | | | | | | | | -250 00 |
| Che388 | 9/21/2011 | Assistance League | 1902 Commonwealth Houston, Texas 77006-1836 | 1902 Commonwealth | Houston | TX | 77006-1836 | -150 00 |
| TOTAL | | | | | | | | -150 00 |
| Che389 | 9/21/2011 | Harris County Hospi... | P.O. Box 301168 Houston, Texas 77230 | P.O. Box 301168 | Houston | TX | 77230 | -1,000 00 |
| TOTAL | | | | | | | | -1,000 00 |
| Che390 | 9/21/2011 | American Heart Ass.. | | | | | | -100 00 |
| TOTAL | | | | | | | | -100 00 |
| Che391 | 9/21/2011 | Brazos High School | P O. Box 458 Wallis, TX 77485 | P.O. Box 458 | Wallis | TX | 77485 | -250 00 |
| TOTAL | | | | | | | | -250 00 |
| Che392 | 9/21/2011 | Hermann Park Cons... | 6201 A Golf Course Dr. Houston, Texas 77030 | 6201 A Golf Course Dr. | Houston | TX | 77030 | -100 00 |
| TOTAL | | | | | | | | -100 00 |
| Che393 | 10/13/2011 | Thoracic Surgery Di.. | Wilcox Award Fund 633 N. Saint Clair St., 23 Fir Chi... | Wilcox Award Fund | Chicago | IL | 60611 | -200 00 |
| TOTAL | | | | | | | | -200 00 |

Denton A. Cooley Foundation
Check Detail
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1:29 PM
 07/10/12

| Type Num | Date | Name | Name Address | Name Street1 | Name City | Name | Name Zip | Paid Amount |
|----------|------------|-----------------------|---|--------------------------|-----------|------|----------|--------------------|
| Che#2894 | 10/13/2011 | Houston Aphasia R... | 3701 Briarpark Dr., #310 Houston, Texas 77042 | 3701 Briarpark Dr., #310 | Houston | TX | 77042 | |
| TOTAL | | | | | | | | -300.00 -300.00 |
| Che#2895 | 11/2/2011 | Houston Food Bank | 3811 Eastex Freeway Houston, Texas 77026 | 3811 Eastex Freeway | Houston | TX | 77026 | |
| TOTAL | | | | | | | | -100.00 -100.00 |
| Che#2896 | 11/2/2011 | The Rise School | Golf Classic 8080 North Stadium Drive Houston, Tex .. | Golf Classic | Houston | TX | 77054 | |
| TOTAL | | | | | | | | -100.00 -100.00 |
| Che#2897 | 11/2/2011 | The Children's Fund | | | | | | |
| TOTAL | | | | | | | | -250.00 -250.00 |
| Che#2898 | 11/2/2011 | Texas Heart Institute | P.O. Box 20269 Houston, Texas 77225 | P.O. Box 20269 | Houston | TX | 77225 | |
| TOTAL | | | | | | | | -100.00 -100.00 |

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 specific rule provided in the specific instructions for Form 990-PF, 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> |
|---------------|----------------------|------------------|-----------------------|-------------------|--------------------|
| Intel Corp | 6/3/1998 | 4/13/2011 | \$ 39,281 | \$ 35,548 | \$ 3,733 |
| Noble Corp. | 12/14/2007 | 2/23/2011 | \$ 42,845 | \$ 54,080 | \$ (11,235) |
| Kinder Morgan | 4/1/1998 | 4/13/2011 | \$ 147,833 | \$ 72,775 | \$ 75,058 |
| Merck | 9/14/1994 | 4/13/2011 | \$ 33,533 | \$ 16,265 | \$ 17,268 |
| | | | \$ 263,492 | \$ 178,668 | \$ 84,824 |

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 | \$ 36,757 | \$ - | \$ - |
| Kinder Morgan | \$ 72,775 | \$ - | \$ - |
| Merck | \$ 16,265 | \$ - | \$ - |
| Noble Corp | \$ 54,080 | \$ - | \$ - |
| | \$ 179,877 | \$ - | \$ - |