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

2011

For calendar year 2011, or tax year beginning Oct 1 **, 2011, and ending** Sep 30 **, 2012**

Name of foundation: THE MARGUERITE G COOLEY FOUNDATION

A Employer identification number: 57-1168559

Number and street (or P O box number if mail is not delivered to street address): 2 WISCONSIN CIRCLE — Room/suite: 500

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

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

C If exemption application is pending, check here ☐

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

D 1 Foreign organizations, check here ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 425,910.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________ (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	5.	5.		
	4 Dividends and interest from securities	7,241.	7,241.		
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	1,145.			
	b Gross sales price for all assets on line 6a 124,377.				
	7 Capital gain net income (from Part IV, line 2)		1,145.		
	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) KINDER MORGAN ENERGY PARTNERS LP	-369.	-369.		
	12 **Total.** Add lines 1 through 11	8,022.	8,022.	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)	2,150.			
	c Other prof fees (attach sch)	5,000.	5,000.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	365.	76.		
	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	517.	191.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8,032.	5,267.		
	25 Contributions, gifts, grants paid	21,250.			21,250.
	26 **Total expenses and disbursements.** Add lines 24 and 25	29,282.	5,267.		21,250.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-21,260.			
	b **Net investment income** (if negative, enter -0-)		2,755.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash – non-interest-bearing	54,634.		
	2 Savings and temporary cash investments		24,741.	24,741.
	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 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	75,042.	25,015.	24,998.
	b Investments – corporate stock (attach schedule) L-10b Stmt	149,601.	183,816.	297,412.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	54,671.	80,811.	80,454.
	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)	0.	-1,695.	-1,695.
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	333,948.	312,688.	425,910.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	333,948.	312,688.	
	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 instructions)	333,948.	312,688.	
	31 Total liabilities and net assets/fund balances (see instructions)	333,948.	312,688.	

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	333,948.
2	Enter amount from Part I, line 27a	2	-21,260.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	312,688.
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	312,688.

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	32,599.		33,714.	-1,115.
b	91,778.		89,518.	2,260.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(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	
a				-1,115.
b	0.	0.	0.	2,260.
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	1,145.
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 instructions). If (loss), enter -0- in Part I, line 8	3	-1,115.

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? [X] 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))
2010			
2009			
2008			
2007			
2006			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

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 instrs) 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	55.
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	55.
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	55.
6 Credits/Payments:		
a 2011 estimated tax pmts and 2010 overpayment credited to 2011 — 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	55.
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 2012 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?	2		X
If 'Yes,' attach a detailed description of the activities			
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?	5		X
If 'Yes,' attach the statement required by General Instruction T			
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 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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	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 2011, 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
1a	During the year did the foundation (either directly or indirectly):				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 2011?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		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 2011 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 2011)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

		Yes	No
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
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

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	373,421.
b Average of monthly cash balances		1b	39,688.
c Fair market value of all other assets (see instructions)		1c	-1,695.
d **Total** (add lines 1a, b, and c)		1d	411,414.
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	411,414.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	6,171.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	405,243.
6 **Minimum investment return.** Enter 5% of line 5		6	20,262.

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	20,262.
2a Tax on investment income for 2011 from Part VI, line 5	2a 55.		
b Income tax for 2011 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	55.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	20,207.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	20,207.
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	20,207.

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	21,250.
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	21,250.
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	21,250.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				20,207.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			19,706.	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011.				
a From 2006 0.				
b From 2007 0.				
c From 2008 0.				
d From 2009 0.				
e From 2010 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 21,250.				
a Applied to 2010, but not more than line 2a			19,706.	
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 2011 distributable amount				1,544.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 *(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 2010 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				18,663.
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 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007 0.				
b Excess from 2008 0.				
c Excess from 2009 0.				
d Excess from 2010 0.				
e Excess from 2011 0.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
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 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	2,500.
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	8,500.
MANY HANDS, INC PO BOX 15048 CHEVY CHASE MD 20825	NONE	501(C) (3)	CHARITABLE	1,000.
HEALTH IN HARMONY 4110 SE HAWTHORNE, #246 PORTLAND OR 97214	NONE	501 (C) (3)	CHARITABLE	250.
BOKOMOSA YOUTH GROUP 8804 POSTOAK ROAD POTOMAC MD 20854	NONE	501 (C) (3)	CHARITABLE	1,000.
WASHINGTON NATIONAL CATHEDRAL 3101 WISCONSIN AVE, NW WASHINGTON DC 20016	NONE	501 (C) (3)	RELIGIOUS	1,000.
WASHINGTON & LEE UNIVERSITY LEXINGTON LEXINGTON VA 24450	NONE	501 (C) (3)	EDUCATIONAL	1,000.
TREKKING FOR KIDS 54 NORTH 340 WEST OREM UT 84057	NONE	501 (C) (3)	CHARITABLE	1,000.
Total			► **3a**	21,250.
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 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	5.	
4 Dividends and interest from securities			14	7,241.	
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	1,145.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a MISC INCOME			14	-369.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				8,022.	

13 Total. Add line 12, columns (b), (d), and (e) 13 8,022.

(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 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) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 11/1/2012 | Title Trustee

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SCOTT L WICHANSKY		10/19/12		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

Carderock Capital Management, Inc.

REALIZED GAINS AND LOSSES

The Marguerite G. Cooley Foundation Trust
Anthony T. Williams, Trustee
Richard H. Schoenfeld, Trustee
From 10-01-11 Through 09-30-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
04-01-10	10-05-11	25	CNOOC Ltd Spons ADR	4,250 94	3,863 17		-387 77
04-01-10	10-06-11	10	Apple Computer Inc	2,352 58	3,745 99		1,393 41
10-31-08	12-13-11	100	Kellogg Co	5,015 91	4,867 90		-148 01
12-18-09	12-30-11	25,000	Fedl Home Loan Bank 2 150% Due 12-30-13	25,000 00	25,000 00		0 00
06-23-11	01-18-12	25,000	Fedl Natl Mtg Assn Multi-Step Coupon Bond 1 500% Due 07-18-16	25,025 00	25,000 00	-25 00	
05-14-10	04-27-12	75	Barrick Gold Corp	3,421 55	3,018 46		-403 09
08-18-09	04-27-12	50	C H Robinson Worldwide Inc New	2,739 48	2,946 26		206 78
01-24-12	06-19-12	50	Celgene Corporation	3,714 40	3,342 57	-371 83	
08-18-09	06-19-12	50	C H Robinson Worldwide Inc New	2,739 48	2,974 48		235 00
02-24-10	06-19-12	100	Oracle Corporation	2,483 00	2,788 09		305 09
03-03-10	06-19-12	100	Rogers Communications Cl B	3,325 54	3,621 37		295 83
04-01-10	06-19-12	75	United Technologies	5,563 50	5,734 90		171 40
04-09-09	07-24-12	50	Netease Inc Spons ADR	1,426 50	2,654 79		1,228 29
12-01-03	07-24-12	40	Stryker Corp	1,636 80	2,003 38		366 58
04-01-10	07-24-12	25	United Technologies	1,854 50	1,796 61		-57 89
09-15-06	07-24-12	10	United Technologies	647 70	718 64		70 94
08-26-10	08-01-12	25,000	Goldman Sachs Group Medium Term Note 3 625% Due 08-01-12	26,000 00	25,000 00		-1,000 00
04-06-11	09-05-12	20	Clean Harbors Inc	1,060 55	1,044 45		-16 10
07-24-12	09-05-12	100	FirstEnergy Corp	4,974 75	4,256 05	-718 70	
TOTAL GAINS						0 00	4,273 32
TOTAL LOSSES						-1,115 53	-2,012 86
				123,232.19	**124,377.11**	**-1,115.53**	**2,260.45**

TOTAL REALIZED GAIN/LOSS 1,144 92

Form 990-PF Part I, Line 6a

Net Gain or Loss From Sale of Assets

2011

Name: THE MARGUERITE G COOLEY FOUNDATION

Employer Identification Number: 57-1168559

Asset Information:

Description of Property: SEE STATEMENT ATTACHED
Date Acquired: Various — How Acquired: Purchased
Date Sold: Various — Name of Buyer:
Sales Price: 124,377. — Cost or other basis (do not reduce by depreciation): 123,232.
Sales Expense: — Valuation Method:
Total Gain (Loss): 1,145. — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Description of Property:
Date Acquired: — How Acquired:
Date Sold: — Name of Buyer:
Sales Price: — Cost or other basis (do not reduce by depreciation):
Sales Expense: — Valuation Method:
Total Gain (Loss): — Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
INCOME TAX	76.	76.		
EXCISE TAX	289.			
Total	365.	76.		

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	191.	191.		
OTHER	326.			
Total	517.	191.		

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			25,015.	24,998.
Total			25,015.	24,998.

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	183,816.	297,412.
Total	183,816.	297,412.

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	80,811.	80,454.
Total	80,811.	80,454.

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	End of Year Fair Market Value
KINDER MORGAN ENERGY PARTNERS LLC	0.	-1,695.	-1,695.
Total	0.	-1,695.	-1,695.

PORTFOLIO APPRAISAL

The Marguerite G. Cooley Foundation Trust

Anthony T. Williams, Trustee

Richard H. Schoenfeld, Trustee

September 30, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
CORPORATE BONDS							
25,000	Cellco Part/Verizon Wireless 7 375% Due 11-15-13	114 68	28,670 75	107 46	26,864 37	6 3	6 9
25,000	Teva Pharmaceutical Fin II/III 3 000% Due 06-15-15	105 89	26,472 50	106 28	26,571 12	6 2	2 8
25,000	Toyota Mtr Crd Corp Mtn BE 2 050% Due 01-12-17	102 67	25,668 00	103 99	25,997 50	6 1	2 0
	Accrued Interest				1,021 20	0 2	
			80,811 25		80,454 20	18 8	3 9
COMMON STOCK							
BASIC MATERIALS & ENERGY							
175	Central Fund Of Canada	15 26	2,671 04	23 81	4,166 75	1 0	0 0
100	Chevron Texaco Corp	110 19	11,018 83	116 56	11,656 00	2 7	2 5
100	Praxair Inc	54 50	5,450 48	103 88	10,388 00	2 4	2 1
225	Questar Corporation	19 48	4,382 61	20 33	4,574.25	1 1	2 8
200	Sigma-Aldrich Corp	29 36	5,872 44	71 97	14,394 38	3 4	1 1
75	Syngenta Adr	37 50	2,812 57	74 85	5,613 75	1 3	1 2
			32,207 98		50,793 13	11 9	1 7
ENGINEERING & INFRASTUCTURE							
50	Cummins Inc	101 58	5,079 11	92 21	4,610 50	1 1	1 1
200	Fastenal Co	12 10	2,421 00	42 99	8,598 00	2 0	1 6
			7,500 11		13,208 50	3 1	1 4
MANUFACTURE & DISTRIBUTION							
150	Ametek Inc	31 60	4,740 00	35 45	5,317 50	1 2	0 7
100	Canadian National Railway Corporation	48 25	4,824 82	88 23	8,823 00	2 1	1 7
300	Danaher Corp	27 24	8,173 50	55 15	16,545 00	3.9	0 1
40	United Technologies	64 77	2,590 80	78 29	3,131 60	0 7	2 2
			20,329 12		33,817 10	7 9	0 8
TECHNOLOGY							
150	Accenture PLC	44 06	6,609 62	70 03	10,504 50	2 5	0 0
75	Citrix Systems	43 98	3,298 50	76 53	5,739 66	1 3	0 0
100	Int'l Business Mach	119 98	11,998 41	207 45	20,745 00	4 9	1 3
100	Oracle Corporation	24 83	2,483 00	31 46	3,146 00	0 7	0 6
401	Taiwan Semiconductor Mfg	9 19	3,686 54	15 82	6,343 82	1 5	2 4
			28,076 07		46,478 98	10 9	0 9
COMMUNICATIONS & MEDIA							
100	Amphenol Corp New Cl A	30 26	3,026 00	58 88	5,888 00	1 4	0 7
20	Apple Computer Inc	352 21	7,044 11	667 10	13,342 10	3 1	0 0
			10,070 11		19,230 10	4 5	0 2

Carderock Capital Management, Inc.
PORTFOLIO APPRAISAL
The Marguerite G. Cooley Foundation Trust
Anthony T. Williams, Trustee
Richard H. Schoenfeld, Trustee
September 30, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
FINANCIAL SERVICES							
150	Fiserv Inc	37 04	5,556 69	74 03	11,104 50	2 6	0 0
			5,556 69		11,104 50	2 6	0 0
BUSINESS SERVICES							
60	Clean Harbors Inc	53 03	3,181.66	48 85	2,931 00	0 7	0 0
200	Ecolab	27 05	5,410 98	64 81	12,962 00	3 0	0 9
75	Express Scripts Holding Co	61 42	4,606 80	62 63	4,697 25	1 1	0 0
			13,199 44		20,590 25	4 8	0 5
CONSUMER - CYCLICAL							
150	O'Reilly Automotive Inc New	40 60	6,090 03	83 62	12,543 00	2 9	0 0
25	Ralph Lauren Corp	161 11	4,027 82	151 23	3,780 75	0 9	0 0
75	Ross Stores	68 16	5,111 81	64 59	4,844 25	1 1	0 9
			15,229 66		21,168 00	5 0	0 2
CONSUMER - STAPLES							
250	Church & Dwight Inc	33 65	8,413 50	53 99	13,497 50	3 2	1 8
50	McDonald's Corp	54 78	2,739 22	91 75	4,587 50	1 1	2 7
50	Whole Foods Market Inc	98 38	4,918 95	97 40	4,870 00	1 1	0 0
			16,071 67		22,955 00	5 4	1 6
MEDICAL PRODUCTS & SERVICES							
200	Abbott Laboratories	56 33	11,266 83	68 56	13,712 00	3 2	3 0
50	Celgene Corporation	61 36	3,067 93	76 40	3,820 00	0 9	0 0
200	Idexx Labs	25 33	5,066 15	99 35	19,870 00	4 6	0 0
75	Novo Nordisk Spons ADR	118 01	8,850 87	157 81	11,835 75	2 8	1 2
50	Shire PLC Spons ADR	66 87	3,343 33	88 70	4,435 00	1 0	0 0
			31,595 11		53,672 75	12 6	1 0
INCOME COMMON							
100	BCE Inc New	39 80	3,979 92	43 94	4,394 00	1 0	4 1
			3,979 92		4,394 00	1 0	4 1
	COMMON STOCK Total		183,815 88		297,412 31	69 6	1 0
MONEY MKT FUNDS/CASH							
	Interest Earning Cash Reserves		24,740 69		24,740 69	5 8	0 1
			24,740 69		24,740 69	5 8	0 1
TREASURY BILLS							
25,000	U S Treasury Bill 0 000% Due 11-15-12	100 06	25,015 35	99 99	24,997 72	5 8	0 0
			25,015 35		24,997 72	5 8	0 0
TOTAL PORTFOLIO			**314,383.17**		**427,604.92**	**100.0**	**1.4**