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

**2011**

Department of the Treasury  
Internal Revenue Service

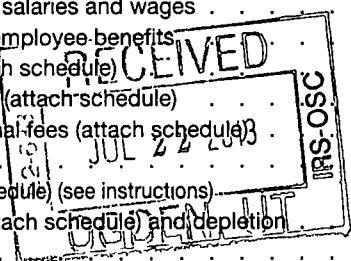
**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements

**For calendar year 2011 or tax year beginning** December 1, 2011, **and ending** November 30, 2012

Name of foundation <b>Denton A. Cooley Foundation</b>		<b>A Employer identification number</b> <b>74-6053213</b>
Number and street (or P O box number if mail is not delivered to street address) <b>6624 Fannin St., Suite 1640</b>	Room/suite	<b>B Telephone number (see instructions)</b> <b>713-799-2700</b>
City or town, state, and ZIP code <b>Houston, TX 77030</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b>	<b>J</b> 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>	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	29545			
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities				
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10				
	<b>b</b> Gross sales price for all assets on line 6a				
	<b>7</b> Capital gain net income (from Part IV, line 2)				
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11					
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)				
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)				
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	None	None	None	
	<b>25</b> Contributions, gifts, grants paid	26044			
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25		0	0		
<b>27</b> Subtract line 26 from line 12:					
<b>a Excess of revenue over expenses and disbursements</b>	-26044				
<b>b Net investment income</b> (if negative, enter -0-)		0			
<b>c Adjusted net income</b> (if negative, enter -0-)			0		

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	2767	6268	6268
	<b>2</b> Savings and temporary cash investments . . . . .			
	<b>3</b> Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	<b>4</b> Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
<b>12</b> Investments—mortgage loans . . . . .				
<b>13</b> Investments—other (attach schedule) . . . . .				
<b>14</b> Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
<b>15</b> Other assets (describe ▶ . . . . .)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	2767	6268	6268	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ . . . . .)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	None	None	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund	None	None		
<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .				
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2767	6268		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> 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) . . . . .	<b>1</b>	2767
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-26044
<b>3</b> Other increases not included in line 2 (itemize) ▶	<b>3</b>	29545
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	6268
<b>5</b> Decreases not included in line 2 (itemize) ▶	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	6268

**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.)
<b>1a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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))	
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	
<b>3</b> 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			<b>3</b>	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	308625	107170	.287977
2009	81050	240307	.337277
2008	89136	370241	.240751
2007	122850	528559	.232424
2006	139985	403330	.347073
<b>2</b> Total of line 1, column (d)			<b>2</b> 4.039111
<b>3</b> 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			<b>3</b> .8078222
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b>
<b>5</b> Multiply line 4 by line 3			<b>5</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b>
<b>7</b> Add lines 5 and 6			<b>7</b>
<b>8</b> 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.			<b>8</b>

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

1a Exempt operating foundations described in section 4940(d)(2), check here... 1 Domestic foundations that meet the section 4940(e) requirements... 2 Tax under section 511... 3 Add lines 1 and 2... 4 Subtitle A (income) tax... 5 Tax based on investment income... 6 Credits/Payments: 6a 2011 estimated tax payments... 6b Exempt foreign organizations... 6c Tax paid with application... 6d Backup withholding... 7 Total credits and payments... 8 Enter any penalty... 9 Tax due... 10 Overpayment... 11 Enter the amount of line 10 to be: Credited to 2012 estimated tax, Refunded

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation... 1b Did it spend more than \$100 during the year... 1c Did the foundation file Form 1120-POL for this year? 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 3 Has the foundation made any changes, not previously reported to the IRS... 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4b 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? 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: 7 Did the foundation have at least \$5,000 in assets at any time during the year? 8a Enter the states to which the foundation reports or with which it is registered... 8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... 9 Is the foundation claiming status as a private operating foundation... 10 Did any persons become substantial contributors during the tax year?

**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 instructions)	11		✓
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		✓
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 ▶ <b>Denton A. Cooley Foundation</b> Telephone no. ▶ <b>713-799-2700</b> Located at ▶ <b>6624 Fannin St., Suite 1640, Houston, TX</b> ZIP+4 ▶ <b>77030</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			
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? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No

**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 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? ( <b>Exception.</b> 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 instructions)? . . . . . 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 2011? . . . . .	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> 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	✓
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	✓



**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 . . . . . ▶

**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
<b>1</b> .....	
<b>2</b> .....	
<b>3</b> .....	
<b>4</b> .....	

**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
<b>1</b> .....	
<b>2</b> .....	
All other program-related investments. See instructions.	
<b>3</b> .....	

Total. Add lines 1 through 3 . . . . . ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	<b>0</b>
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	<b>14507</b>
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	<b>0</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	<b>14507</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	<b>14507</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	<b>218</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	<b>14289</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	<b>714</b>

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	<b>714</b>
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5 . . . . .	<b>2a</b>	<b>None</b>
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	<b>None</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	<b>714</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	<b>714</b>
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	<b>714</b>

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	<b>26044</b>
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	<b>26044</b>
<b>5</b>	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) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	<b>26044</b>

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .			None	
<b>b</b> Total for prior years: 20____, 20____, 20____		None		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .	159352			
<b>b</b> From 2007 . . . . .	118436			
<b>c</b> From 2008 . . . . .	73394			
<b>d</b> From 2009 . . . . .	74544			
<b>e</b> From 2010 . . . . .	318266			
<b>f</b> Total of lines 3a through e . . . . .	743992			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>26044</u>				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			None	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .		None		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .	None			
<b>d</b> Applied to 2011 distributable amount . . . . .				None
<b>e</b> Remaining amount distributed out of corpus . . . . .	25330			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	None			
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	769322			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	112346			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	656976			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .	118436			
<b>b</b> Excess from 2008 . . . . .	73394			
<b>c</b> Excess from 2009 . . . . .	74544			
<b>d</b> Excess from 2010 . . . . .	74544			
<b>e</b> Excess from 2011 . . . . .	25330			

**Part XIV Private Operating Foundations** (see 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 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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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 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:  
 Denton A. Cooley Foundation, 6624 Fannin St., 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  
3014 Del Monte  
Houston, TX 77019

Miscellaneous cash donations totaling \$29,545.

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 2011 through November 2012

Type	Num	Date	Name	Name Address	Name Street1	Name City	Name...	Name Zip	Account	Paid Amount	Original Amount
Check		06/30/2012							Bank River Oaks		-5.00
TOTAL									Other Expenses	-5.00	5.00
Check	3299	12/08/2011	Trnnty Episcopal Church	1015 Holman St. Houston, Texas 77004	1015 Holman St	Houston	TX	77004	Cash - Bank of Ho..		-1,000.00
TOTAL									Contributions & Do	-1,000.00	1,000.00
Check	3300	12/08/2011	UT Medical Branch	301 University Blvd. Galveston, TX 77555-0418	301 University Blvd.	Galveston	TX	77555-0418	Cash - Bank of Ho..		-100.00
TOTAL									Contributions & Do	-100.00	100.00
Check	3301	12/08/2011	The Health Museum	1515 Hermann Dr Houston, Texas 77004-7126	1515 Hermann Dr	Houston	TX	77004-7126	Cash - Bank of Ho ..		-500.00
TOTAL									Contributions & Do	-500.00	500.00
Check	3302	12/08/2011	Texas Children's Hospital	Ambassadors P.O Box 300630 Houston, Texas .	Ambassadors	Houston	TX	77230-0630	Cash - Bank of Ho ..		-250.00
TOTAL									Contributions & Do	-250.00	250.00
Check	3303	12/08/2011	San Marcos Baptist Acade	2801 Ranch Road Twelve San Marcos, Texas 7..	2801 Ranch Road Twel..	San Marcos	TX	78666	Cash - Bank of Ho..		-500.00
TOTAL									Contributions & Do	-500.00	500.00
Check	3304	01/11/2012	Amazing Place	P O Box 27360 Houston, Texas 77227	P.O. Box 27360	Houston	TX	77227	Cash - Bank of Ho..		-100.00
TOTAL									Contributions & Do	-100.00	100.00
Check	3305	01/11/2012	The Women's Fund	5353 W Alabama, #615 Houston, Texas 77056	5353 W Alabama, #615	Houston	TX	77056	Cash - Bank of Ho		-50.00
TOTAL									Contributions & Do	-50.00	50.00
Check	3306	01/11/2012	Texas Heart Institute	P O Box 20269 Houston, Texas 77225	P O Box 20269	Houston	TX	77225	Cash - Bank of Ho..		-100.00
TOTAL									Contributions & Do	-100.00	100.00
Check	3307	01/26/2012	Brookwood community	1752 FM 1489 Rd Brookshire, TX 77423-8809	1752 FM 1489 Rd	Brookshire	TX	77423-8809	Cash - Bank of Ho..		-100.00
TOTAL									Contributions & Do	-100.00	100.00

Denton A. Cooley Foundation  
Check Detail

December 2011 through November 2012

2.25 PM  
07/02/13

Type	Num	Date	Name	Name Address	Name Street1	Name City	Name ..	Name Zip	Account	Paid Amount	Original Amount
Check	3308	01/26/2012	Good Samantian Foundation	5615 Kirby Drive #610 Houston, TX 77005	5615 Kirby Drive #610	Houston	TX	77005	Cash - Bank of Ho... Contributions & Do	-100.00 100.00	-100.00 100.00
TOTAL										-100.00	100.00
Check	3309	01/26/2012	Texas Heart Institute	P.O. Box 20269 Houston, Texas 77225	P O Box 20269	Houston	TX	77225	Cash - Bank of Ho... Contributions & Do	-200.00 200.00	-200.00 200.00
TOTAL										-200.00	200.00
Check	3310	02/09/2012	Texas Heart Institute	P O. Box 20269 Houston, Texas 77225	P.O. Box 20269	Houston	TX	77225	Cash - Bank of Ho... Contributions & Do	-200.00 200.00	-200.00 200.00
TOTAL										-200.00	200.00
Check	3311	02/09/2012	Holocaust Museum	5401 Caroline Houston, Texas 77004	5401 Caroline	Houston	TX	77004	Cash - Bank of Ho... Contributions & Do	-25.00 25.00	-25.00 25.00
TOTAL										-25.00	25.00
Check	3312	02/09/2012	PARTNERS	UT Health School of Nursing 6901 Bertner #96 ..	UT Health School of N	Houston	TX	77030	Cash - Bank of Ho... Contributions & Do	-1,000.00 1,000.00	-1,000.00 1,000.00
TOTAL										-1,000.00	1,000.00
Check	3313	02/28/2012	Smile Train	P O Box 96208 Washington DC 20090-9208	P O. Box 96208	Washington	DC	20090-9208	Cash - Bank of Ho Contributions & Do	-125.00 125.00	-125.00 125.00
TOTAL										-125.00	125.00
Check	3314	02/28/2012	Texas Heart Institute	P.O. Box 20269 Houston, Texas 77225	P O. Box 20269	Houston	TX	77225	Cash - Bank of Ho Contributions & Do	-100.00 100.00	-100.00 100.00
TOTAL										-100.00	100.00
Check	3315	02/28/2012	Harris County Hospital Dis..	P O. Box 301168 Houston, Texas 77230	P.O. Box 301168	Houston	TX	77230	Cash - Bank of Ho... Contributions & Do	-100.00 100.00	-100.00 100.00
TOTAL										-100.00	100.00
Check	3316	02/28/2012	The Halstead Society	Michael F. Rotondo, MD 600 Moye Blvd., VMC2 .	Michael F. Rotondo, MD	Greenville	NC	27834	Cash - Bank of Ho... Contributions & Do	-100.00 100.00	-100.00 100.00
TOTAL										-100.00	100.00
Check	3317	02/28/2012	St John's School	2401 Claremont Houston, Texas 77019-5897	2401 Claremont	Houston	TX	77019-5897	Cash - Bank of Ho Contributions & Do	-100.00 100.00	-100.00 100.00
TOTAL										-100.00	100.00

Denton A. Cooley Foundation  
Check Detail

December 2011 through November 2012

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07/02/13

Type	Num	Date	Name	Name Address	Name Street1	Name City	Nam...	Name Zip	Account	Paid Amount	Original Amount
Check	3318	02/28/2012	The Rise School	Golf Classic 8080 North Stadium Drive Houston...	Golf Classic	Houston	TX	77054	Cash - Bank of Ho...	-150.00	-150.00
TOTAL									Contributions & Do	150.00	150.00
Check	3319	02/28/2012	DBSA Greater houston	3800 Buffalo Speedway #350 Houston, Texas 7...	3800 Buffalo Speedwa	Houston	TX	77098-3708	Cash - Bank of Ho...	-1,000.00	-1,000.00
TOTAL									Contributions & Do	1,000.00	1,000.00
Check	3350	03/27/2012	Communities in Schools	1235 North Loop West #300 Houston, TX 77008	1235 North Loop West	Houston	TX	77008	Bank River Oaks	-2,000.00	-2,000.00
TOTAL									Contributions & Do	2,000.00	2,000.00
Check	3351	03/27/2012	Council on Alcohol & Drug..	P.O. Box 2768 Houston, Texas 77252	P.O. Box 2768	Houston	TX	77252	Bank River Oaks	-100.00	-100.00
TOTAL									Contributions & Do	100.00	100.00
Check	3352	03/28/2012	Texas Heart Institute	P O Box 20269 Houston, Texas 77225	P O. Box 20269	Houston	TX	77225	Bank River Oaks	-100.00	-100.00
TOTAL									Contributions & Do	100.00	100.00
Check	3353	03/29/2012	PARTNERS	UT Health School of Nursing 6901 Bertner #86 ..	UT Health School of N	Houston	TX	77030	Bank River Oaks	-2,000.00	-2,000.00
TOTAL									Contributions & Do	2,000.00	2,000.00
Check	3354	04/10/2012	LamarAlumni Association	3325 Westheimer Houston, Texas 77098	3325 Westheimer	Houston	TX	77098	Bank River Oaks	-1,000.00	-1,000.00
TOTAL									Contributions & Do	1,000.00	1,000.00
Check	3355	04/10/2012	Texas Heart Institute	P O Box 20269 Houston, Texas 77225	P.O. Box 20269	Houston	TX	77225	Bank River Oaks	-200.00	-200.00
TOTAL									Contributions & Do	200.00	200.00
Check	3356	04/12/2012	Escape Family Resource C..	3210 Eastside Houston, Texas 77098-1912	3210 Eastside	Houston	TX	77098-1912	Bank River Oaks	-800.00	-800.00
TOTAL									Contributions & Do	800.00	800.00
Check	3357	04/12/2012	Hams County Hospital Dis...	P O Box 301168 Houston, Texas 77230	P.O. Box 301168	Houston	TX	77230	Bank River Oaks	-250.00	-250.00
TOTAL									Contributions & Do	250.00	250.00

Denton A. Cooley Foundation  
Check Detail

December 2011 through November 2012

Type	Num	Date	Name	Name Address	Name Street1	Name City	Nam.	Name Zip	Account	Paid Amount	Original Amount
Check	3358	04/12/2012	Phi Beta Kappa Alumni As ...	P.O. Box 25283 Houston, Texas 77265-5283	P O Box 25283	Houston	TX	77265-5283	Bank River Oaks Contributions & Do	-500.00 -500.00	-500.00 500.00 500.00
TOTAL											
Check	3359	04/12/2012	Heart Exchange	6720 Bertner, MC 4-129 Houston, Texas 77030-...	6720 Bertner, MC 4-129	Houston	TX	77030-2604	Bank River Oaks Contributions & Do	-1,000.00 -1,000.00	-1,000.00 1,000.00 1,000.00
TOTAL											
Check	3360	05/02/2012	Kappa Sigma Rush/Tau Ch...	1002 West 26th St. Austin, Texas 78705	1002 West 26th St	Austin	TX	78705	Bank River Oaks Contributions & Do	-100.00 -100.00	100.00 100.00
TOTAL											
Check	3361	05/02/2012	The Health Museum	1515 Hermann Dr. Houston, Texas 77004-7126	1515 Hermann Dr	Houston	TX	77004-7126	Bank River Oaks Contributions & Do	-1,000.00 -1,000.00	-1,000.00 1,000.00 1,000.00
TOTAL											
Check	3362	05/11/2012	Houston Surgical Society	1515 Hermann Drive Houston, Texas 77004	1515 Hermann Drive	Houston	TX	77004	Bank River Oaks Contributions & Do	-100.00 -100.00	100.00 100.00
TOTAL											
Check	3363	05/11/2012	YMCA of Greater Houston	P.O. Box 3007 Houston, TX 77253-9956		P.O. Box		3007	Bank River Oaks Contributions & Do	-1,000.00 -1,000.00	-1,000.00 1,000.00 1,000.00
TOTAL											
Check	3364	05/11/2012	Houston Parks Board	2001 Kirby #814 Houston, TX 77019	2001 Kirby #814	Houston	TX	77019	Bank River Oaks Contributions & Do	-500.00 -500.00	500.00 500.00
TOTAL											
Check	3365	05/11/2012	Houston Public Radio	P.O. Box 4878 Houston, Texas 77210-4878	P.O. Box 4878	Houston	TX	77210-4878	Bank River Oaks Contributions & Do	-100.00 -100.00	100.00 100.00
TOTAL											
Check	3366	05/21/2012	Texas Heart Institute	P.O. Box 20269 Houston, Texas 77225	P.O. Box 20269	Houston	TX	77225	Bank River Oaks Contributions & Do	-200.00 -200.00	200.00 200.00
TOTAL											
Check	3367	06/27/2012	Texas Heart Institute	P.O. Box 20269 Houston, Texas 77225	P.O. Box 20269	Houston	TX	77225	Bank River Oaks Contributions & Do	-100.00 -100.00	100.00 100.00
TOTAL											

Denton A. Cooley Foundation  
Check Detail

December 2011 through November 2012

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07/02/13

Type	Num	Date	Name	Name Address	Name Street1	Name City	Nam.	Name Zip	Account	Paid Amount	Original Amount
Check	3368	06/27/2012	The Parish School	11001 Hammerly Houston, Texas 77043	11001 Hammerly	Houston	TX	77043	Bank River Oaks	-100.00	-100.00
TOTAL									Contributions & Do	-100.00	100.00
Check	3369	06/27/2012	Houston Zoo	P.O. Box 4759 Houston, Texas 77210-9862	P O Box 4759	Houston	TX	77210-9862	Bank River Oaks	-94.00	-94.00
TOTAL									Contributions & Do	-94.00	94.00
Check	3370	07/24/2012	Houston Eye Associates F .	2855 Gramercy Houston, Texas 77025	2855 Gramercy	Houston	TX	77025	Bank River Oaks	-1,000.00	-1,000.00
TOTAL									Contributions & Do	-1,000.00	1,000.00
Check	3371	07/24/2012	St. Luke's Foundation	Friends of Nursing Luncheon P.O. Box 20269 (...)	Friends of Nursing Lun.	Houston	TX	77225	Bank River Oaks	-1,000.00	-1,000.00
TOTAL									Contributions & Do	-1,000.00	1,000.00
Check	3372	07/24/2012	Texas Heart Institute	P.O. Box 20269 Houston, Texas 77225	P.O. Box 20269	Houston	TX	77225	Bank River Oaks	-100.00	-100.00
TOTAL									Contributions & Do	-100.00	100.00
Check	3373	08/03/2012	Texas Heart Institute	P.O. Box 20269 Houston, Texas 77225	P.O. Box 20269	Houston	TX	77225	Bank River Oaks	-200.00	-200.00
TOTAL									Contributions & Do	-200.00	200.00
Check	3374	08/28/2012	Texas Heart Institute	P.O. Box 20269 Houston, Texas 77225	P.O. Box 20269	Houston	TX	77225	Bank River Oaks	-100.00	-100.00
TOTAL									Contributions & Do	-100.00	100.00
Check	3375	08/08/2012	Museum of printing history	1324 West Clay St. Houston, Texas 77019	1324 West Clay St	Houston	TX	77019	Bank River Oaks	-500.00	-500.00
TOTAL									Contributions & Do	-500.00	500.00
Check	3376	08/08/2012	Council on Alcohol & Drug..	P.O. Box 2768 Houston, Texas 77252	P.O. Box 2768	Houston	TX	77252	Bank River Oaks	-100.00	-100.00
TOTAL									Contributions & Do	-100.00	100.00
Check	3377	08/28/2012	The Living Bank	P.O. Box 6725 Houston, Texas 77265	P O Box 6725	Houston	TX	77265	Bank River Oaks	-100.00	-100.00
TOTAL									Contributions & Do	-100.00	100.00

Denton A. Cooley Foundation  
Check Detail

December 2011 through November 2012

2:25 PM  
07/02/13

Type	Num	Date	Name	Name Address	Name Street1	Name City	Name...	Name Zip	Account	Paid Amount	Original Amount
Check	3378	09/13/2012	The Parish School	11001 Hammerly Houston, Texas 77043	11001 Hammerly	Houston	TX	77043	Bank River Oaks Contributions & Do	-100.00	-100.00
TOTAL										-100.00	100.00
Check	3379	09/13/2012	Salvation Army	P O Box 203614 Houston, Texas 77216-0562	P O Box 203614	Houston	TX	77216-0562	Bank River Oaks Contributions & Do	-100.00	-100.00
TOTAL										-100.00	100.00
Check	3380	10/15/2012	Secretary of State	Reports Unit P.O. Box 12028 Austin, Texas 787...	Reports Unit	Austin	TX	78711-2028	Bank River Oaks Licenses and Perm	-5.00	-5.00
TOTAL										-5.00	5.00
Check	3381	10/24/2012	Trinity Episcopal Church	1015 Holman St Houston, Texas 77004	1015 Holman St.	Houston	TX	77004	Bank River Oaks Contributions & Do	-3,000.00	-3,000.00
TOTAL										-3,000.00	3,000.00
Check	3382	10/24/2012	Holly Hall Retirement Com	2000 Holly Hall St Houston, TX 77054-4029	2000 Holly Hall St.	Houston	TX	77054-4029	Bank River Oaks Contributions & Do	-500.00	-500.00
TOTAL										-500.00	500.00
Check	3383	10/24/2012	Hermann Park Conservancy	6201 A Golf Course Dr. Houston, Texas 77030	6201 A Golf Course Dr	Houston	TX	77030	Bank River Oaks Contributions & Do	-100.00	-100.00
TOTAL										-100.00	100.00
Check	3384	10/24/2012	St. James House	5800 West Baker Rd Baytown, TX 77520	5800 West Baker Rd.	Baytown	TX	77520	Bank River Oaks Contributions & Do	-200.00	-200.00
TOTAL										-200.00	200.00
Check	3385	10/24/2012	Houston Aphasia Recover...	3701 Briarpark Dr, #310 Houston, Texas 77042	3701 Briarpark Dr., #310	Houston	TX	77042	Bank River Oaks Contributions & Do	-100.00	-100.00
TOTAL										-100.00	100.00
Check	3386	10/30/2012	Texas Heart Institute	P O Box 20269 Houston, Texas 77225	P.O. Box 20269	Houston	TX	77225	Bank River Oaks Contributions & Do	-100.00	-100.00
TOTAL										-100.00	100.00
Check	3387	11/01/2012	Houston Humane Society	P.O. Box 450528 Houston, Texas 77245-0528	P O. Box 450528	Houston	TX	77245-0528	Bank River Oaks Contributions & Do	-100.00	-100.00
TOTAL										-100.00	100.00

Denton A. Cooley Foundation  
Check Detail

December 2011 through November 2012

2:25 PM  
07/02/13

Type	Num	Date	Name	Name Address	Name Street1	Name City	Name...	Name Zip	Account	Paid Amount	Original Amount
Check	3388	11/01/2012	UTHSC-Houston	P O Box 203366 Houston, Texas 77030	P.O. Box 203366	Houston	TX	77030	Bank River Oaks Contributions & Do	-100.00	-100.00
TOTAL										-100.00	100.00
Check	3389	11/01/2012	Friends of Smithsonian	P O Box 9016 Pittsfield, MA 01202-9951		P O. Box		9016	Bank River Oaks Contributions & Do	-50.00	-50.00
TOTAL										-50.00	50.00
Check	3390	11/01/2012	St Luke's Foundation	Friends of Nursing Luncheon P O. Box 20269 ( ..	Friends of Nursing Lun...	Houston	TX	77225	Bank River Oaks Contributions & Do	-100.00	-100.00
TOTAL										-100.00	100.00
Check	3391	11/06/2012	Texas Heart Institute	P O. Box 20269 Houston, Texas 77225	P.O. Box 20269	Houston	TX	77225	Bank River Oaks Contributions & Do	-100.00	-100.00
TOTAL										-100.00	100.00
Check	3392	11/29/2012	The Health Museum	1515 Hermann Dr Houston, Texas 77004-7126	1515 Hermann Dr.	Houston	TX	77004-7126	Bank River Oaks	0.00	0.00
TOTAL										0.00	0.00
Check	3393	11/29/2012	The Health Museum	1515 Hermann Dr Houston, Texas 77004-7126	1515 Hermann Dr	Houston	TX	77004-7126	Bank River Oaks Contributions & Do	-1,000.00	-1,000.00
TOTAL										-1,000.00	1,000.00
Check	3394	11/29/2012	Amazing Place	P.O. Box 27360 Houston, Texas 77227	P O. Box 27360	Houston	TX	77227	Bank River Oaks Contributions & Do	-100.00	-100.00
TOTAL										-100.00	100.00
Check	3395	11/29/2012	Houston Food Bank	3811 Eastex Freeway Houston, Texas 77026	3811 Eastex Freeway	Houston	TX	77026	Bank River Oaks Contributions & Do	-100.00	-100.00
TOTAL										-100.00	100.00
Check	3396	11/29/2012	Brookwood community	1752 FM 1489 Rd Brookshire, TX 77423-8809	1752 FM 1489 Rd	Brookshire	TX	77423-8809	Bank River Oaks Contributions & Do	-100.00	-100.00
TOTAL										-100.00	100.00
Check	3397	11/29/2012	Cnsto Rye Jesuit	6700 Mount Carmel St. Houston, Texas 77087	6700 Mount Carmel St	Houston	TX	77087	Bank River Oaks Contributions & Do	-100.00	-100.00
TOTAL										-100.00	100.00

Denton A. Cooley Foundation  
 Check Detail

December 2011 through November 2012

2:25 PM  
 07/02/13

Type	Num	Date	Name	Name Address	Name Street1	Name City	Nam	Name Zip	Account	Paid Amount	Original Amount
Check	3398	11/29/2012	Texas Heart Institute	P.O. Box 20269 Houston, Texas 77225	P O Box 20269	Houston	TX	77225	Bank River Oaks Contributions & Do	-100.00	-100.00
TOTAL										-100.00	100.00
										-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.