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

2012

For calendar year 2012, or tax year beginning Oct 1 **, 2012, and ending** Sep 30 **, 2013**

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 ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 437,408.

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

Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	7,866.	7,866.		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain/(loss) from sale of assets not on line 10	21,797.	L-6a Stmt		
	b	Gross sales price for all assets on line 6a 63,864.				
	7	Capital gain net income (from Part IV, line 2)		21,797.		
	8	Net short-term capital gain			0.	
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) OTHER	694.			
	12	**Total.** Add lines 1 through 11	30,357.	29,663.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch)	1,900.			
	c	Other prof fees (attach sch)	5,000.	5,000.		
	17	Interest				
	18	Taxes (attach schedule)(see instrs) INCOME TAX	55.	55.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) BANK FEES	213.	213.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,168.	5,268.		
	25	Contributions, gifts, grants paid	26,100.			26,100.
	26	**Total expenses and disbursements.** Add lines 24 and 25	33,268.	5,268.		26,100.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-2,911.			
	b	**Net investment income** (if negative, enter -0-)		24,395.		
	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	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	24,741.	40,320.	40,320.
	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	25,015.	0.	0.
	b Investments – corporate stock (attach schedule) L-10b Stmt	183,816.	176,653.	307,803.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	80,811.	92,804.	89,285.
	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)	-1,695.	0.	0.
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	312,688.	309,777.	437,408.
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	312,688.	309,777.	
	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)	312,688.	309,777.	
	31 Total liabilities and net assets/fund balances (see instructions)	312,688.	309,777.	

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	312,688.
2 Enter amount from Part I, line 27a	2	-2,911.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	309,777.
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	309,777.

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)
1 a	SEE STATEMENT ATTACHED	P	Various	Various
b	SEE STATEMENT 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	4,451.		5,112.	-661.
b	59,413.		36,955.	22,458.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-661.
b	0.	0.	0.	22,458.
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	21,797.
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	-661.

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))
2011			
2010			
2009			
2008			
2007			

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 2012 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			1	488.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
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	488.
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	488.
6	Credits/Payments				
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a			
b	Exempt foreign organizations — tax withheld at source	6 b			
c	Tax paid with application for extension of time to file (Form 8868)	6 c			
d	Backup withholding erroneously withheld	6 d			
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	488.
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 2013 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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ ______ **(2)** On foundation managers ► $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	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*	8 b	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 2012 or the taxable year beginning in 2012 (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)

		Line	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

		Line	Yes	No
16	At any time during calendar year 2012, 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.

			Line	Yes	No
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b		
	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 2012?		1 c		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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)		2 b		
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__				
3 a	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 2012 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 2012)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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 2012?		4 b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	
Organizations relying on a current notice regarding disaster assistance check here	► ☐		
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X
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				

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	399,976.
b	Average of monthly cash balances	1b	32,530.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	432,506.
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	432,506.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	6,488.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	426,018.
6	**Minimum investment return.** Enter 5% of line 5	6	21,301.

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	21,301.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	488.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	488.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	20,813.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	20,813.
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	20,813.

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	26,100.
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	26,100.
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	26,100.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				20,813.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			18,663.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012				
a From 2007 — 0.				
b From 2008 — 0.				
c From 2009 — 0.				
d From 2010 — 0.				
e From 2011 — 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 26,100.				
a Applied to 2011, but not more than line 2a			18,663.	
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 2012 distributable amount				7,437.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(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 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				13,376.
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 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008 — 0.				
b Excess from 2009 — 0.				
c Excess from 2010 — 0.				
d Excess from 2011 — 0.				
e Excess from 2012 — 0.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the 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 ► [X] 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 or e-mail 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	10,000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES CA 90037	NONE	501 (C) (3)	CHARITABLE	5,000.
ST ANDREW'S EPISCOPAL SCHOOL 8804 POSTOAK ROAD POTOMAC MD 20854	NONE	501 (C) (3)	EDUCATIONAL	2,500.
MANY HANDS, INC PO BOX 15048 CHEVY CHASE MD 20825	NONE	501 (C) (3)	CHARITABLE	1,000.
NUESTROS PEQUENOS HERMANOS INTERNATIONAL PO BOX 9902 MCLEAN VA 22102	NONE	501 (C) (3)	CHARITABLE	100.
TEACH FOR AMERICA INC 315 WEST 36TH ST, 8TH FL NEW YORK NY 10018	NONE	501 (C) (3)	CHARITABLE	1,000.
WASHINGTON NATIONAL CATHEDRAL 3101 WISCONSIN AVE, NW WASHINGTON DC 20016	NONE	501 (C) (3)	RELIGIOUS	1,500.
WASHINGTON & LEE UNIVERSITY LEXINGTON LEXINGTON VA 24450	NONE	501 (C) (3)	EDUCATIONAL	1,000.
GEORGETOWN PREP 10900 ROCKVILLE PIKE ROCKVILLE MD 20852	NONE	501 (C) (3)	EDUCATIONAL	1,000.
ST PETER'S ON CAPITOL HILL 313 2ND STREET SE WASHINGTON DC 20003	NONE	501 (C) (3)	RELIGIOUS	3,000.
Total			► 3a	26,100.
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					
4 Dividends and interest from securities			14	7,866.	
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	21,797.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a MISC INCOME			14	694.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				30,357.	
13 Total. Add line 12, columns (b), (d), and (e)				13	30,357.

(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	1 a (1)		X
	(2) Other assets	1 a (2)		X
	b Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
	c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

2 a 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: [signature] Date: 11/17/2013 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	[signature]	10/29/13		P00083018

Firm's name ► GRUEN & WICHANSKY, P.C. Firm's EIN ► 75-3078622

Firm's address ► 4545 42ND ST NW, STE 208 WASHINGTON DC 20016 Phone no (202) 244-6202

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2012

Name	Employer Identification Number
THE MARGUERITE G COOLEY FOUNDATION	57-1168559

Asset Information:

Description of Property	SEE STATEMENT ATTACHED		
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price	4,451.	Cost or other basis (do not reduce by depreciation)	5,112.
Sales Expense		Valuation Method	
Total Gain (Loss)	-661.	Accumulation Depreciation	
Description of Property	SEE STATEMENT ATTACHED		
Date Acquired		How Acquired	
Date Sold		Name of Buyer	
Sales Price	59,413.	Cost or other basis (do not reduce by depreciation)	36,955.
Sales Expense		Valuation Method	
Total Gain (Loss)	22,458.	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 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			0.	0.
Total			0.	0.

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	176,653.	307,803.
Total	176,653.	307,803.

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	92,804.	89,285.
Total	92,804.	89,285.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	Fair Market Value
KINDER MORGAN ENERGY PARTNERS LLC	-1,695.	0.	0.
Total	-1,695.	0.	0.

Carderock Capital Management, Inc.

REALIZED GAINS AND LOSSES

The Marguerite G. Cooley Foundation Trust

Anthony T. Williams, Trustee

Richard H. Schoenfeld, Trustee

From 10-01-12 Through 09-30-13

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
03-03-10	11-15-12	35	Citrix Systems	1,539 30	1,998 87		459 57
04-06-11	02-15-13	60	Clean Harbors	3,181 66	3,047 77		-133 89
04-18-08	02-15-13	25	Intl Business Mach	3,114 00	4,990 79		1,876 79
03-03-10	02-15-13	50	Shire PLC Spons ADR	3,343 33	4,768 27		1,424 94
02-25-10	03-26-13	50	Church & Dwight	1,682 70	3,181 03		1,498 33
05-26-05	03-26-13	50	Danaher Corp	1,362 25	3,081 03		1,718 78
04-01-10	03-26-13	50	O'Reilly Automotive New	2,097 42	5,182 93		3,085 50
09-13-12	03-26-13	75	Ross Stores	5,111 81	4,450 53	-661 28	
04-18-08	04-26-13	25	Intl Business Mach	3,114 00	4,833 24		1,719 24
03-19-04	06-21-13	50	Fastenal Co	605 25	2,246 59		1,641 34
05-14-10	06-27-13	175	Central Fd of Canada	2,671 04	2,270 04		-401 00
03-27-08	08-09-13	25	Intl Business Mach	2,885 20	4,708 72		1,823 51
11-05-04	08-09-13	50	Idexx Labs	1,302 00	4,827 92		3,525 92
12-01-03	09-20-13	25	Ecolab	676 50	2,446 84		1,770 34
02-24-10	09-20-13	100	Oracle Corp	2,483 00	3,383 19		900 19
08-15-12	09-20-13	50	AbbVie Inc	1,738 85	2,376 90		638 05
07-24-12	09-20-13	50	AbbVie Inc	1,675 57	2,376 91		701 34
10-31-11	09-20-13	100	Questar Corp	1,947 83	2,153 52		205 69
08-15-12	09-20-13	25	Express Scripts Hldg Co	1,535 60	1,538 83		3 23
TOTAL GAINS						0 00	22,992 78
TOTAL LOSSES						-661 28	-534 90
				42,067.32	**63,863.92**	**-661.28**	**22,457.88**

TOTAL REALIZED GAIN/LOSS 21,796 60

Carderock Capital Management, Inc.
PORTFOLIO APPRAISAL
The Marguerite G. Cooley Foundation Trust
Anthony T. Williams, Trustee
Richard H. Schoenfeld, Trustee
September 30, 2013

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	100 81	25,201 65	5 7	7 3
25,000	Teva Pharmaceutical Fin II/III Co Gtd 3 000% Due 06-15-15	105 89	26,472 50	103 49	25,872 92	5 8	2 9
25,000	Toyota Mtr Crd Corp MTN BE 2 050% Due 01-12-17	102 67	25,668 00	102 30	25,574 30	5 7	2 0
10,000	Anheuser-Busch Cos LLC 5 500% Due 01-15-18	119 93	11,992 80	115 01	11,500 75	2 6	4 8
	Accrued Interest				1,135 78	0 3	
			92,804 05		89,285 41	20 0	4 1
COMMON STOCK							
BASIC MATERIALS & ENERGY							
100	Chevron Texaco Corp	110 19	11,018 83	121 50	12,150 00	2 7	3 3
100	Praxair	54 50	5,450 48	120 21	12,021 00	2 7	2 0
125	Questar Corp	19 48	2,434 78	22 49	2,811 25	0 6	3 2
200	Sigma-Aldrich Corp	29 36	5,872 44	85 30	17,060 00	3 8	1 0
75	Syngenta ADR	37 50	2,812 57	81 30	6,097 50	1 4	2 1
			27,589 11		50,139 75	11 3	2 1
ENGINEERING & INFRASTUCTURE							
50	Cummins	101 58	5,079 11	132 87	6,643 50	1 5	1 5
150	Fastenal Co	12 10	1,815 75	50 27	7,540 50	1 7	1 6
			6,894 86		14,184 00	3 2	1 6
MANUFACTURE & DISTRIBUTION							
250	Ametek	35 80	8,949 84	46 02	11,505 00	2 6	0 5
100	Canadian National Railway Corp	48 25	4,824 82	101 37	10,137 00	2 3	1 6
250	Danaher Corp	27 24	6,811 25	69 32	17,330 00	3 9	0 1
50	Roper Inds New Com	120 45	6,022 50	132 87	6,643 50	1 5	0 5
40	United Technologies	64 77	2,590 80	107 82	4,312 80	1 0	2 0
			29,199 21		49,928 30	11 2	0 7
TECHNOLOGY							
150	Accenture PLC Cl A	44 06	6,609 62	73 64	11,046 00	2 5	2 2
75	Ansys	75 97	5,697 72	86 52	6,489 00	1 5	0 0
40	Citrix Systems	43 98	1,759 20	70 61	2,824 40	0 6	0 0
25	Intl Business Mach	115 41	2,885 20	185 18	4,629 50	1 0	2 1
401	Taiwan Semiconductor Mfg ADR	9 19	3,686 54	16 96	6,800 96	1 5	2 4
			20,638 28		31,789 86	7 1	1 6
COMMUNICATIONS & MEDIA							
100	Amphenol Corp New Cl A	30 26	3,026 00	77 38	7,738 00	1 7	0 5

Carderock Capital Management, Inc.
PORTFOLIO APPRAISAL
The Marguerite G. Cooley Foundation Trust
Anthony T. Williams, Trustee
Richard H. Schoenfeld, Trustee
September 30, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
35	Apple Computer	399 36	13,977 60	476 75	16,686 25	3 7	2 6
			17,003 60		24,424 25	5 5	1 9
FINANCIAL SERVICES							
150	Fiserv	37 04	5,556 69	101 05	15,157 50	3 4	0 0
			5,556 69		15,157 50	3 4	0 0
BUSINESS SERVICES							
175	Ecolab	27 05	4,734 48	98 76	17,283 00	3 9	0 9
50	Express Scripts Hldg Co	61 42	3,071 20	61 80	3,090 00	0 7	0 0
			7,805 68		20,373 00	4 6	0 8
CONSUMER - CYCLICAL							
200	InterContinental Htls Gp PLC Spons ADR New	30 83	6,166 75	29 21	5,842 00	1 3	2 2
100	O'Reilly Automotive New	39 93	3,992 60	127 59	12,759 00	2 9	0 0
25	Ralph Lauren Corp	161 11	4,027 82	164 73	4,118 25	0 9	1 0
			14,187 17		22,719 25	5 1	0 7
CONSUMER - STAPLES							
200	Church & Dwight	33 65	6,730 80	60 05	12,010 00	2 7	1 9
50	McDonald's Corp	54 78	2,739 22	96 21	4,810 50	1 1	3 2
100	Whole Foods Market	49 19	4,918 95	58 50	5,850 00	1 3	0 7
			14,388 97		22,670 50	5 1	1 8
MEDICAL PRODUCTS & SERVICES							
100	AbbVie Inc	24 47	2,447 14	44 73	4,473 00	1 0	3 6
200	Abbott Laboratories	27 03	5,405 27	33 19	6,638 00	1 5	1 7
50	Celgene Corp	61 36	3,067 93	154 14	7,706 85	1 7	0 0
100	Davita Healthcare Partners	58 74	5,874 12	56 90	5,690 00	1 3	0 0
150	Idexx Labs	25 09	3,764 15	99 65	14,947 50	3 4	0 0
75	Novo Nordisk Spons ADR	118 01	8,850 87	169 22	12,691 50	2 8	1 3
			29,409 49		52,146 85	11 7	0 8
INCOME COMMON							
100	BCE New	39 80	3,979 92	42 70	4,270 00	1 0	5 4
			3,979 92		4,270 00	1 0	5 4
	COMMON STOCK Total		176,652 98		307,803 26	69 1	1 3
MONEY MKT FUNDS/CASH							
	Interest Earning Cash Reserves		48,320 08		48,320 08	10 8	0 1
			48,320 08		48,320 08	10 8	0 1
TOTAL PORTFOLIO			**317,777.11**		**445,408.75**	**100.0**	**1.7**