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

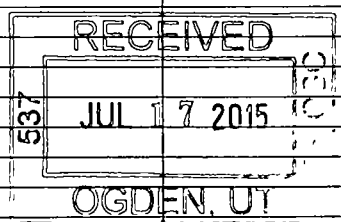
Department of the Treasury
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning December 1, 2013, and ending November 30, 2014

Name of foundation Denton A. Cooley Foundation		A Employer identification number 74-6053213
Number and street (or P O box number if mail is not delivered to street address) 6624 Fannin St, Suite 1640	Room/suite	B Telephone number (see instructions) 713-799-2700
City or town, state or province, country, and ZIP or foreign postal code Houston, TX 77030		C If exemption application is pending, check here <input type="checkbox"/>
G 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	67921			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11					
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23				
	25 Contributions, gifts, grants paid	51966			51966
26 Total expenses and disbursements. Add lines 24 and 25	51966			51966	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	15955				
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -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	1608	17563	17563
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment, basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1608	17563	17563	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)			
31	Total liabilities and net assets/fund balances (see instructions)	1608	17563		

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)	1608
2	Enter amount from Part I, line 27a	15955
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3	
5	Decreases not included in line 2 (itemize) ▶	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	17563

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2		
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3		

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2012	4660	2676	1.741405
2011	26044	14507	1.795271
2010	308625	107170	2.87977
2009	81050	240307	.337277
2008	89136	370241	.240751
2	Total of line 1, column (d)	2	6.994474
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	1.398895
4	Enter the net value of noncharitable-use assets for 2013 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 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.	8	

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

Table with 11 main rows and sub-rows (a-d) for credits/payments. Includes instructions for exempt operating foundations, domestic foundations, and tax calculations. Columns include line numbers and amounts.

Part VII-A Statements Regarding Activities

Table with 10 main rows and sub-rows (a-d) for statements regarding activities. Includes questions about political campaigns, expenditures, and reporting requirements. Columns include question numbers and Yes/No responses.

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)			✓
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)			✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	✓		
Website address ▶				
14	The books are in care of ▶ Denton A. Cooley Foundation	Telephone no. ▶	713-799-2700	
	Located at ▶ 6624 Fannin St., Suite 1640, Houston, TX	ZIP+4 ▶	77030	
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 2013, 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?		Yes	No
	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		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	✓
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	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 2013?	4b	✓

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

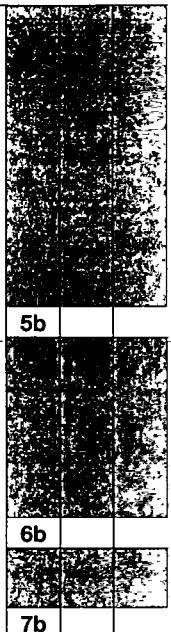
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No



5b
6b
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
Denton A Cooley, M.D., President 6624 Fannin, Suite 1640, Houston, TX 77030	2	0	0	0
Louise T Cooley, Vice-president 6624 Fannin, Suite 1640, Houston, TX 77030	1	0	0	0
James Berardo, Treasurer 6624 Fannin, Suite 1640, Houston, TX 77030	2	0	0	0
Katherine M Gerrie, Secretary 6624 Fannin, Suite 1640, Houston, TX 77030	2	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

Total number of other employees paid over \$50,000

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
1	
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	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 ▶

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	0
b	Average of monthly cash balances	1b	34415
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	34415
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	34415
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	516
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33899
6	Minimum investment return. Enter 5% of line 5	6	1695

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	1695
2a	Tax on investment income for 2013 from Part VI, line 5	2a	None
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	None
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1695
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1695
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	1695

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	51966
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	51966
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	51966

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				None
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			None	
b Total for prior years: 20____, 20____, 20____		None		
3 Excess distributions carryover, if any, to 2013:				
a From 2008			73394	
b From 2009			74544	
c From 2010			318266	
d From 2011			25330	
e From 2012			4620	
f Total of lines 3a through e	496154			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ _____ 51966				
a Applied to 2012, but not more than line 2a			None	
b Applied to undistributed income of prior years (Election required—see instructions)		None		
c Treated as distributions out of corpus (Election required—see instructions)	None			
d Applied to 2013 distributable amount				None
e Remaining amount distributed out of corpus	50271			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	None			None
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	546425			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)	73394			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	473031			
10 Analysis of line 9:				
a Excess from 2009			74544	
b Excess from 2010			318266	
c Excess from 2011			25330	
d Excess from 2012			4620	
e Excess from 2013			50271	

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 2013, enter the date of the ruling . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . .					
b 85% of line 2a . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . .					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . .					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see 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 or e-mail address of the person to whom applications should be addressed:

Denton A. Cooley Foundation, 6624 Fannin, 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 State

Part XV Supplementary Information (continued)

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

Recipient	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
<p>a Paid during the year</p>				
<p>Statement 1</p>			<p>All contributions made to recipient organizations have been made to the general fund for use under the organization's respective charter.</p>	
<p>Total ▶ 3a</p>				
<p>b Approved for future payment</p>				
<p>Total ▶ 3b</p>				

Denton A. Cooley Foundation
74-6053213

Form 990PF

Part 1, Line 1 Contributions

Denton A. Cooley, M.D. 6624 Fannin St., Suite 1640 Houston, TX 77030	\$25,000.00
Leopold L. Meyer and Adelen G. Meyer Foundation 1221 McKinnet St., Suite 3100 Houston, TX 77010	\$42,920.70
	<hr/>
	\$67,920.70

Denton A. Cooley Foundation
Transaction List by Vendor
December 2013 through November 2014

9:57 AM
07/08/15

Date	Num	Name Address	Name State	Name Zip	Amount
09/05/2014	1006	Assistance League of Houston 1902 Commonwealth Houston, Texas 77006-1836	TX	77006-1836	-150 00
01/22/2014	3433	Brazos High School P O Box 458 Wallis, TX 77485	TX	77485	-250 00
03/12/2014	3440	Escape Family Resource Center 1721 Pech Rd #300 Houston, Texas 77055	TX	77055	-200 00
03/12/2014	3442	Friends of Nursing/SLEH 1213 Hermann Dr #855 Houston, Texas 77004	TX	77004	-200 00
12/19/2013	3430	Glenwood Cemetery Historic Historic Preservation 2525 Washington Ave Houston	TX	77007	-500 00
01/09/2014	3432	Grammer Excellence Fund UT Developmet Office 116 Inner Campus Dr Shop S	TX	78712	-500 00
02/18/2014	3435	Hermann Park Conservancy 6201 A Hermann Park Drive Houston, Texas 77030	TX	77030	0 00
02/18/2014	3437	Hermann Park Conservancy 6201 A Hermann Park Drive Houston, Texas 77030	TX	77030	-500 00
01/09/2014	3431	Houston Aphasia Recovery Ctr. 3701 Briarpark Dr , #310 Houston, Texas 77042	TX	77042	-500 00
06/04/2014	3453	Houston Parks Board 2001 Kirby #814 Houston, TX 77019	TX	77019	-100 00
06/03/2014	3448	Jamaica Beach VFD 5355 Jamaica Beach Jamaica Beach, TX 77554	TX	77554	-100 00
12/19/2013	3428	James A. Baker Institute Public Policy P O Box 1892 Houston, TX 7725101892	TX	7725101892	-250 00
06/03/2014	3450	Museum of Fine Arts Houston P O Box 4606 Houston, Texas 77210-9865	TX	77210-9865	-95 00
06/03/2014	3449	Orchard Volunteer Fire Dept. P O Box 175 Orchard, TX 77464	TX	77464	-250 00
12/19/2013	3427	Royal College Surgeons Edinburgh Nicolson Street Edinburgh EH8 9DW	TX	EH8 9DW	-250 00
02/26/2014	3438	St. John's School 2401 Claremont Houston, Texas 77019-5897	TX	77019-5897	-250 00
06/25/2014	3455	St. Luke's Foundation Heart Golf Classic 1213 Hermann Dr , #855 Houston	TX	77004	0 00
06/26/2014	3457	St. Luke's Foundation Heart Golf Classic 1213 Hermann Dr , #855 Houston	TX	77004	-1,000 00
12/04/2013	3425	T. Berry Brazelton, M.D. 1295 Boylston #320 Boston, MA 02215	MA	02215	-250 00
01/22/2014	3434	Texas Heart Institute P O Box 20269 Houston, Texas 77225	TX	77225	-200 00
02/18/2014	3436	Texas Heart Institute P O Box 20269 Houston, Texas 77225	TX	77225	-200 00
03/04/2014	3439	Texas Heart Institute P O Box 20269 Houston, Texas 77225	TX	77225	-300 00
04/01/2014	3443	Texas Heart Institute P O Box 20269 Houston, Texas 77225	TX	77225	-100 00
04/30/2014	3444	Texas Heart Institute P O Box 20269 Houston, Texas 77225	TX	77225	-100 00
05/07/2014	3445	Texas Heart Institute P O Box 20269 Houston, Texas 77225	TX	77225	-200 00
06/03/2014	3451	Texas Heart Institute P O Box 20269 Houston, Texas 77225	TX	77225	-100 00
07/29/2014	1003	Texas Heart Institute P O Box 20269 Houston, Texas 77225	TX	77225	-100 00
08/05/2014	1005	Texas Heart Institute P O Box 20269 Houston, Texas 77225	TX	77225	-100 00
11/06/2014	1008	Texas Heart Institute P O Box 20269 Houston, Texas 77225	TX	77225	-42,920 70
11/12/2014	1009	Texas Heart Institute P O Box 20269 Houston, Texas 77225	TX	77225	-100 00

**Denton A. Cooley Foundation
Transaction List by Vendor
December 2013 through November 2014**

Date	Num	Name Address	Name State	Name Zip	Amount
06/03/2014	3447	The College of William & Mary P O Box 8795 Williamsburn, VA 23187	VA	23187	-100 00
06/03/2014	3446	The Garden Club of Houston 618 Hunter's Grove Lane Houston, Texas 77024	TX	77024	-100 00
12/19/2013	3429	The Health Museum 1515 Hermann Dr Houston, Texas 77004-7126	TX	77004-7126	-1,000 00
07/29/2014	1004	1515 Hermann Dr Houston, Texas 77004-7126	TX	77004-7126	-250 00
09/05/2014	1007	The Printing Museum 1324 West Clay Houston, Texas 77019	TX	77019	-200 00
06/25/2014	3454	The Women's Fund 5353 W Alabama, #615 Houston, Texas 77056	TX	77056	0 00
06/26/2014	3456	5353 W Alabama, #615 Houston, Texas 77056	TX	77056	-250 00
06/03/2014	3452	Trees of Hope 3330 Audley #100 Houston, Texas 77098	TX	77098	-200 00
03/12/2014	3441	University of Texas-Austin 200 E Martin Luther King Jr Blvd Stop Austin, Tex	TX	70712-1609	-100 00