

Form **990**

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

A For the 2017 calendar year, or tax year beginning **APR 1, 2017** and ending **MAR 31, 2018**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1801 AUSTIN AVE. City or town, state or province, country, and ZIP or foreign postal code WACO, TX 76701 F Name and address of principal officer: FELICIA GOODMAN SAME AS C ABOVE	D Employer identification number 74-1272389 E Telephone number 254-754-0315 G Gross receipts \$ 15,982,369. H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.COOPERFDN.ORG		
K Form of organization: <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		
L Year of formation: 1943		M State of legal domicile: TX

Part I Summary

1	Briefly describe the organization's mission or most significant activities: GRANT MAKING TO NON PROFIT ORGANIZATIONS		
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3	Number of voting members of the governing body (Part VI, line 1a)	3	7
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	7
5	Total number of individuals employed in calendar year 2017 (Part V, line 2a)	5	2
6	Total number of volunteers (estimate if necessary)	6	7
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.
8	Contributions and grants (Part VIII, line 1h)	Prior Year 3,630.	Current Year 625.
9	Program service revenue (Part VIII, line 2g)	0.	0.
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,834,293.	3,299,277.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-17,899.	-1,963.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,820,024.	3,297,939.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	681,024.	1,298,516.
14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	148,857.	151,300.
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	298,201.	273,608.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,128,082.	1,723,424.
19	Revenue less expenses. Subtract line 18 from line 12	1,691,942.	1,574,515.
20	Total assets (Part X, line 16)	Beginning of Current Year 62,134,836.	End of Year 66,707,630.
21	Total liabilities (Part X, line 26)	958,494.	1,463,300.
22	Net assets or fund balances. Subtract line 21 from line 20	61,176,342.	65,244,330.

Part II Signature Block

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

Sign Here	Signature of officer FELICIA GOODMAN, EXECUTIVE DIRECTOR Type or print name and title	Date _____			
Paid Preparer Use Only	Print/Type preparer's name NANCY A. LIVINGSTON	Preparer's signature NANCY A. LIVINGSTON	Date 10/11/18	Check if self-employed <input type="checkbox"/>	PTIN P00044678
	Firm's name ▶ JAYNES, REITMEIER, BOYD & THERRELL, P.C.	Firm's EIN ▶ 74-2533381	Firm's address ▶ 5400 BOSQUE BLVD STE 500 WACO, TX 76710-4459		
	Phone no. (254) 776-4190				

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:
**TO MAKE WACO, TX A BETTER OR MORE DESIRABLE CITY IN WHICH TO LIVE,
WHICH IS ACCOMPLISHED BY GIVING GRANTS TO LOCAL NONPROFIT
ORGANIZATIONS.**

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 597,398. including grants of \$ 526,305.) (Revenue \$)
ONE OF THE FOUR FOCUS AREAS OF THE MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION IS COMMUNITY BUILDING AND SOCIAL SERVICES IN THE WACO AREA. DURING THE FISCAL YEAR, GRANTS WERE MADE FOR THE FOLLOWING COMMUNITY BUILDING AND SOCIAL SERVICES: 1. SMOKE ALARM INSTALLATION & FIRE PREPAREDNESS EDUCATION 2. SALARY FOR EXECUTIVE DIRECTOR 3. RENOVATION OF ABC CLINIC 4. EXPANDING CASE MANAGEMENT PROGRAM 5. PROGRAM INCENTIVITIZING LANDLORDS TO LOWER BARRIERS TO HOUSING 6. SUPPORT FOR RACE EQUITY PROJECT 7. BAYLOR LAW SCHOOL'S TRIAL ADVOCACY CLINIC 8. CASE MANAGER'S SALARY 9. SUPPORT FOR 2ND YEAR OF RACE EQUITY PROJECT 10. SUPPORT FOR THE NEW COMMUNITY LOAN CENTER 11. A LEADERSHIP DEVELOPMENT PROGRAM

4b (Code:) (Expenses \$ 379,128. including grants of \$ 334,010.) (Revenue \$)
ANOTHER FOCUS AREA FOR THE FOUNDATION IS HEALTH. DURING THE FISCAL YEAR, THE FOUNDATION MADE GRANTS FOR THE FOLLOWING PURPOSES: 1. FUNDING A PUBLIC AWARENESS EVENT ABOUT INJURY PREVENTION & MEDICAL ALERT SIGNS 2. PROVIDING HOME-DELIVERED MEALS, WELLNESS CHECKS & TRANSPORATION TO SENIOR ADULTS 3. UPDATE PROVIDENCE PARK HOSPICE BATHING ROOM 4. PURCHASE OF NEW WASHERS & DRYERS FOR HEALTH FACILITY 5. PURCHASE A BLOOD DONATION DOLLECTION VAN 6. SUPPORT FOR AN EXECUTIVE DIRECTOR FOR THE HEALTH CENTER

4c (Code:) (Expenses \$ 367,313. including grants of \$ 323,601.) (Revenue \$)
CONTRIBUTIONS FOR THE CREATION AND ENHANCEMENT OF COMMUNITY PROGRAMS AND FACILITIES FOR ARTS, CULTURE, AND RECREATION IN WACO, INCLUDED, AMONG OTHER GRANTS, FUNDS TO UPGRADE TECHNOLOGY & SECURITY EQUIPMENT, ADD CLASSROOM & REHEARSAL SPACE FOR PERFORMANCE THEATRE, UPDATE MUSEUM'S PUBLIC RESTROOMS, FUND NEW DOWNTOWN BUILDING FOR ART CENTER, AND THREE-YEAR SUPPORT FOR A MANAGER'S SALARY FOR HISTORIC SOCIETY.

4d Other program services (Describe in Schedule O.)
(Expenses \$ 130,080. including grants of \$ 114,600.) (Revenue \$)

4e Total program service expenses **1,473,919.**

MADISON ALEXANDER COOPER AND
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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	X	
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

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MADISON ALEXANDER COOPER AND
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Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the sponsoring organization make any taxable distributions under section 4966?		
9b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	1a 7		
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b 7		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
10b			
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
12c		X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	X	
b	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		
16b			

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **NONE**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: **THE ORGANIZATION - 254-754-0315**
1801 AUSTIN AVE., WACO, TX 76701

MADISON ALEXANDER COOPER AND
 MARTHA ROANE COOPER FOUNDATION

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MICHAEL MORRISON TRUSTEE	1.50	X					0.	0.	0.	
(2) ROLAND GOETZ CHAIRMAN	2.00	X		X			0.	0.	0.	
(3) VIRGINIA DUPUY TRUSTEE	1.50	X					0.	0.	0.	
(4) SHARON SHIELDS SECRETARY/TREASURER	2.00	X		X			0.	0.	0.	
(5) DAVID LACY VICE CHAIR	1.50	X		X			0.	0.	0.	
(6) WILLIAM NESBITT TRUSTEE	1.50	X					0.	0.	0.	
(7) DALE FISSELER TRUSTEE	1.50	X					0.	0.	0.	
(8) R.D. PATTILLO TRUSTEE EMERITUS	1.50	X					0.	0.	0.	
(9) FELICIA CHASE GOODMAN EXECUTIVE DIRECTOR	40.00			X			104,468.	0.	0.	

MADISON ALEXANDER COOPER AND
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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-total							104,468.	0.	0.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							104,468.	0.	0.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

MADISON ALEXANDER COOPER AND
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Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

				(A)	(B)	(C)	(D)
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	625.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f			625.			
Program Service Revenue	2 a	Business Code					
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			989,062.			989,062.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties			9,771.			9,771.
	6 a Gross rents	(i) Real	(ii) Personal				
		14,192.					
		b Less: rental expenses			25,926.		
		c Rental income or (loss)			-11,734.		
	d Net rental income or (loss)			-11,734.			-11,734.
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		14,968,719.					
		b Less: cost or other basis and sales expenses			12,658,504.		
		c Gain or (loss)			2,310,215.		
	d Net gain or (loss)			2,310,215.			2,310,215.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses	b				
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code				
11 a							
	b						
	c						
	d All other revenue						
e Total. Add lines 11a-11d							
12 Total revenue. See instructions.			3,297,939.	0.	0.	3,297,314.	

MADISON ALEXANDER COOPER AND
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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	1,298,516.	1,298,516.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	104,468.	73,128.	31,340.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	36,080.	21,648.	14,432.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	10,752.	7,526.	3,226.	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	19,615.		19,615.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion				
13 Office expenses	501.	351.	150.	
14 Information technology				
15 Royalties				
16 Occupancy	17,586.	12,310.	5,276.	
17 Travel	15,400.	10,780.	4,620.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	23,341.	16,339.	7,002.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a INVESTMENT EXPENSES	155,411.		155,411.	
b ADMINISTRATIVE EXPENSES	20,306.	14,214.	6,092.	
c OTHER COMMUNITY SUPPORT	13,646.	13,646.		
d DUES & SUBSCRIPTIONS	4,733.	3,313.	1,420.	
e All other expenses	3,069.	2,148.	921.	
25 Total functional expenses. Add lines 1 through 24e	1,723,424.	1,473,919.	249,505.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

MADISON ALEXANDER COOPER AND
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Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A)		(B)		
		Beginning of year		End of year		
Assets	1 Cash - non-interest-bearing		1			
	2 Savings and temporary cash investments		2,260,113.	2	1,636,547.	
	3 Pledges and grants receivable, net			3		
	4 Accounts receivable, net			4		
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L			6		
	7 Notes and loans receivable, net			7		
	8 Inventories for sale or use			8		
	9 Prepaid expenses and deferred charges			9		
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	856,516.			
	b Less: accumulated depreciation	10b	650,608.	219,033.	10c	205,908.
	11 Investments - publicly traded securities		59,552,196.	11	64,747,563.	
	12 Investments - other securities. See Part IV, line 11			12		
	13 Investments - program-related. See Part IV, line 11			13		
	14 Intangible assets			14		
	15 Other assets. See Part IV, line 11		103,494.	15	117,612.	
16 Total assets. Add lines 1 through 15 (must equal line 34)		62,134,836.	16	66,707,630.		
Liabilities	17 Accounts payable and accrued expenses		11,393.	17	925.	
	18 Grants payable		947,101.	18	1,462,375.	
	19 Deferred revenue			19		
	20 Tax-exempt bond liabilities			20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D			21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22		
	23 Secured mortgages and notes payable to unrelated third parties			23		
	24 Unsecured notes and loans payable to unrelated third parties			24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			25		
	26 Total liabilities. Add lines 17 through 25		958,494.	26	1,463,300.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27 Unrestricted net assets		500,000.	27	500,000.	
	28 Temporarily restricted net assets		51,128.	28	4,259.	
	29 Permanently restricted net assets		60,625,214.	29	64,740,071.	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.					
	30 Capital stock or trust principal, or current funds			30		
	31 Paid-in or capital surplus, or land, building, or equipment fund			31		
	32 Retained earnings, endowment, accumulated income, or other funds			32		
33 Total net assets or fund balances		61,176,342.	33	65,244,330.		
34 Total liabilities and net assets/fund balances		62,134,836.	34	66,707,630.		

Form 990 (2017)

MADISON ALEXANDER COOPER AND
MARTHA ROANE COOPER FOUNDATION

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,297,939.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,723,424.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,574,515.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	61,176,342.
5	Net unrealized gains (losses) on investments	5	2,493,473.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	65,244,330.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:			
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization **MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION** Employer identification number **74-1272389**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations 1
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
SEE SCHEDULE O	74-1646989	10	X		1,298,516.	
Total					1,298,516.	0.

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources ...						
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2016 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2017. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2016. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2017. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2016. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2016 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2016 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2017. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2016. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		X
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		X
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		X
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		X
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		X
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		X
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		X
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		X
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		X
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		X
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		X
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		X
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		X
b A family member of a person described in (a) above?		X
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI.		X

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
1	X	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		
2	X	

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		
1		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
1		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
2		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		
3		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
2a		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
2b		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		
3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI.) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2017 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2017			
a			
b From 2013			
c From 2014			
d From 2015			
e From 2016			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2017 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2017, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI . See instructions.			
6 Remaining underdistributions for 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2018. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2013			
b Excess from 2014			
c Excess from 2015			
d Excess from 2016			
e Excess from 2017			

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

PART IV, SECTION A, LINE 1 AND SECTION B, LINE 2

SEE SCHEDULE O FOR DETAILED EXPLANATION.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION Employer identification number 74-1272389

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, grants, and end of year, and two yes/no questions about donor property and grant fund usage.

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

Form with multiple questions (1-9) regarding conservation easements, including checkboxes for various purposes, a table for held easements at the end of the tax year, and yes/no questions about monitoring and reporting.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

Form with questions (1a, 1b, 2) regarding reporting of art and historical treasures, including revenue and asset amounts.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	61,176,342.	55,454,073.	56,545,844.	53,729,472.	47,781,576.
b Contributions	625.	3,630.	650.	11,900.	8,824.
c Net investment earnings, gains, and losses	4,856,787.	5,743,338.	-990,575.	2,869,645.	6,001,201.
d Grants or scholarships	73,818.				
e Other expenditures for facilities and programs	715,606.	24,699.	101,846.	65,173.	62,129.
f Administrative expenses					
g End of year balance	65,244,330.	61,176,342.	55,454,073.	56,545,844.	53,729,472.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment .77 %
- b Permanent endowment 99.23 %
- c Temporarily restricted endowment .01 %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		<input checked="" type="checkbox"/>
3a(ii)		<input checked="" type="checkbox"/>
3b		

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		62,500.		62,500.
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		794,016.	650,608.	143,408.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				205,908.

MADISON ALEXANDER COOPER AND
 MARTHA ROANE COOPER FOUNDATION

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	5,817,338.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	2,493,473.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	25,926.	
e	Add lines 2a through 2d	2e		2,519,399.
3	Subtract line 2e from line 1	3		3,297,939.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		3,297,939.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	1,749,350.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	25,926.	
e	Add lines 2a through 2d	2e		25,926.
3	Subtract line 2e from line 1	3		1,723,424.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		1,723,424.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

INCOME TAXES

THE FOUNDATION IS A PUBLIC CHARITY WHOSE REVENUE IS DERIVED FROM INVESTMENT INCOME AND CONTRIBUTIONS AND IS GENERALLY NOT SUBJECT TO FEDERAL OR STATE INCOME TAXES.

THE FOUNDATION RECOGNIZES THE EFFECT OF INCOME TAX POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT OF BEING SUSTAINED. RECOGNIZED INCOME TAX POSITIONS ARE MEASURED AT THE LARGEST AMOUNT THAT IS GREATER THAN 50% LIKELY OF BEING REALIZED. CHANGES IN RECOGNITION OR MEASUREMENT ARE REFLECTED IN THE PERIOD IN WHICH THE CHANGE IN JUDGMENT OCCURS. THE FOUNDATION RECORDS INTEREST AND PENALTIES RELATED TO UNRECOGNIZED TAX

Part XIII Supplemental Information (continued)

BENEFITS IN OTHER EXPENSES.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

RECLASSIFICATION OF RENTAL EXPENSES 25,926.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RECLASSIFICATION OF RENTAL EXPENSES 25,926.

FORM 990, SCH D, PART V, LINE 4, INTENDED USE OF ENDOWMENT F

THE PERMANENTLY RESTRICTED FUND IS TO BE INVESTED IN PERPETUITY. THE INCOME FROM THE MADISON ALEXANDER AND MARTHA ROANE COOPER FUND IS EXPENDABLE FOR ANY CHARITABLE, EDUCATIONAL OR BENEVOLENT PURPOSE IN WACO, TX OR THE SURROUNDING CENTRAL TEXAS AREA. THE INCOME FROM THE JANE BEVILLE FUND IS TRANSFERRED TO THE TEMPORARILY RESTRICTED FUND AND IS AVAILABLE FOR GRANTS TO CENTRAL TEXAS SENIOR MINISTRY OR OTHER NONPROFIT ORGANIZATIONS ENGAGED IN MINISTERING TO THE SPECIAL NEEDS OF THE ELDERLY IN WACO, TX AND THE SURROUNDING AREA. GRANTS MUST BE FOR CAPITAL EXPENDITURES, DEVELOPMENT OF NEW OR EXPERIMENTAL PROGRAMS OR EXCEPTIONAL OPERATING EXPENSES OF THE GRANTEES. LASTLY, THE BOARD HAS DESIGNATED \$10,000 TO \$25,000 PER MONTH FROM THE UNRESTRICTED FUND, THE CUMULATIVE AMOUNT NOT TO EXCEED \$500,000, FOR LARGE SPECIAL PROJECTS IN FUTURE PERIODS.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

Open to Public
Inspection

Name of the organization **MADISON ALEXANDER COOPER AND
MARTHA ROANE COOPER FOUNDATION** Employer identification number
74-1272389

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
WACO HUNGER RELIEF, INC. P O BOX 639 ELM MOTT, TX 76640	74-1880456	501(C)(3)	20.	0.			RETURN OF FUNDS
HEART OF TEXAS REGION MHMR CENTER P O BOX 890 WACO, TX 76703	74-1622958	501(C)(3)	-10.	0.			RETURN OF FUNDS
ARC OF MCLENNAN COUNTY P O BOX 3367 WACO, TX 76707	74-6023028	501(C)(3)	-10,379.	0.			RETURN OF FUNDS
TEXAS SPORTS HALL OF FAME 1108 S. UNIVERSITY PARKS DR WACO, TX 76706	74-2603242	501(C)(3)	-6,463.	0.			RETURN OF FUNDS
TEXAS SPORTS HALL OF FAME 1108 S. UNIVERSITY PARKS DR WACO, TX 76706	74-2603242	501(C)(3)	12,900.	0.			UPGRADE TECHNOLOGY & SECURITY EQUIPMENT
HOT REGIONAL ADVISORY COUNCIL 2911 HERRING AVE, STE 209 WACO, TX 76708	74-2707640	501(C)(3)	5,000.	0.			PUBLIC AWARENESS EVENT ABOUT INJURY PREVENTION, MEDICAL SIGNS & SYMPTOMS OF SERIOUS

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶
- 3** Enter total number of other organizations listed in the line 1 table ▶

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Schedule I (Form 990) (2017)

MADISON ALEXANDER COOPER AND
MARTHA ROANE COOPER FOUNDATION

Schedule I (Form 990)

74-1272389

Page 1

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN RED CROSS-HOT CHAPTER 9205 OAK CREEK DR WOODWAY, TX 76712	53-0196605	501(C)(3)	10,000.	0.			SMOKE ALARM INSTALLATION & FIRE PREPAREDNESS EDUCATION FOR FAMILIES IN NEED, 3RD-5TH GRADERS &
ENRICH SENIORS 5400 BOSQUE BLD STE 215 WACO, TX 76710	82-2101345	501(C)(3)	26,500.	0.			SALARY FOR EXECUTIVE DIRECTOR FOR STARTUP ORGANIZATION.
HOT REGION MHMR CENTER P O BOX 890 WACO, TX 76703	74-1622958	501(C)(3)	20,000.	0.			PROGRAM INCENTIVIZING LANDLORDS TO LOWER BARRIERS TO HOUSING BY COVERING COSTS ASSOCIATED
WACO FOUNDATION 1227 N VALLEY MILLS DR WACO, TX 76710	74-6054628	501(C)(3)	16,000.	0.			SUPPORT FOR THE RACE EQUITY PROJECT.
CARITAS OF WACO 300 SOUTH 5TH ST WACO, TX 76701	74-1711575	501(C)(3)	20,000.	0.			EXPANDING CASE MANAGEMENT PROGRAM THAT PROVIDES ASSISTANCE FOR ADDITIONAL SERVICES
ANIMAL BIRTH CONTROL CLINIC 3238 CLAY AVE WACO, TX 76711	23-7110730	501(C)(3)	41,000.	0.			RENOVATION OF CLINIC BY ADDING EXAM ROOM, IMPROVING LOBBY AND ADDING A DRIVE-THRU PET
BAYLOR UNIVERSITY ONE BEAR PLACE WACO, TX 76798	74-1159753	501(C)(3)	60,000.	0.			BAYLOR'S LAW SCHOOL'S TRIAL ADVOCACY CLINIC WILL PROVIDE LEGAL REPRESENTATION FOR
CENTRAL TEXAS SENIOR MINISTRY 501 W WACO DR WACO, TX 76707	74-1776447	501(C)(3)	85,000.	0.			PROVIDING HOME-DELIVERED MEALS, WELLNESS CHECKS AND TRANSPORTATION TO DISCHARGES PATIENTS WHO
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE #300 AUSTIN, TX 78751	74-1934031	501(C)(3)	5,000.	0.			TEGAC MEMBERSHIP AND CONTRIBUTION.

Schedule I (Form 990)

MADISON ALEXANDER COOPER AND
MARTHA ROANE COOPER FOUNDATION

Schedule I (Form 990)

74-1272389

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Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AVANCE WACO 3005 EDNA AVE WACO, TX 76708	90-0143587	501(C)(3)	50,000.	0.			EMERGENCY FUNDING FOR AVANCE
COMMUNITY HOSPICE OF TEXAS/PROVIDENCE HOSPICE - 6700 SANGER AVE - WACO, TX 76710	75-2653292	501(C)(3)	30,000.	0.			REMODEL & UPDATE OF PROVIDENCE HOSPICE PLACE BATHING ROOM
CENIKOR FOUNDATION 11111 KATY FREEWAY #500 HOUSTON, TX 77079	76-0031861	501(C)(3)	58,000.	0.			PURCHASE OF THREE WASHERS & DRYERS, KITCHEN FLOOR REPAIR & PARKING LOT REPAIR TO WACO FACILITY
FAMILY ABUSE CENTER P O BOX 20395 WACO, TX 76702	74-2080943	501(C)(3)	71,284.	0.			CASE MANAGER SALARY
COMMUNITIES IN SCHOOLS OF THE HOT 1001 WASHINGTON AVE WACO, TX 76701	74-2563411	501(C)(3)	40,000.	0.			PROVIDING RESOURCES TO EQUIP & SUPPORT THE DIRECT SERVICE FIELD TEAM & FOR ADDITIONAL
VIABLE OPTIONS IN COMMUNITY ENDEAVORS - 107 WEST 5TH AVE - CORSICANA, TX 75110	75-2491685	501(C)(3)	19,600.	0.			AFTER SCHOOL SESSIONS, AND ELEVEN-WEEK SUMMER PROGRAM AND HOLIDAY EVENTS FOR FAMILIES
CARTER BLOODCARE 2205 HIGHWAY 121 BEDFORD, TX 76021	75-1035606	501(C)(3)	36,000.	0.			PURCHASE OF A BLOOD DONATION COLLECTION VAN FOR USE IN THE GREATER WACO AREA.
WACO FOUNDATION 1227 N VALLEY MILLS DR WACO, TX 76710	74-6054628	501(C)(3)	15,900.	0.			SUPPORT FOR THE SECOND YEAR OF THE RACE EQUITY PROJECT
FAMILY HEALTH CENTER 1600 PROVIDENCE DR WACO, TX 76707	74-2867580	501(C)(3)	120,000.	0.			SUPPORT FOR THE EXECUTIVE DIRECTOR OF THE FAMILY CENTER SEARCH

Schedule I (Form 990)

MADISON ALEXANDER COOPER AND
MARTHA ROANE COOPER FOUNDATION

Schedule I (Form 990)

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Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WACO FOUNDATION 1227 N VALLEY MILLS DR WACO, TX 76710	74-6054628	501(C)(3)	80,000.	0.			SUPPORT FOR THE NEW COMMUNITY LOAN CENTER
ART CENTER OF WACO 712 AUSTIN WACO, TX 76701	74-1721811	501(C)(3)	47,164.	0.			FUNDING FOR A NEW BUILDING IN DOWNTOWN WACO
GRASSROOTS COMMUNITY DEVELOPMENT CORP - 1624 COLCORD AVE - WACO, TX 76707	74-2995407	501(C)(3)	176,000.	0.			A LEADERSHIP DEVELOPMENT PROGRAM EQUIPPING COMMUNITY LEADERS TO ADDRESS COMMUNITY ISSUES
HISTORIC WACO FOUNDATION, INC. 810 S 4TH ST WACO, TX 76706	74-1563772	501(C)(3)	180,000.	0.			SUPPORT FOR THREE-YEARS OF THE COLLECTION MANAGER'S SALARY AND A CONSULTANT
WACO CIVIC FOUNDATION 1517 LAKE AIR DR WACO, TX 76710	74-1467606	501(C)(3)	40,000.	0.			GENERAL BLG FUND
DR PEPPER MUSEUM 300 S 5TH ST WACO, TX 76701	74-2497117	501(C)(3)	50,000.	0.			GENERAL BLG FUND

MADISON ALEXANDER COOPER AND
 MARTHA ROANE COOPER FOUNDATION

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
 Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance

Part IV Supplemental Information. Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

ALL GRANT REQUESTS ARE INVESTIGATED BEFORE BEING AWARDED. THE COOPER FOUNDATION DOES NOT DISBURSE CHECKS WHEN GRANTS ARE APPROVED. THE FOUNDATION'S NORMAL PROCEDURE IS TO REIMBURSE ACTUAL EXPENDITURES AFTER THEY ARE INCURRED. THE FOUNDATION WORKS HARD TO HAVE A FAST TURN AROUND WHEN REIMBURSING A CHARITY. ALWAYS, THE FOUNDATION REQUIRES DOCUMENTATION OF ALL EXPENSES COVERED BY GRANTS. SUCH DOCUMENTATION MAY BE IN THE FORM OF INVOICES, TIME SHEETS, CONTRACTORS' DRAWS, OR OTHER RECEIPTS. GRANTS ARE NOT ONLY TRACKED IN TERMS OF EXPENDITURES, BUT GRANTEES ARE REQUIRED TO

Part IV Supplemental Information

SUBMIT BRIEF NARRATIVE REPORTS. BECAUSE ALL GRANTS ARE LOCAL, FREQUENTLY FOUNDATION STAFF OR TRUSTEES VISIT NONPROFITS AND SEE THE FRUITS OF COOPER'S AWARDS.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: HOT REGIONAL ADVISORY COUNCIL

(H) PURPOSE OF GRANT OR ASSISTANCE: PUBLIC AWARENESS EVENT ABOUT INJURY PREVENTION, MEDICAL SIGNS & SYMPTOMS OF SERIOUS ILLNESS.

NAME OF ORGANIZATION OR GOVERNMENT: AMERICAN RED CROSS-HOT CHAPTER

(H) PURPOSE OF GRANT OR ASSISTANCE: SMOKE ALARM INSTALLATION & FIRE PREPAREDNESS EDUCATION FOR FAMILIES IN NEED, 3RD-5TH GRADERS & ASSISTANCE TO HOME-FIRE VICTIMS.

NAME OF ORGANIZATION OR GOVERNMENT: HOT REGION MHR CENTER

(H) PURPOSE OF GRANT OR ASSISTANCE: PROGRAM INCENTIVIZING LANDLORDS TO LOWER BARRIERS TO HOUSING BY COVERING COSTS ASSOCIATED WITH POOR OUTCOMES TO A LEASE.

NAME OF ORGANIZATION OR GOVERNMENT: ANIMAL BIRTH CONTROL CLINIC

(H) PURPOSE OF GRANT OR ASSISTANCE: RENOVATION OF CLINIC BY ADDING EXAM ROOM, IMPROVING LOBBY AND ADDING A DRIVE-THRU PET MEDICATION WINDOW.

NAME OF ORGANIZATION OR GOVERNMENT: BAYLOR UNIVERSITY

(H) PURPOSE OF GRANT OR ASSISTANCE: BAYLOR'S LAW SCHOOL'S TRIAL ADVOCACY CLINIC WILL PROVIDE LEGAL REPRESENTATION FOR LOW-INCOME WACO-MCLENNAN COUNTY RESIDENTS.

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: CENTRAL TEXAS SENIOR MINISTRY

(H) PURPOSE OF GRANT OR ASSISTANCE: PROVIDING HOME-DELIVERED MEALS,
WELLNESS CHECKS AND TRANSPORTATION TO DISCHARGES PATIENTS WHO ARE
HIGH-RISK FOR READMISSION TO THE HOSPITAL.

NAME OF ORGANIZATION OR GOVERNMENT: COMMUNITIES IN SCHOOLS OF THE HOT

(H) PURPOSE OF GRANT OR ASSISTANCE: PROVIDING RESOURCES TO EQUIP &
SUPPORT THE DIRECT SERVICE FIELD TEAM & FOR ADDITIONAL PERSONNEL SUPPORT

NAME OF ORGANIZATION OR GOVERNMENT: VIABLE OPTIONS IN COMMUNITY ENDEAVORS

(H) PURPOSE OF GRANT OR ASSISTANCE: AFTER SCHOOL SESSIONS, AND
ELEVEN-WEEK SUMMER PROGRAM AND HOLIDAY EVENTS FOR FAMILIES LIVING IN
SOUTH WACO AND KATE ROSS APTS.

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
DAVID LACY	DAVID LACY IS A MEM	0.	MR. LACY IS		X
FELICIA GOODMAN	FELICIA GOODMAN IS	0.	FELICIA GOO		X
BILL NESBITT	BILL NESBITT IS A M	0.	BILL NESBIT		X

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: DAVID LACY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

DAVID LACY IS A MEMBER OF THE BOARD OF DIRECTORS OF THE FOUNDATION.

(D) DESCRIPTION OF TRANSACTION: MR. LACY IS PRESIDENT OF COMMUNITY BANK,

WHICH HOLDS THE FOUNDATION'S CHECKING ACCOUNT. THE BANK DOES NOT CHARGE A SERVICE FEE FOR THE MAINTENANCE OF THE FOUNDATION'S CHECKING ACCOUNT.

THE FEES PAID TO COMMUNITY BANK WERE WELL BELOW THE THRESHOLD FOR REPORTING ON SCHEDULE L.

(A) NAME OF PERSON: FELICIA GOODMAN

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FELICIA GOODMAN IS THE EXECUTIVE DIRECTOR OF THE FOUNDATION.

(D) DESCRIPTION OF TRANSACTION: FELICIA GOODMAN IS RELATED TO ONE OF

OWNERS OF AND IS A MINOR SHAREHOLDER OF INSURORS OF TEXAS, FROM WHICH THE ORGANIZATION PURCHASED INSURANCE. THE CHARGE FOR INSURANCE IS WELL BELOW THE THRESHOLD FOR REPORTING.

(A) NAME OF PERSON: BILL NESBITT

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

BILL NESBITT IS A MEMBER OF THE BOARD OF DIRECTORS OF THE FOUNDATION.

(D) DESCRIPTION OF TRANSACTION: BILL NESBITT IS THE CHAIRMAN OF THE
BOARD AND CEO OF CENTRABANK CORPORATION. FELICIA GOODMAN IS A
SHAREHOLDER.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

Open to Public
Inspection

Name of the organization

MADISON ALEXANDER COOPER AND
MARTHA ROANE COOPER FOUNDATION

Employer identification number
74-1272389

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

ANOTHER IMPORTANT FOCUS AREA FOR THE FOUNDATION IS EDUCATION. DURING

THE FISCAL YEAR, THE FOUNDATION MADE GRANTS FOR TEGAC

MEMBERSHIP, EMERGENCY FUNDING FOR ORGANIZATION PROVIDING EDUCATIONAL

SUPPORT FOR CHILDREN, TO EQUIP & SUPPORT THE DIRECT SERVICE FIELD TEAM

FOR AFTER SCHOOL SESSIONS FOR CHILDREN.

EXPENSES \$ 130,080. INCLUDING GRANTS OF \$ 114,600. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 2:

TRUSTEES OF THE COOPER FOUNDATION ARE COMMUNITY LEADERS, MANY OF WHOM ARE

ACTIVE IN CIVIC AFFAIRS AND SERVE ON A VARIETY OF NONPROFIT AND BUSINESS

BOARDS.

--DAVID LACY SERVES ON THE BOARD OF THE WACO FAMILY PRACTICE FOUNDATION.

ROLAND GOERTZ IS THE FOUNDATION'S EXECUTIVE DIRECTOR.

--SHARON SHIELDS SERVES AS BOARD MEMBER OF THE NONPROFIT HOT COMMUNITY

HEALTH CENTER. ROLAND GOERTZ IS THE CENTER'S CEO.

--VIRGINIA DUPUY AND ROLAND GOERTZ SERVE AS BOARD MEMBERS OF PROSPER WACO.

--MIKE MORRISON IS A BOARD MEMBER OF COMMUNITY BANK AND TRUST. DAVID LACY

IS THE CEO.

FORM 990, PART VI, SECTION B, LINE 11B:

BOARD MEMBERS ARE GIVEN A COPY OF THE RETURN FOR REVIEW BEFORE FILING, IF

THERE IS TIME BEFORE THE FILING DEADLINE; OTHERWISE, THE RETURN IS PROVIDED

IMMEDIATELY AFTER FILING. ANY TRUSTEE COMMENTS ARE CONSIDERED IN DECIDING

WHETHER CHANGES SHOULD BE MADE TO THE 990. EACH MEMBER IS GIVEN A FINAL

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2017)

Name of the organization	MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION	Employer identification number	74-1272389
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VERSION OF THE DOCUMENT.

FORM 990, PART VI, SECTION B, LINE 12C:

IN ADDITION TO REGULARLY MAKING CLEAR ANY RELATIONSHIPS THAT MIGHT POSE A CONFLICT, AT EVERY MEETING WHERE A CONFLICT MIGHT ARISE, THE RELEVANT TRUSTEE DECLARES THE CONFLICT AND REFRAINS FROM VOTING ON THE MATTER. THE MINUTES DOCUMENT THE CONFLICT AND THE VOTE. WHILE THE STAFF DOES NOT VOTE, POTENTIAL CONFLICTS ARE DECLARED. ALSO, ON AN ANNUAL BASIS, EACH TRUSTEE COMPLETES A FORM THAT DOCUMENTS RELATIONSHIPS BETWEEN BOARD MEMBERS.

FORM 990, PART VI, SECTION B, LINE 15:

A PERFORMANCE REVIEW COMMITTEE COMPOSED OF TRUSTEES OF THE FOUNDATION EVALUATES THE EXECUTIVE DIRECTOR, ALONG WITH INPUT FROM THE ENTIRE BOARD. IN ADDITION, THE COMMITTEE STUDIES COMPARABILITY INFORMATION SUCH AS THE COUNCIL ON FOUNDATIONS' ANNUAL GRANTMAKERS' SALARY AND BENEFITS REPORT PRIOR TO SUBMITTING A RECOMMENDATION FOR COMPENSATION TO THE FULL BOARD. THE TRUSTEES DECIDE THE COMPENSATION DURING AN EXECUTIVE SESSION OF THE BOARD AND THE DECISION IS RECORDED IN THE MINUTES.

FORM 990, PART VI, SECTION C, LINE 19:

AVAILABLE UPON REQUEST.

PART XI, QUESTION 2C-AUDIT COMMITTEE RESPONSIBILITY

THE AUDIT COMMITTEE RECOMMENDS THE ENGAGEMENT OF THE AUDITORS TO THE ENTIRE BOARD. THE ENGAGEMENT IS AN AGENDA ITEM FOR A REGULAR MEETING OF THE TRUSTEES, WHO VOTE ON THE RECOMMENDATION. THE AUDIT COMMITTEE IS AVAILABLE THROUGHOUT THE FIELD AND OFFICE WORK AND MEETS WITH THE AUDITOR AT THE CONCLUSION OF THE AUDIT. EACH MEMBER OF THE BOARD

Name of the organization	MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION	Employer identification number	74-1272389
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RECEIVES A COPY OF THE AUDIT PRIOR TO THE BOARD MEETING IN WHICH THE
AUDIT COMMITTEE PROVIDES ITS REPORT AND THE TRUSTEES FORMALLY VOTE TO
ACCEPT OR REJECT THE AUDIT REPORT.

SCH. A, PART I, LINE 11(G), PART IV, SEC A, LINE 1 & SEC B, LINE 2
THE SUPPORTED ORGANIZATIONS CONSIST OF 5 CLASSES OF BENEFICIARY
ORGANIZATIONS, WHICH ARE LISTED IN THE FOUNDATION'S ORGANIZING
DOCUMENTS. EACH NAMED ORGANIZATION HAS BEEN NOTIFIED OF THE
FOUNDATION'S SUPPORT AND THESE ORGANIZATIONS SELECT THE MAJORITY OF
THE BOARD OF DIRECTORS OF THE FOUNDATION. ALL OF THE ORGANIZATIONS
SUPPORTED WERE ORGANIZED IN THE U.S. THE CLASSES ARE AS FOLLOWS:

CLASS I - SCHOOLS, SCHOOL DISTRICTS, AND ORGANIZATIONS OF HIGHER
EDUCATION. THE REASON FOR PUBLIC CHARITY STATUS ON PAGE ONE OF SCHEDULE
A FOR THESE ORGANIZATIONS IS NUMBER 2, A SCHOOL. GRANTS TOTALING
\$60,000 WERE GIVEN TO ORGANIZATIONS IN THIS CLASS FOR THE YEAR ENDED
MARCH 31, 2018.

CLASS II - CITY AND COUNTY GOVERNMENTS WITHIN MCLENNAN COUNTY, TX. THE
REASON FOR PUBLIC CHARITY STATUS ON PAGE ONE OF SCHEDULE A FOR THESE
ORGANIZATIONS IS NUMBER 6, A FEDERAL, STATE, OR LOCAL GOVERNMENT OR
GOVERNMENTAL UNIT.

CLASS III - UNITED FUND OF WACO AND ITS MEMBER AGENCIES. THE REASON
FOR PUBLIC CHARITY STATUS ON PAGE ONE OF SCHEDULE A FOR THIS
ORGANIZATION AND ITS MEMBER AGENCIES ARE NUMBER 7, 509(A)(1)
ORGANIZATIONS, OR NUMBER 9, 509(A)(2) ORGANIZATIONS. GRANTS TOTALING

Name of the organization	MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION	Employer identification number	74-1272389
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\$150,895 WERE GIVEN TO ORGANIZATIONS IN THIS CLASS FOR THE YEAR ENDED MARCH 31, 2018.

CLASS IV - HOSPITALS, MEDICAL RESEARCH FACILITIES, HEALTH CARE ORGANIZATIONS & HEALTH CARE TRAINING ORGANIZATIONS. THE REASON FOR PUBLIC CHARITY STATUS ON PAGE ONE OF SCHEDULE A FOR THESE ORGANIZATIONS IS NUMBER 3, A HOSPITAL OR COOPERATIVE HOSPITAL SERVICE ORGANIZATION, OR 4, A MEDICAL RESEARCH ORGANIZATION OPERATED IN CONNECTION WITH A HOSPITAL. GRANTS TOTALING \$155,000 WERE GIVEN TO ORGANIZATIONS IN THIS CLASS FOR THE YEAR ENDED MARCH 31, 2018.

CLASS V - OTHER 509(1)(1) AND 509(A)(2) PUBLIC CHARITIES. THE REASON FOR PUBLIC CHARITY STATUS ON PAGE ONE OF SCHEDULE A IS NUMBER 7 OR NUMBER 9 FOR THESE ORGANIZATIONS. GRANTS TOTALING \$932,621 WERE GIVEN TO ORGANIZATIONS IN THIS CLASS FOR THE YEAR ENDED MARCH 31, 2018.

SCHEDULE R, PART II, RELATED TAX EXEMPT ORGANIZATIONS

THE TRUST INDENTURE CREATING THE MADISON A. COOPER AND MARTHA ROANE COOPER FOUNDATION NAMES EIGHT BENEFITED ORGANIZATIONS TO WHICH ARE GIVEN THE POWER TO SELECT A MAJORITY OF THE BOARD OF THE FOUNDATION. EACH OF THE EIGHT LISTED ORGANIZATIONS IS TO CONTINUE TO BE A BENEFITED ORGANIZATION ONLY IF THE CONTROL OF THE ORGANIZATION REMAINS IN THE WACO AREA. DUE TO MERGERS WITH HOSPITALS WHICH WERE NOT LOCALLY CONTROLLED, BOTH HILLCREST HOSPITAL AND PROVIDENCE HOSPITAL ARE NO LONGER BENEFITED ORGANIZATIONS. THE HEART OF TEXAS NONPROFIT FAMILY HEALTH CENTER WAS ADDED AS A BENEFITED ORGANIZATION IN FYE 2014 AND IS

Name of the organization MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION	Employer identification number 74-1272389
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LISTED ALONG WITH THE OTHER REMAINING BENEFITED ORGANIZATIONS ON SCHEDULE R, PART II-RELATED ORGANIZATIONS. THE TRUST INDENTURE FURTHER STATES THAT FIVE CLASSES OF BENEFITED ORGANIZATIONS ARE ELIGIBLE TO RECEIVE GRANTS FROM THE INCOME OF THE FOUNDATION. A DESCRIPTION OF EACH OF THE FIVE CLASSES IS INCLUDED ABOVE IN REFERENCE TO SCHEDULE A. THE SEVEN NAMED BENEFITED ORGANIZATIONS, WHICH HAVE THE RIGHT TO ELECT THE MAJORITY OF THE FOUNDATION'S BOARD, ARE MEMBERS OF ONE OR MORE OF THE CLASSES OF BENEFICIARY ORGANIZATIONS ELIGIBLE TO RECEIVE GRANTS FROM THE INCOME OF THE FOUNDATION.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization **MADISON ALEXANDER COOPER AND
MARTHA ROANE COOPER FOUNDATION** Employer identification number
74-1272389

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
WACO INDEPENDENT SCHOOL DISTRICT - SEE STATEMENT - 74-6002532, P.O. BOX 27, WACO, TX 76703	EDUCATION	TEXAS	115				X
MCLENNAN COMMUNITY COLLEGE - SEE STATEMENT - 74-1541260, 1400 COLLEGE DRIVE, WACO, TX 76708	EDUCATION	TEXAS	115				X
UNITED FUND OF WACO- SEE STATEMENT - 74-1189027, 4224 COBBS DRIVE, WACO, TX 76710	CHARITABLE- GRANTS FUNDS FOR AIDING THE POOR, FOR EDUCATION, FOR HEALTH	TEXAS	501(C)(3)	7			X
HEART OF TEXAS COMMUNITY HEALTH CENTER - SEE STATEMENT - 74-2867580, 1600 PROVIDENCE DRIVE, WACO, TX 76707	MEDICAL FACILITY	TEXAS	501(C)(3)	7			X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2017

MADISON ALEXANDER COOPER AND
 MARTHA ROANE COOPER FOUNDATION

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No

MADISON ALEXANDER COOPER AND
 MARTHA ROANE COOPER FOUNDATION

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) HEART OF TEXAS COMMUNITY HEALTH CENTER	B	120,000.	AMOUNT GRANTED
(2) BAYLOR UNIVERSITY	B	60,000.	AMOUNT GRANTED
(3)			
(4)			
(5)			
(6)			

