See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning APR 1, 2009 and ending MAR 31, 2010

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

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 country, and ZIP + 4
WACO, TX 76701

D Employer identification number
74-1272389

E Telephone number
254-754-0315

G Gross receipts $ 7,083,103.

F Name and address of principal officer ELIZABETH SMITH
SAME AS C ABOVE

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c)(3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.COOPERFDN.ORG

K Form of organization: ☐ Corporation ☒ Trust ☐ Association ☐ 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 ▶ ☐ 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 employees (Part V, line 2a)	5	2
6	Total number of volunteers (estimate if necessary)	6	2
7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	22,800.	217,005.
9	Program service revenue (Part VIII, line 2g)		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	257,371.	980,731.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	135,941.	49,604.
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	416,112.	1,247,340.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	555,413.	421,982.
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	146,375.	157,690.
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ▶		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	170,609.	168,115.
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	872,397.	747,787.
19	Revenue less expenses Subtract line 18 from line 12	-456,285.	499,553.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	27,443,567.	35,414,314.
21	Total liabilities (Part X, line 26)	640,117.	627,095.
22	Net assets or fund balances Subtract line 21 from line 20	26,803,450.	34,787,219.

SCANNED DEC 06 2010

RECEIVED
NOV 16 2010
411 IRS-OSC
OGDEN, UT

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

▶ Elizabeth Breit Smith — Signature of officer — Date 11/12/10

▶ ELIZABETH SMITH, EXECUTIVE DIRECTOR — Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ Nancy A. Fuqua — Date 11/18/2010 — Check if self-employed ▶ ☐ — Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ JAYNES, REITMEIER, BOYD & THERRELL, P.C.
5400 BOSQUE BLVD STE 500
WACO, TX 76710-4459

EIN ▶

Phone no ▶ (254)776-4190

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

GHO 22

Part III Statement of Program Service Accomplishments

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 exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts 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 $ 129,971. including grants of $ 110,000.) (Revenue $)
GRANTS TO CLASS I ORGANIZATIONS (SCHOOLS AND OTHER EDUCATIONAL INSTITUTIONS) INCLUDED, AMONG OTHER AWARDS, FUNDING FOR NEW PIANOS AT A COMMUNITY COLLEGE AND SUPPORTED A TUTOR TRAINING COORDINATOR AT AN EDUCATION ALLIANCE.

4b (Code) (Expenses $ 186,009. including grants of $ 126,096.) (Revenue $)
A SAMPLING OF CONTRIBUTIONS FOR THE PROMOTION OF HEALTH AND SOCIAL WELFARE IN THE WACO COMMUNITY INCLUDES FUNDING OF A NEW OVEN TO PREPARE MEALS FOR SENIORS, FUNDING OF A NEW MOBILE COLLECTION VAN FOR A BLOODCARE CENTER , REPAIRS TO HVAC AT AN ABUSE CENTER, AND SENIORSAFE AT A LOCAL HOSPITAL. THE ORGANIZATIONS SERVED ARE CLASS III (UNITED WAY), CLASS IV (HOSPITALS), AND CLASS V (OTHER 501(A)(1) AND 501(A)(2) PUBLIC CHARITIES) ORGANIZATIONS.

4c (Code) (Expenses $ 265,771. including grants of $ 185,886.) (Revenue $)
CONTRIBUTIONS FOR THE CREATION AND ENHANCEMENT OF COMMUNITY PROGRAMS AND FACILITIES FOR ARTS, CULTURE, AND COMMUNITY DEVELOPMENT IN WACO, INCLUDED, AMONG OTHER GRANTS, FUNDS FOR A NEW LOW-INCOME HOUSING APARTMENT BUILDING,STRATEGIC PLANNING FOR ANIMAL SHELTERS, RENOVATION OF OFFICES, ASSISTANCE WITH PLANNING THE FUTURE OF WACO HIPPODROME AND OTHER COMMUNITY ARTS PROGRAMS. THE ORGANIZATIONS SERVED ARE CLASS II (GOVERNMENT), CLASS III (UNITED WAY AGENCIES), AND CLASS V (OTHER 501(A)(1) AND 501(A)(2) PUBLIC CHARITIES) ORGANIZATIONS.

4d Other program services (Describe in Schedule O)
(Expenses $ including grants of $) (Revenue $)

4e Total program service expenses ▶ $ 581,751.

932002
02-04-10

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)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		X
5	**Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		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? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	X	
11	Is the organization's answer to any of the following questions "Yes"? *If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	X	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*			
	• 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? *If "Yes," complete Schedule D, Part VII.*			
	• 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? *If "Yes," complete Schedule D, Part VIII.*			
	• 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? *If "Yes," complete Schedule D, Part IX*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*			
	• 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? *If "Yes," complete Schedule D, Part X*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12	X	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional* (Yes: , No: X)	12A		
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		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? *If "Yes," complete Schedule G, Part I*	17		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? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		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? *If "Yes," complete Schedule J*	23		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? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		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? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		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? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c	X	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		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? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		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? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S. Information Returns. Enter -0- if not applicable	1a	1		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c		
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	2a	2		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*		3b		
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)?		4a		X
b	If "Yes," enter the name of the foreign country ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		5c		
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?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	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?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		7g	X	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		7h	X	
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		X
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

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.*

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body	1a	7		
b	Enter the number of voting members that 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?		2	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?		3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		5		X
6	Does the organization have members or stockholders?		6		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		7a		X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	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*		9		X

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

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X	
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	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	15a	X	
b	Other officers or key employees of the organization	15b	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?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken 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 (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

ELIZABETH BRIENT SMITH - (254) 754-0315
1801 AUSTIN AVENUE, WACO, TX 76701

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

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 Use Schedule J-2 if additional space is needed

- 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 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 the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
WILLIAM NESBITT MEMBER	1.50	X						0.	0.	0.
DR. SHARON SHIELDS MEMBER	1.50	X						0.	0.	0.
WILLIAM L. CLIFTON, JR. CHAIRMAN OF THE BOARD	2.00	X		X				0.	0.	0.
VIRGINIA DUPUY VICE CHAIR	1.50	X		X				0.	0.	0.
LARRY GROTH SECRETARY/TREASURER	2.00	X		X				0.	0.	0.
DR. ROLAND GOERTZ MEMBER	1.50	X						0.	0.	0.
DAVID LACY MEMBER	1.50	X						0.	0.	0.
ELIZABETH BRIENT SMITH EXECUTIVE DIRECTOR	40.00			X				105,500.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(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 Total ▶								105,500.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in 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? *If "Yes," complete Schedule J for such individual*		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? *If "Yes," complete Schedule J for such individual*		X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*		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 NONE

(A) Name and business address	(B) Description of services	(C) Compensation

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

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a 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	217,005.			
	g Noncash contributions included in lines 1a-1f $ 200,260.					
	h **Total.** Add lines 1a-1f	▶	217,005.			
Program Service Revenue		Business Code				
	2 a					
	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)	▶	797,322.			797,322.
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶	29,739.			29,739.
		(i) Real / (ii) Personal				
	6 a Gross Rents	50,818.				
	b Less rental expenses	30,953.				
	c Rental income or (loss)	19,865.				
	d Net rental income or (loss)	▶	19,865.			19,865.
		(i) Securities / (ii) Other				
	7 a Gross amount from sales of assets other than inventory	5988219.				
	b Less cost or other basis and sales expenses	5804810.				
	c Gain or (loss)	183,409.				
	d Net gain or (loss)	▶	183,409.			183,409.
	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.	▶	1,247,340.	0.	0.	1030335.

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) but are not required to complete columns (B), (C), and (D).

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 governments and organizations in the U.S. See Part IV, line 21	421,982.	421,982.		
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	105,500.	73,850.	31,650.	
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	40,984.	24,590.	16,394.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	11,206.	7,844.	3,362.	
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	16,330.		16,330.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses	388.	272.	116.	
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	6,040.	4,228.	1,812.	
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				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a INVESTMENT EXPENSES	78,910.		78,910.	
b MAINTENANCE	17,446.	12,212.	5,234.	
c INSURANCE	14,896.	10,427.	4,469.	
d UTILITIES	8,571.	6,000.	2,571.	
e OTHER COMMUNITY SUPPORT	8,239.	8,239.		
f All other expenses	17,295.	12,107.	5,188.	
25 **Total functional expenses** Add lines 1 through 24f	747,787.	581,751.	166,036.	0.
26 **Joint costs** Check here ▶ ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing			1	
	2	Savings and temporary cash investments		3,607,126.	2	1,923,072.
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net			4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule 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 1,326,368.			
	b	Less accumulated depreciation	10b 742,142.	401,072.	10c	584,226.
	11	Investments - publicly traded securities		23,327,457.	11	32,784,792.
	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		107,912.	15	122,224.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		27,443,567.	16	35,414,314.
Liabilities	17	Accounts payable and accrued expenses		8,163.	17	8,505.
	18	Grants payable		631,954.	18	356,900.
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	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 Complete Part X of Schedule D		0.	25	261,690.
	26	**Total liabilities.** Add lines 17 through 25		640,117.	26	627,095.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		655,350.	27	687,181.
	28	Temporarily restricted net assets		68,070.	28	110,617.
	29	Permanently restricted net assets		26,080,030.	29	33,989,421.
		Organizations that do not follow SFAS 117, check here ▶ [ ] 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		26,803,450.	33	34,787,219.
	34	Total liabilities and net assets/fund balances		27,443,567.	34	35,414,314.

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ 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?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
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?	3a		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	3b		

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.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization	Employer identification number
MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION	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 11, 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)

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 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)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☒ 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 that describes the type of supporting organization and complete lines 11e through 11h

a ☒ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	X
(ii)	A family member of a person described in (i) above?	11g(ii)	X
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	X

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col. (i) of your support? Yes	(v) No	(vi) Is the organization in col. (i) organized in the U.S.? Yes	(vi) No	(vii) Amount of support
SEE SCHEDULE O	####### ##	2-9	X		X		X		421,982.
Total									421,982.

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

Schedule A (Form 990 or 990-EZ) 2009

932021 02-08-10

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)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 IV)						
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** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) 14 %

15 Public support percentage from 2008 Schedule A, Part II, line 14 15 %

16a **33 1/3% support test - 2009.** 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 ▶ ☐

b **33 1/3% support test - 2008.** 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 ▶ ☐

17a **10% -facts-and-circumstances test - 2009.** 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 IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2008.** 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 IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ ☐

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 ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 IV)						
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 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2009** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2008** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2009.** 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 - 2008.** 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 ▶ ☐

Schedule D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

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" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

		Held at the End of the Tax Year
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

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 XIV

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 organization answered "Yes" to 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 XIV 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? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to 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	26634066.	34087423.			
b	Contributions	233,589.	22,800.			
c	Net investment earnings, gains, and losses	7,736,034.	-7469353.			
d	Grants or scholarships					
e	Other expenditures for facilities and programs	4,404.	6,804.			
f	Administrative expenses					
g	End of year balance	34599285.	26634066.			

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ▶ 1.44 %
b Permanent endowment ▶ 98.24 %
c Term endowment ▶ .32 %

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

		Yes	No
(i)	unrelated organizations	3a(i)	X
(ii)	related organizations	3a(ii)	X
b	If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	0.	448,577.		448,577.
b Buildings				
c Leasehold improvements				
d Equipment				
e Other	0.	877,791.	742,142.	135,649.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)*			▶	584,226.

Part VII Investments - Other Securities. 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
Financial derivatives		
Closely-held equity interests		
Other		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15

(a) Description	(b) Book value
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15)* ▶	

Part X Other Liabilities. See Form 990, Part X, line 25

1 (a) Description of liability	(b) Amount
Federal income taxes	
PAYABLE FOR INVESTMENT SECURITIES	261,690.
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	261,690.

2. FIN 48 Footnote In Part XIV, 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

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,247,340.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	747,787.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	499,553.
4	Net unrealized gains (losses) on investments	4	7,484,216.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4 through 8	9	7,484,216.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	7,983,769.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	1,086,706.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d	30,953.		
e	Add lines 2a through 2d			2e	30,953.
3	Subtract line 2e from line 1			3	1,055,753.
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 XIV)	4b	191,587.		
c	Add lines 4a and 4b			4c	191,587.
5	Total revenue Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12)*			5	1,247,340.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	778,740.
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 XIV)	2d	30,953.		
e	Add lines 2a through 2d			2e	30,953.
3	Subtract line 2e from line 1			3	747,787.
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 XIV)	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	747,787.

Part XIV Supplemental Information

Complete this part to 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, line 8, Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b Also complete this part to provide any additional information.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RECLASSIFICATION OF RENTAL EXPENSES: 30953.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

REALIZED GAINS/LOSS ON ASSET DISPOSAL: 183409.

EOG MINERAL LEASE: 8178.

Part XIV Supplemental Information *(continued)*

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

RECLASSIFICATION OF RENTAL EXPENSES: 30953.

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.**

OMB No 1545-0047

2009

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? [X] 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 Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Check this box if no one recipient received more than $5,000 Use Part IV and Schedule I-1 (Form 990) 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 non-cash assistance	(h) Purpose of grant or assistance
CENTRAL TEXAS SENIOR MINISTRY 501 WEST WACO DRIVE WACO, TX 76703	74-1776447	501(C)(3)	7,630.	0.			DOUBLE CONVECTION OVEN THAT ENABLED AN INCREASE IN MEALS PREPARED AND EXTENDED AREA SERVED
FAMILY ABUSE CENTER P O BOX 20395 WACO, TX 76702	74-2080943	501(C)(3)	7,466.	0.			FUNDS TO REPAIR THE SHELTERS HVAC SYSTEM.
TALITHA KOUM INSTITUTE 1311 CLAY AVE WACO, TX 76706	75-2849153	501(C)(3)	25,000.	0.			FUNDS TO EXAMINE LOCAL EARLY CHILDHOOD PROGRAMS AND TO DEVELOP A LONG-TERM SUSTAINABILITY
CITY OF WACO 300 AUSTIN AVE WACO, TX 76702	74-6002468	115	25,000.	0.			FUNDS TO SUPPORT FESTIVITIES THAT MARKED THE 100 YEAR ANNIVERSARY OF CAMERON PARK.
WACO HUMANE SOCIETY 2032 CIRCLE DRIVE WACO, TX 76706	74-2355124	501(C)(3)	8,000.	0.			FUNDS TO HIRE A LEADING EXPERT IN STRATEGIC PLANNING FOR ANIMAL SHELTERS.
WACO HABITAT FOR HUMANITY 220 NORTH 11TH STREET WACO, TX 76701	75-2130884	501(C)(3)	7,772.	0.			FUNDS FOR THE HVAC AND INSULATION PORTION OF THE RENOVATION OF THEIR OLD OFFICE.

2 Enter total number of section 501(c)(3) and government organizations ▶ 16.

3 Enter total number of other organizations ▶

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

Schedule I (Form 990) 2009

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

932101 02-02-10

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) 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 non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, 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 SUBMIT BRIEF NARRATIVE REPORTS.

SCHEDULE I-1 (Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
▶ Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization: MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION

Employer identification number: 74-1272389

Part I 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 4224 COBBS DRIVE WACO, TX 76710	74-1168926	501(C)(3)	7,925.	0.			FUNDS FOR FUNDRAISING SOFTWARE PLUS THE CONVERSION OF EXISTING DONOR RECORDS.
GREATER WACO EDUCATION ALLIANCE 900 AUSTIN AVE, 9TH FLOOR WACO, TX 76701	74-6054628	501(C)(3)	10,000.	0.			FUNDS TO SUPPORT A TUTOR TRAINING COORDINATOR.
CARTER BLOODCARE 2205 HIGHWAY 21 BEDFORD, TX 76021	75-1035606	501(C)(3)	40,000.	0.			FUNDS FOR A FULLY EQUIPPED MOBILE BLOOD COLLECTIION VAN.
WACO CULTURAL ARTS FEST 4209 WEST WACO DR WACO, TX 76710	05-0616886	501(C)(3)	18,000.	0.			FUNDS TO DEVELOP A FIVE YEAR STRATEGIC PLAN INCLUDING CAPACITY BUILDING
WACO HOUSING AUTHORITY & AFFILIATES - 4400 COBBS DRIVE - WACO, TX 76703	74-2716654	115	29,312.	0.			FUNDS TO COVER THE PRELIMINARY COSTS RELATED TO A NEW LOW-INCOME HOUSING APARTMENT
WACO PERFORMING ARTS COMPANY 724 AUSTIN AVE WACO, TX 76701	74-2131170	501(C)(3)	47,500.	0.			FUNDS FOR EXPENSES, AN AUDIT, AND EXPERT ASSISTANCE FOR THE WACO HIPPODROME.
SCOTT & WHITE HILLCREST BAPTIST MEDICAL CENTER - 2401 SOUTH 31ST ST - TEMPLE, TX 76508	74-1166904	501(C)(3)	40,000.	0.			MONIES TO FILL A GAP IN STATE FUNDING FOR STAFF AND SERVICES FOR SENIORSAFE.
MELENNAN COMMUNITY COLLEGE FOUNDATION - 1400 COLLEGE DRIVE - WACO, TX 76708	74-2550278	501(C)(3)	100,000.	0.			FUNDS TO REPLACE MCC'S MUSIC DEPT'S OLD PIANOS WITH NEW STEINWAYS.

SCHEDULE I-1
(Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
▶ Attach to Form 990 to list additional information for Schedule I (Form 990), Part II or Part III.

OMB No 1545-0047
2009
Open to Public Inspection

Name of the organization MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION

Employer identification number 74-1272389

Part I 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
HOT COUNCIL ON ALCOHOLISM AND DRUG ABUSE - 4901 BOSQUE BLVD #200 - WACO, TX 76710	74-1926401	501(C)(3)	6,000.	0.			FUNDS FOR AN AUDIT.
ANIMAL BIRTH CONTROL CLINIC 3238 CLAY AVE WACO, TX 76711	23-7110730	501(C)(3)	48,000.	0.			FUNDS FOR A PAVED PARKING LOT AT ABC'S NEW FACILITY.
MAYBORN MUSEUM AT BAYLOR 1300 S UNIVERSITY PARKS WACO, TX 76706	74-1159753	501(C)(3)	-4,929.	0.			RETURN UNUSED PORTION TO AVAILABLE FUNDS
TEXAS INSTITUTE OF LETTERS P.O. BOX 9032 WICHITA FALLS, TX 76308-9032	23-7068846	501(C)(3)	-42.	0.			RETURN UNUSED PORTION TO AVAILABLE FUNDS.
FRIENDS FOR LIFE 5000 LAKEWOOD WACO, TX 76710	74-2550748	501(C)(3)	-653.	0.			RETURN UNUSED PORTION TO AVAILABLE FUNDS.

Part IV Supplemental Information

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: TALITHA KOUM INSTITUTE

(H) PURPOSE OF GRANT OR ASSISTANCE: FUNDS TO EXAMINE LOCAL EARLY CHILDHOOD PROGRAMS AND TO DEVELOP A LONG-TERM SUSTAINABILITY STRATEGY.

NAME OF ORGANIZATION OR GOVERNMENT: WACO HOUSING AUTHORITY & AFFILIATES

(H) PURPOSE OF GRANT OR ASSISTANCE: FUNDS TO COVER THE PRELIMINARY COSTS RELATED TO A NEW LOW-INCOME HOUSING APARTMENT BUILDING.

SCHEDULE L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open To Public Inspection

Name of the organization MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION

Employer identification number 74-1272389

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1 (a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	(c) Corrected? No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	(b) Loan to or from the organization? From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	(e) In default? No	(f) Approved by board or committee? Yes	(f) Approved by board or committee? No	(g) Written agreement? Yes	(g) Written agreement? No
Total			▶ $							

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

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	(e) Sharing of organization's revenues? No
DAVID LACY	DAVID LACY IS A MEM	0.	MR. LACY IS		X

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

Schedule L (Form 990 or 990-EZ) 2009

SEE SCHEDULE O FOR SCHEDULE L CONTINUATIONS

932131 02-01-10

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.

▶ Attach to Form 990.

OMB No 1545 0047

2009

Open to Public Inspection

Name of the organization: MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION

Employer identification number: 74-1272389

Part I Types of Property

		(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded				
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other	X	1	200,260.	TAX APPRAISAL DIST.V
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ ( )				
26	Other ▶ ( )				
27	Other ▶ ( )				
28	Other ▶ ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgment — 29

			Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a		X
b	If "Yes," describe the arrangement in Part II			
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31		X
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a		X
b	If "Yes," describe in Part II			
33	If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II			

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization: MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION

Employer identification number: 74-1272389

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.

-WILLIAM CLIFTON, WILLIAM NESBITT, AND DAVID LACY SERVE ON THE BOARD OF THE WACO FAMILY PRACTICE FOUNDATION. ROLAND GOERTZ IS THE FOUNDATION'S EXECUTIVE DIRECTOR.

-SHARON SHIELDS IS A BOARD MEMBER OF THE NONPROFIT FAMILY HEALTH CENTER. ROLAND GOERTZ IS THE CENTER CEO,

-ROLAND GOERTZ WAS THE BOARD CHAIR OF THE GREATER WACO CHAMBER OF COMMERCE. SHARON SHIELDS IS A BOARD MEMBER.

-WILLIAM CLIFTON, WILLIAM NESBITT, AND DAVID LACY ARE THE BOARD MEMBERS OF THE WACO INDUSTRIAL FOUNDATION.

-WILLIAM CLIFTON AND LARRY GROTH ARE BOARD MEMBERS OF THE WACO MCLENNAN COUNTY ECONOMIC DEVELOPMENT CORPORATION.

-WILLIAM NESBITT IS THE CHAIRMAN AND CEO OF CENTRAL NATIONAL BANK AND CENTRABANC CORPORATION. WILLIAM CLIFTON IS A SHAREHOLDER AND DIRECTOR OF THE BANK.

-VIRGINIA DUPUY SERVED AS MAYOR OF WACO THROUGHOUT THE PERIOD COVERED BY THIS RETURN. LARRY GROTH IS THE CITY MANAGER.

-WILLIAM CLIFTON AND DAVID LACY ARE DISTANT COUSINS.

FORM 990, PART VI, SECTION B, LINE 11: BOARD MEMBERS ARE GIVEN A COPY OF THE RETURN FOR REVIEW BEFORE FILING. ANY TRUSTEE COMMENTS ARE CONSIDERED IN DECIDING WHETHER CHANGES SHOULD BE MADE TO THE 990. EACH MEMBER IS GIVEN A FINAL VERSION OF THE DOCUMENT.

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization: MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION

Employer identification number: 74-1272389

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 BOARD OF DIRECTORS. THE BOARD DECIDES 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

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization: MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION

Employer identification number: 74-1272389

WORK AND MEETS WITH THE AUDITOR AT THE CONCLUSION OF THE AUDIT. EACH MEMBER OF THE BOARD RECEIVES A COPY OF THE AUDIT PRIOR TO THE BOARD MEETIING IN WHICH THE AUDIT COMMITTEE PROVIDES ITS REPORT AND THE TRUSTEES FORMALLY VOTE TO ACCEPT OR REJECT THE AUDIT REPORT.

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.

SCHEDULE A, PART I, LINE H(I)

SUPPORTED ORGANIZATIONS

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

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization: MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION

Employer identification number: 74-1272389

EDUCATION. THE REASON FOR PUBLIC CHARITY STATUS ON PAGE ONE OF SCHEDULE A FOR THESE ORGANIZATIONS IS NUMBER 2, A SCHOOL. GRANTS TOTALING $116,000 WERE GIVEN TO ORGANIZATIONS IN THIS CLASS FOR THE YEAR ENDED MARCH 31, 2010.

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. GRANTS TOTALING $25,000 WERE GIVEN TO ORGANIZATIONS IN THIS CLASS FOR THE YEAR ENDED MARCH 31, 2010.

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 $15,392 WERE GIVEN TO ORGANIZATIONS IN THIS CLASS FOR THE YEAR ENDED MARCH 31, 2010.

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 $112,630 WERE GIVEN TO ORGANIZATIONS IN THIS CLASS FOR THE YEAR ENDED MARCH 31, 2010.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

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

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 $152,960 WERE GIVEN TO ORGANIZATIONS IN THIS CLASS FOR THE YEAR ENDED MARCH 31, 2010.

SCHEDULE R, PART II, RELATED TAX EXEMPT ORGANIZATIONS

STATEMENT REGARDING RELATED ORGANIZATIONS

THE TRUST INDENTURE CREATING THE MADISON A. COOPER AND MARTHA ROANE COOPER FOUNDATION NAMES EIGHT BENEFITED ORGANIZATIONS TO WHICH IS GIVEN THE POWER TO SELECT A MAJORITY OF THE BOARD OF THE FOUNDATION. THE EIGHT BENEFITED ORGANIZATIONS ARE LISTED 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 EIGHT 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" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2009
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" to Form 990, Part IV, line 33)

(a) Name, address, and EIN 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" to 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
WACO INDEPENDENT SCHOOL DISTRICT - SEE STATEMENT - 74-6002532, P.O. BOX 27, WACO, TX 76703	EDUCATION	TEXAS	115		
HILLCREST BAPTIST MEDICAL CENTER - SEE STATEMENT - 74-1161944, 100 HILLCREST MEDICAL BLVD., WACO, TX 76712	HOSPITAL	TEXAS	501(C)(3)	3	
MCLENNAN COMMUNITY COLLEGE - SEE STATEMENT - 74-1541260, 1400 COLLEGE DRIVE, WACO, TX 76708	EDUCATION	TEXAS	115		
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	

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to 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? Yes	(h) Disproportionate allocations? No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) General or managing partner? No

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to 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

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, or 36)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule		Yes	No
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?			
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		X
b Gift, grant, or capital contribution to other organization(s)	1b	X	
c Gift, grant, or capital contribution from other organization(s)	1c		X
d Loans or loan guarantees to or for other organization(s)	1d		X
e Loans or loan guarantees by other organization(s)	1e		X
f Sale of assets to other organization(s)	1f		X
g Purchase of assets from other organization(s)	1g		X
h Exchange of assets	1h		X
i Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m Sharing of facilities, equipment, mailing lists, or other assets	1m		X
n Sharing of paid employees	1n		X
o Reimbursement paid to other organization for expenses	1o		X
p Reimbursement paid by other organization for expenses	1p		X
q Other transfer of cash or property to other organization(s)	1q		X
r Other transfer of cash or property from other organization(s)	1r		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 other organization(s)	(b) Transaction type (a-r)	(c) Amount involved
(1) SCOTT & WHITE HILLCREST BAPTIST MEDICAL CTR	B	40,000.
(2) CITY OF WACO	B	25,000.
(3) MCLENNAN COMMUNITY COLLEGE	B	100,000.
(4)		
(5)		
(6)		

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations? Yes	(d) No	(e) Share of end-of-year assets	(f) Disproportionate allocations? Yes	(f) No	(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner? Yes	(h) No

Part II Continuation of Identification of Related Tax-Exempt Organizations

(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
POVIDENCE HEALTH CENTER - SEE STATEMENT - 74-1109636, 6901 MEDICAL PARKWAY, WACO, TX 76712	HOSPITAL	TEXAS	501(C)(3)	3	
TEXAS STATE TECHNICAL COLLEGE - SEE STATEMENT - 74-1646989, 3801 CAMPUS DRIVE, WACO, TX 76705	EDUCATION	TEXAS	115		
CITY OF WACO, TX - 74-6002468 P.O. BOX 2570 WACO, TX 76702-2570	GOVERNMENT	TEXAS	115		
BAYLOR UNIVERSITY - 74-1159753 P.O. BOX 97026 WACO, TX 76798-7026	EDUCATION	TEXAS	501(C)(3)	2	

Client:	***Cooper Foundation***	**Index: C.023**
Engagement:	***AUD-0310***	
Workpaper:	***Realized Gain and Loss***	
Period:	***March 31, 2010***	

	No. of Shares or Units	{a} Date of Sale	Net Sales Price	Cost		Gain or (Loss) on Sale
Apr-09						
Time Warner Cable Inc Com*	1	4/7/2009	19 45	20 34		(0 89)
Time Warner Cable Inc Com*	0	4/14/2009	7 14	7 06		0 08
Aflac Inc (matured)	300,000	4/15/2009	300,000 00	303,001 89	{b}	(3,001 89)
Time Warner Cable Inc Com*	1,338	4/16/2009	37,141 92	37,789 97		(648 05)
Celanese Corp Ser A Com	2,000	4/30/2009	35,939 07	62,520 22		(26,581 15)
Schering-Plough Corp Com	4,000	4/30/2009	88,317 72	47,762 39		40,555 33
Jun-09						
Celanese Corp Ser A Com	2,000	6/9/2009	42,048 91	62,520 23		(20,471 32)
Schering-Plough Corp Com	3,000	6/9/2009	73,169 31	35,821 79		37,347 52
Jul-09						
Allegheny Energy Inc Com	3,000	7/17/2009	72,575 63	133,743.25		(61,167 62)
Celanese Corp Ser A Com	1,000	7/17/2009	20,601 96	31,260 11		(10,658 15)
Aug-09						
Celanese Corp Ser A Com	3,000	8/10/2009	81,218 10	93,780 34		(12,562 24)
Charles River laboratories Intl Inc	2,200	8/10/2009	70,294 79	127,030 67		(56,735 88)
Oracle Corporation*	4,000	8/10/2009	85,617 79	22,708 33		62,909 46
Schering-Plough Corp Com	2,000	8/10/2009	53,108 63	23,881 20		29,227 43
Transocean Ltd*	1,399	8/10/2009	108,083 96	113,174 20		(5,090 24)
Wal Mart Stores Inc (matured)	600,000	8/10/2009	600,000 00	598,679.79	{b}	1,320 21
Charles River laboratories Intl Inc	3,000	8/12/2009	96,128 62	173,223 64		(77,095 02)
Schering-Plough Corp Com	1,000	8/12/2009	26,129 32	11,940 60		14,188 72
Allegheny Energy Inc Com	1,000	8/20/2009	24,801 16	44,581 09		(19,779 93)
Kimberly Clark Corp Com*	500	8/20/2009	29,234 24	9,656 84		19,577 40
Schering-Plough Corp Com	4,000	8/20/2009	108,637 20	47,762 39		60,874 81
Sep-09						
Charles River Laboratories Intl Inc	3,000	9/25/2009	109,791 17	173,223 64		(63,432 47)
Nov-09						
Burlington Northern Santa Fe Corp*	1,000	11/10/2009	96,957 50	67,559 79		29,397 71
National Instruments Corp Com	7,000	11/10/2009	189,689 51	174,741 00		14,948 51
Dec-09						
Raytheon Co	300,000	12/14/2009	314,259 00	305,971 32	{b}	8,287 68
Fisher Scientific	300,000	12/17/2009	310,125 00	300,000 00		10,125 00
Burlington Northern Santa Fe Corp*	4,000	12/7/2009	393,806 67	270,239 17		123,567 50
Allegheny Energy Inc Com	4,000	12/21/2009	92,778 01	178,324 32		(85,546 31)
AOL Incorporated Com	843	12/21/2009	21,310 49	13,170 66		8,139 83
Jarden Corp Com	4,500	12/21/2009	127,716 16	131,500 30		(3,784 14)
AOL Incorporated Com	1	12/22/2009	22.44	14 20		8 24
Dominion Res Inc Va New Com*	2,000	12/24/2009	78,497 98	57,089 04		21,408 94
Procter & Gamble Co Com*	400	12/31/2009	24,355 37	13,317 58		11,037 79
Teva Pharmaceutical Inds Ltd Adr	500	12/31/2009	28,024 27	8,196 33		19,827 94
Thermo Fisher Scientific Inc Com	500	12/31/2009	24,159 37	15,763 16		8,396 21
Wal Mart Stores Inc Com*	1,000	12/31/2009	53,656 41	48,518 72		5,137 69
Mar-10						
V F Corp	4,000	3/5/2010	311,634 04	265,243.70		46,390 34
Allied Waste NA	300,000	3/8/2010	306,126.00	307,999 98	{b}	(1,873 98)
Wells Fargo & Co New Com*	8,500	3/9/2010	241,742 02	281,099 20		(39,357 18)
Devon Energy Corporation New Com*	4,000	3/11/2010	276,992 88	219,987.00		57,005 88
US Bancorp Del New Com*	12,000	3/11/2010	300,734 17	422,732 00	{b}	(121,997 83)
Alcon Inc*	1,000	3/15/2010	162,057 94	98,004 37		64,053 57

Occidental Pete MN	300,000	3/15/2010	300,000 00	299,982 44	17 56	
Alcon Inc*	1,500	3/17/2010	243,772 85	147,006 57	96,766.28	
Wal Mart Stores Inc Com*	500	3/17/2010	26,934 65	24,259.35	2,675 30	
					C.021	
			$ 5,988,218 82	$ 5,804,810 18	$ 183,408 64	L.500
				C.024	C.024	

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print / File by the due date for filing your return See instructions	Name of Exempt Organization	Employer identification number
	MADISON ALEXANDER COOPER AND MARTHA ROANE COOPER FOUNDATION	74-1272389
	Number, street, and room or suite no If a P O box, see instructions 1801 AUSTIN AVE.	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. WACO, TX 76701	

Check type of return to be filed (file a separate application for each return)

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ ELIZABETH BRIENT SMITH 1801 AUSTIN AVENUE - WACO, TX 76701
  Telephone No ▶ (254) 754-0315 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until NOVEMBER 15, 2010, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [ ] calendar year _____ or
▶ [X] tax year beginning APR 1, 2009, and ending MAR 31, 2010

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ N/A

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions