

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2017)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	97,927	212,152	212,152
	2 Savings and temporary cash investments	133,296	1,303,198	1,303,198
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	9,635,307	7,513,157	18,008,282
	c Investments—corporate bonds (attach schedule)	1,211,371	526,559	496,968
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,077,901	9,555,066	20,020,600	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	11,077,901	9,555,066	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	11,077,901	9,555,066	
31 Total liabilities and net assets/fund balances (see instructions) .	11,077,901	9,555,066		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,077,901
2 Enter amount from Part I, line 27a	2	-1,535,183
3 Other increases not included in line 2 (itemize) ▶ _____	3	28,492
4 Add lines 1, 2, and 3	4	9,571,210
5 Decreases not included in line 2 (itemize) ▶ _____	5	16,144
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	9,555,066

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a LT Cap Gain Dist from Mutual Funds	P	2016-01-01	2017-12-31
b See Realized Gains/Losses Report Att-LT	P	2016-01-01	2017-12-31
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 11,755			11,755
b 4,383,373		2,821,268	1,562,105
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			11,755
b			1,562,105
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,573,860
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?



Yes



No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	3,746,470	19,824,253	0 18898
2015	4,004,632	22,977,179	0 17429
2014	4,020,800	26,063,446	0 15427
2013	3,889,650	26,343,495	0 14765
2012	4,230,865	26,833,036	0 15767

2 Total of line 1, column (d)	2	0 822866
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 164573
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	19,331,753
5 Multiply line 4 by line 3	5	3,181,485
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,015
7 Add lines 5 and 6	7	3,200,500
8 Enter qualifying distributions from Part XII, line 4	8	3,434,180

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	19,015
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	19,015
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	19,015
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	38,304
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	38,304
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19,289
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ Refunded ☐	11	19,289

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ Thomas J Petrosewicz CPA Telephone no ▶ (281) 342-7306			

Located at **▶** 121 FM 359 Richmond TX ZIP+4 **▶** 77406

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b			No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? ☐ 1c			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐ 2b			No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). ☐ 3b			No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b	No	
	Organizations relying on a current notice regarding disaster assistance check here. 			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☒ No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	6b	No	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	No	

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Wiley Hatcher 6140 FM 723 Road Richmond, TX 77406	Director 1 00	0		
James O Carpenter PO Box 489 Port Gibson, MS 39150	Director 1 00	0		
Lorinda Beth Madison 1000 Uptown Park Blvd 24 Houston, TX 77056	Director 1 00	0		
Norma M Petrosewicz 1110 Plantation Meadows Dr Richmond, TX 77406	Director 1 00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. ▶

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	19,084,265
b	Average of monthly cash balances.	1b	541,880
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	19,626,145
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	19,626,145
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	294,392
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	19,331,753
6	Minimum investment return. Enter 5% of line 5.	6	966,588

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	966,588
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	19,015
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	19,015
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	947,573
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	947,573
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	947,573

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	3,434,180
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,434,180
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	19,015
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,415,165

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				947,573
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012. 2,901,588				
b From 2013. 2,585,679				
c From 2014. 2,753,855				
d From 2015. 2,871,221				
e From 2016. 2,782,215				
f Total of lines 3a through e.	13,894,558			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 3,434,180				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				947,573
e Remaining amount distributed out of corpus	2,486,607			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,381,165			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	2,901,588			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	13,479,577			
10 Analysis of line 9				
a Excess from 2013. 2,585,679				
b Excess from 2014. 2,753,855				
c Excess from 2015. 2,871,221				
d Excess from 2016. 2,782,215				
e Excess from 2017. 2,486,607				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ☐

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

Wiley Hatcher

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

Madison Charitable Foundation
121 FM 359 Rd
Richmond, TX 77406
(281) 344-9455

b The form in which applications should be submitted and information and materials they should include

Written letter with details on specific requests. Include financial impact, brochures of organization, and projected impact on programs or community

c Any submission deadlines

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

No Restrictions on Gifts

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	3,434,180
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2017)

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

	Yes	No
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1a(1)		No
1a(2)		No

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1b(1)	No
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1b(2)		No
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1b(3)		No
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1b(4)		No
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1b(5)		No
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1b(6)		No
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1c		No
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value
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[illegible]

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

* * * * *

Title

(see instr)? ☒ Yes ☐ No

Form **990-PF** (2017)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Alley Theatre615 Texas Ave Houston, TX 77002	N/A	PC	Educational Programs	100,000
Bethel Ministry3015 5th Street Stafford, TX 77477	N/A	PC	Kid Activity Funds & Building Funds	110,000
Blair Baston Hospital for Children 2500 N State Street Jackson, MS 39216	N/A	PC	Childrens Hospital Operating Budget	200,000
Total ▶ 3a				3,434,180

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Child Advocates of Fort Bend 5403 Avenue N Rosenberg, TX 77471	N/A	PC	Helping kids have a brighter future-funding operating expenses	50,000
Fort Bend Womens Center 1600 HWY 6 Suite 170 Sugar Land, TX 77478	N/A	PC	Program for women abused by domestic violence	25,000
Gulf Coast Womens Center for Non Violen PO Box 333 Biloxi, MS 39533	N/A	PC	Funds services for victims of domestic violence and sexual assault	20,000
Total ► 3a				3,434,180

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Houston Grand Opera510 Preston Street Houston, TX 77002	N/A	PC	Help provide funding for the Houston performing arts	187,600
Houston Symphony 615 Louisiana Street Suite 102 Houston, TX 77002	N/A	PC	To provide funds to expand musical programs	76,600
Literacy Council of Fort Bend 12530 Emily Court Sugar Land, TX 77478	N/A	PC	Funding for ESL program	25,000
Total ▶ 3a				3,434,180

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Mississippi Childrens Home Services PO Box 1078 Jackson, MS 39215	N/A	PC	Funding for a new campus	20,000
Mississippi Food Network 440 West Beatty Street Jackson, MS 39201	N/A	PC	Food Drive	25,000
Our Daily BreadPO Box 1021 Canton, MS 39046	N/A	PC	Food Drive	10,000
Total ▶ 3a				3,434,180

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
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a <i>Paid during the year</i>				
St Jude Childrens Hospital 501 St Jude Place Memphis, TN 38105	N/A	PC	Funding for cancer research	75,000
St Vincent De Paul Community Pharmacy PO Box 1228 Biloxi, MS 39533	N/A	PC	Providing pharmaceutical equipment to those in need	20,000
The Community Stewpot 1100 West Capital Street Jackson, MS 39203	N/A	PC	Providing food and clothing for those in need	35,000
Total ► 3a				3,434,180

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
University of Houston Music Foundation 212 E Cullen Building Houston, TX 77204	N/A	PC	Moore School of Music Concert Gala Fund	18,500
University of Houston 402 Agnes Arnold Hall Houston, TX 77204	N/A	PC	Fundings for the Department of Athletics	135,900
The University of Mississippi Foundation 406 University Avenue Oxford, MS 38655	N/A	PC	Providing scholarships for lower income students	237,500
Total ▶ 3a				3,434,180

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Delta State University Foundation PO Box 3141 DSU Cleveland, MS 38733	N/A	PC	General support to university	20,000
Girl Scouts of San Jacinto Council 3110 SW Freeway Houston, TX 77098	N/A	PC	Scouting programs	35,000
Magnolia Speech School 733 N Flag Chapel Rd Jackson, MS 39209	N/A	PC	Funding for programs to assist the hearing impaired and language disordered children	12,500
Total ▶ 3a				3,434,180

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Mississippi Museum of Art 380 S Lamar St Jackson, MS 39201	N/A	PC	Special request to enhance operating budget	50,000
Mississippi State University Foundation PO Box 6149 Mississippi, MS 39762	N/A	PC	General support to university	50,000
Operation Shoestring 2019 Bailey Avenue Jackson, MS 39213	N/A	PC	Special request to enhance operating budget	25,000
Total ▶ 3a				3,434,180

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Name and address (home or business)				
a <i>Paid during the year</i>				
Rosenberg Lions Club700 Dog Leg Ct Richmond, TX 77469	N/A	PC	Scholarship Programs	10,000
Museum of Fine Arts Houston 1001 Bissonet Houston, TX 77005	N/A	PC	General operating support	58,000
Boys and Girls Club of Bay City and Mata PO Box 762 Bay City, TX 77404	N/A	PC	After-school homework assistance programs	25,000
Total ▶ 3a				3,434,180

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Fort Bend Senior Citizens Meals on Wheel PO Box 1488 Rosenberg, TX 77471	N/A	PC	Funding meals for senior citizens	50,000
National Multiple Sclerosis Society 733 Third Avenue New York, NY 10017	N/A	PC	Grant for multiple sclerosis research	50,000
Jonestown Family Center for Education 401 Main Street Jonestown, MS 38639	N/A	PC	General Operating Funds	5,000
Total ► 3a				3,434,180

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Name and address (home or business)				
a <i>Paid during the year</i>				
Catholic Charities of the Diocese of Gal 2900 Louisiana St Houston, TX 77006	N/A	PC	General program operations	50,000
Foundation for Teen Health 1504 Taub Loop Houston, TX 77030	N/A	PC	Providing full service health care to underprivileged teens	25,000
Fort Bend Lawyers Care 310 Morton Street Suite 566 Richmond, TX 77469	N/A	PC	Legal services to underprivileged residents of Ft Bend County	25,000
Total ▶ 3a				3,434,180

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Name and address (home or business)				
a <i>Paid during the year</i>				
Attack PovertyPO Box 1509 Richmond, TX 77406	N/A	PC	Assist low income families	10,000
Center for Houstons Future 1200 Smith Suite 1150 Houston, TX 77002	N/A	PC	General operations	3,000
Jacobs Ladder Learning Center Inc 1017 Harrison St Vicksburg, MS 39180	N/A	PC	General funding for a learning center for children	15,000
Total ▶ 3a				3,434,180

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Name and address (home or business)				
a <i>Paid during the year</i>				
Planned Parenthood Federation of America 3601 Fannin Street Houston, TX 77004	N/A	PC	General funding	2,000
The Mind Center2500 North State Street Jackson, MS 39216	N/A	PC	Funding for the University of Mississippi Medical Center	75,000
World Affairs Council of Houston PO Box 920905 Houston, TX 77292	N/A	PC	General funding	5,000
Total ▶ 3a				3,434,180

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a <i>Paid during the year</i>				
University of Houston Cougar Pride Schoo 3100 Cullen Blvd Rm 2011 Houston, TX 77204	N/A	PC	Scholarship program	42,080
American Friends of Covent Garden 610 Fifth Avenue New York, NY 10185	N/A	PC	General Funding	25,000
Be A Champion Inc3110 Antoine Dr Houston, TX 77092	N/A	PC	Providing safe educational environment to Houston youth	1,000
Total ▶ 3a				3,434,180

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Name and address (home or business)				
a <i>Paid during the year</i>				
Boy Scouts of America- Sam Houston 2225 North Loop W Houston, TX 77008	N/A	PC	Scouting Programs	5,000
Common Threads701 Houston Street Richmond, TX 77469	N/A	PC	Providing school clothing and supplies to low income families	5,000
Former Texas Rangers Foundation 103 Industrial Loop Suite 700 Fredericksburg, TX 78624	N/A	PC	General Funding	10,000
Total ▶ 3a				3,434,180

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Name and address (home or business)				
a <i>Paid during the year</i>				
Rosenberg-Richmond Helping Hands Inc PO Box 1268 Richmond, TX 77406	N/A	PC	Funding for local food pantry for the Rosenberg/Richmond area	50,000
Houston Livestock Show & Rodeo 8334 Fannin Street Houston, TX 77054	N/A	PC	Funding for general operations	25,000
Lamar Educational Awards Foundation 3911 Ave I Rosenberg, TX 77471	N/A	PC	Providing funds for educational programs and activities for students and staff	25,000
Total ▶ 3a				3,434,180

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Name and address (home or business)				
a <i>Paid during the year</i>				
MD Anderson Cancer Center 1515 Holcombe Blvd Houston, TX 77030	N/A	PC	Funding for cancer research	1,000
Mississippi Rural Physicians Scholarship 2500 North State Street Jackson, MS 39216	N/A	PC	Scholarship program for college students who aspire to practice medicine	30,000
Mississippi Sports Hall of Fame 1152 Lakeland Drive Jackson, MS 39216	N/A	PC	Funding for general operations	2,500
Total ▶ 3a				3,434,180

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a <i>Paid during the year</i>				
Oak Bend Hospital Foundation 1705 Jackson Street Richmond, TX 77469	N/A	PC	Funding for general operations	500,000
Palmer Home For ChildrenPO Box 746 Columbus, MS 39703	N/A	PC	Providing a home and care for children in need	15,000
Opera America330 7th Ave New York, NY 10001	N/A	PC	General Funding	5,000
Total ▶ 3a				3,434,180

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a <i>Paid during the year</i>				
Spring Spirit8526 Pitner Road Houston, TX 77080	N/A	PC	Funding for general operating budget	25,000
United States Fund for UNICEF 520 Post Oak Boulevard Suite 280 Houston, TX 77027	N/A	PC	Funding for general operating budget	25,000
Crohns & Colitis Foundation of America 5120 Woodway Suite 8008 Houston, TX 77056	N/A	PC	Funds to support research for crohn's & colitis disease	1,000
Total ▶ 3a				3,434,180

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Name and address (home or business)				
a <i>Paid during the year</i>				
Fort Bend Forward 445 Commerce Green Boulevard Sugar Land, TX 77478	N/A	PC	Scholarships for Fort Bend County high school students involved in Fort Bend Youth in Philanthropy	10,000
Houston Methodist Hospital Foundation 1707 Sunset Blvd Houston, TX 77005	N/A	PC	Support to help achieve its vision for excellence in research, education, and patient care	25,000
Lunches of Love1106 Fourth Street Rosenberg, TX 77471	N/A	PC	Grant to fund program to feed underprivileged elementary students breakfast and lunch	105,000
Total 				3,434,180
3a				

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a <i>Paid during the year</i>				
TeachPO Box 27129 Houston, TX 77227	N/A	PC	General Operating Fund	25,000
Harry Ransom Center300 W 21st St Austin, TX 78712	N/A	PC	General Funding	32,500
Hinds Community CollegePO Box 1100 Raymond, MS 39154	N/A	PC	General Funding	20,000
Total ▶ 3a				3,434,180

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a <i>Paid during the year</i>				
Jackson Zoological Park 2918 W Capitol St Jackson, MS 39209	N/A	PC	General Funding	2,500
H AssociationPO Box 131886 Houston, TX 77219	N/A	PC	General Funding	7,000
Thisbe Noah Scott Foundation 9341 Clovercroft Road Franklin, TN 37205	N/A	PC	General Funding	5,000
Total ▶ 3a				3,434,180

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a <i>Paid during the year</i>				
AccessHealth400 Austin Street Richmond, TX 77469	N/A	PC	Provide noncompensated care for the uninsured	5,000
ARS Lyrica4807 San Felipe Ste 202 Houston, TX 77056	N/A	PC	General Funding	5,000
DePelchin Children's Center 4950 Memorial Drive Houston, TX 77007	N/A	PC	Strengthen the lives of children by enhancing their mental health and physical well-being	10,000
Total ▶ 3a				3,434,180

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a <i>Paid during the year</i>				
Heart of TexasPO Box 71 Fulshear, TX 77441	N/A	PC	General Funding	10,000
Houston Downtown Improvement 912 Prairie St Houston, TX 77002	N/A	PC	General Funding	7,500
Open Door Mission5803 Harrisburg Houston, TX 77011	N/A	PC	General Funding	1,000
Total ▶ 3a				3,434,180

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a <i>Paid during the year</i>				
Reining Strength8811 SM 359 Richmond, TX 77406	N/A	PC	Therapeutic Horsemanship	5,000
Texana Center-Mental Health West Ca 4910 Airport Ave Rosenberg, TX 77471	N/A	PC	General Funding	25,000
Back Bay Mission1012 Division St Biloxi, MS 39530	N/A	PC	General funding for community outreach programs in the Mississippi Gulf Coast	11,000
Total ▶ 3a				3,434,180

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Name and address (home or business)				
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Boys and Girls Club of Greater Hous 815 Crosby St Houston, TX 77019	N/A	PC	After-school homework assistance programs	25,000
Brookshire United Methodist Church 707 Cooper St Brookshire, TX 77423	N/A	PC	Funding for ministry programs	200,000
Cleopas Company Inc2118 Old Dixie Richmond, TX 77469	N/A	PC	General funding	5,000
Total ▶ 3a				3,434,180

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Name and address (home or business)				
a <i>Paid during the year</i>				
College Community Career 11104 W Airport Blvd Suite 206 Stafford, TX 77477	N/A	PC	Funding program to assist college students complete college and begin careers	25,000
Community Foudnation for Mississipp 119 South President Street 1st Flo Jackson, MS 39201	N/A	PC	Community support through partnerships with donors, businesses, and various organizations	1,500
GiGis Playhouse 14015 SW Freeway Bldg 11 Sugar Land, TX 77478	N/A	PC	Program funding to provide educational programs and empowering individuals with down syndrome	10,000
Total 				3,434,180
3a				

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Name and address (home or business)				
a <i>Paid during the year</i>				
Holocaust Museum Houston 9220 Kirby Dr 100 Houston, TX 77054	N/A	PC	General funding for museum program	1,000
Hope For Three 11104 West Airport Blvd Ste 150 Stafford, TX 77477	N/A	PC	Funding to benefit Family Assistance Programs allowing families to access needed therapies for children on the autism spectrum	25,000
Mid Coast Family Services-Women's C 120 S Main Ste 175 Victoria, TX 77901	N/A	PC	Funding to assist victims of family violence and sexual assault	1,000
Total ► 3a				3,434,180

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Name and address (home or business)				
a <i>Paid during the year</i>				
OM Foundation2312 Park Avenue 402 Tustin, CA 92782	N/A	PC	Grant funding to raise awareness and support centers for children with disabilities and their families	10,000
U of H Wolff Center for Entrepreneuru 4742 Calhoun Rd 536 Houston, TX 77004	N/A	PC	General program funding	1,000
Urban Harvest 2311 Canal Street Suite 200 Houston, TX 77003	N/A	PC	Funding to assist with communities gardens to provide access to healthy and local food	15,000
Total ▶ 3a				3,434,180

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Name and address (home or business)				
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UTHealth Medical School6431 Fannin Houston, TX 77030	N/A	PC	General program funding	25,000
Women's Institute of Houston 2202 Avalon Pl Houston, TX 77019	N/A	PC	Funding to offer adult continuing education courses and other educational resources	10,000
Writers In Schools1523 W Main St Houston, TX 77006	N/A	PC	Program funding to engage children in reading and writing	3,000
Total ▶ 3a				3,434,180

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Name and address (home or business)				
a <i>Paid during the year</i>				
Project Grad Houston 3000 Richmond Ave Suite 400 Houston, TX 77098	N/A		Grant to provide educational opportunities to low-income communities	1,000
Total 				3,434,180
3a				

TY 2017 Accounting Fees Schedule**Name:** MADISON CHARITABLE FOUNDATION INC**EIN:** 26-1147137**Software ID:** 17005038**Software Version:** 2017v2.2**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	2,455	0	0	0

TY 2017 Other Decreases Schedule**Name:** MADISON CHARITABLE FOUNDATION INC**EIN:** 26-1147137**Software ID:** 17005038**Software Version:** 2017v2.2

Description	Amount
Federal Income Tax Expense	2,500
Passive Losses from Flow Through Partnerships	13,644

TY 2017 Other Expenses Schedule**Name:** MADISON CHARITABLE FOUNDATION INC**EIN:** 26-1147137**Software ID:** 17005038**Software Version:** 2017v2.2**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Advisory Fees	96,771	96,771		

TY 2017 Other Income Schedule**Name:** MADISON CHARITABLE FOUNDATION INC**EIN:** 26-1147137**Software ID:** 17005038**Software Version:** 2017v2.2**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	361		

TY 2017 Other Increases Schedule**Name:** MADISON CHARITABLE FOUNDATION INC**EIN:** 26-1147137**Software ID:** 17005038**Software Version:** 2017v2.2

Description	Amount
Non Taxable Adjustment to Cost Basis of Assets	28,492