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

Department of the Treasury  
Internal Revenue Service

*Note.* The foundation may be able to use a copy of this return to satisfy state reporting requirements

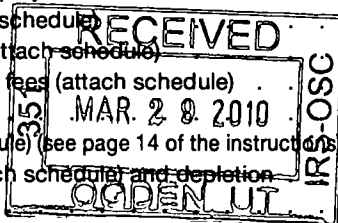
**2009**

For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**

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

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions.</b>	Name of foundation <b>Waggoners Foundation</b>		A Employer identification number <b>76-0404981</b>	
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>6605 Cypresswood Drive 250</b>		B Telephone number (see page 10 of the instructions) <b>281-320-0845</b>	
	City or town, state, and ZIP code <b>Spring, Texas 77379-7740</b>		C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>4371545</b>		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
		(Part I, column (d) must be on cash basis.)		

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17	17		
	4 Dividends and interest from securities	143765	143765		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(115806)			
	b Gross sales price for all assets on line 6a <b>1097562</b>				
	7 Capital gain net income (from Part IV, line 2)		(115806)		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 <b>Total.</b> Add lines 1 through 11	27976	27976			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	132000			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	7097			
	16a Legal fees (attach schedule)	735			
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	13235	13235		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	518	518		
	19 Depreciation (attach schedule) and depletion	987			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	259			
	23 Other expenses (attach schedule)	13990			
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	168821	13753		
	25 Contributions, gifts, grants paid	155200			155200
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	324021	13753		155200	
27 Subtract line 26 from line 12:					
a <b>Excess of revenue over expenses and disbursements</b>	(296045)				
b <b>Net investment income</b> (if negative, enter -0-)		14223			
c <b>Adjusted net income</b> (if negative, enter -0-)					



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<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	37449	33312	33312
	<b>2</b> Savings and temporary cash investments . . . . .	89909	166830	166830
	<b>3</b> Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)	650356	549203	576784
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	2029582	1673609	2113560
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	1145795	1230034	1215335
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	168703	173749	239737
	<b>14</b> Land, buildings, and equipment: basis ▶ _____ 33059 Less: accumulated depreciation (attach schedule) ▶ _____ 7072	26975	25987	25987
<b>15</b> Other assets (describe ▶ _____ )				
<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	4148769	3852724	4371545	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____ )			
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> . . . . . <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	4148769	3852724	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds			
<b>30</b> <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	4148769	3852724		
<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	4148769	3852724		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> 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) . . . . .	<b>1</b>	4148769
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	(296045)
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	3852724
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	3852724

**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.)
<b>1a</b>	See schedule #4			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$		<b>2</b>	(115806)
<b>3</b>	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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		<b>3</b>	

**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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	211000	4950436	.04262
2007	299000	5892915	.05074
2006	260000	5656538	.04596
2005	412693	5507768	.07496
2004	130475	5923435	.02203

<b>2</b>	Total of line 1, column (d)	<b>2</b>	.2363
<b>3</b>	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	<b>3</b>	.0473
<b>4</b>	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	<b>4</b>	3941342
<b>5</b>	Multiply line 4 by line 3	<b>5</b>	186425
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	142
<b>7</b>	Add lines 5 and 6	<b>7</b>	186567
<b>8</b>	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	<b>8</b>	155200

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	14223
<b>3</b>	Add lines 1 and 2 . . . . .	<b>3</b>	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	14223
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	14223
<b>6</b>	<b>Credits/Payments:</b>		
<b>a</b>	2009 estimated tax payments and 2008 overpayment credited to 2009	<b>6a</b>	
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d . . . . .	<b>7</b>	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	100
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	384
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		✓
<b>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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>		✓
<b>1c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ▶ \$ _____ <b>(2)</b> On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> 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>		✓
<b>3</b> 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>		✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		✓
<b>4b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		✓
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> 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? . . . . .	✓	
<b>7</b> 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>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <b>TEXAS</b>		
<b>8b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation . . . . .</i>	✓	
<b>9</b> 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV . . . . .</i>		✓
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses . . . . .</i>		✓

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 page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	✓	
14	The books are in care of ▶ <u>WAGGONERS FOUNDATION</u> Telephone no. ▶ <u>281-320-0845</u> Located at ▶ <u>6605 CYPRESSWOOD DRIVE SUITE 250 SPRING, TEXAS</u> ZIP+4 ▶ <u>77379-7740</u>			
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		15

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required			Yes	No
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>				
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b		
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 2009?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 page 20 of the instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		✓

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

**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b**  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No **6b**  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870.

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

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**  Yes  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 page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Kevin Quisenberry 6605 Cypresswood Drive Suite 250 Spring, TX 77379-7740	Exec Admin 40	132000	7097	0
J. Virgil Waggoner 2121 Kirby Drive 18N Houston, TX 77019	Chairman 15	0	0	0
June Waggoner 2121 Kirby Drive 18N Houston, TX 77019	V.Chairman 25	0	0	0
Liz Waggoner 8710 Sterling Gate Circle Spring, TX 77379	Director 2	0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."**

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
.....		
.....		
.....		
.....		
.....		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶

**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
<b>1 NOT APPLICABLE</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount	
<b>1 NOT APPLICABLE</b>		
<b>2</b>		
All other program-related investments See page 24 of the instructions		
<b>3</b>		
<b>Total. Add lines 1 through 3</b>		▶

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	<b>3839738</b>
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	<b>135637</b>
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions) . . . . .	<b>1c</b>	<b>25987</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	<b>4001362</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	<b>4001362</b>
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) . . . . .	<b>4</b>	<b>60020</b>
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	<b>3941342</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	<b>197067</b>

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	<b>197067</b>
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5 . . . . .	<b>2a</b>	<b>0</b>
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	<b>197067</b>
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	<b>197067</b>
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	<b>197067</b>
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	<b>197067</b>

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	<b>155200</b>
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>155200</b>
<b>5</b>	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 page 26 of the instructions) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	<b>155200</b>

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7 . . . . .				<b>197067</b>
<b>2</b> Undistributed income, if any, as of the end of 2009:				
<b>a</b> Enter amount for 2008 only . . . . .			<b>0</b>	
<b>b</b> Total for prior years: 20____, 20____, 20____		<b>0</b>		
<b>3</b> Excess distributions carryover, if any, to 2009:				
<b>a</b> From 2004 . . . . .				<b>0</b>
<b>b</b> From 2005 . . . . .				<b>343739</b>
<b>c</b> From 2006 . . . . .				<b>0</b>
<b>d</b> From 2007 . . . . .				<b>14676</b>
<b>e</b> From 2008 . . . . .				<b>0</b>
<b>f</b> Total of lines 3a through e . . . . .	<b>358415</b>			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ <b>155200</b>				
<b>a</b> Applied to 2008, but not more than line 2a . . . . .			<b>0</b>	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		<b>0</b>		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions) . . . . .	<b>0</b>			
<b>d</b> Applied to 2009 distributable amount . . . . .				<b>155200</b>
<b>e</b> Remaining amount distributed out of corpus . . . . .	<b>0</b>			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	<b>(41867)</b>			<b>41867</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	<b>316548</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		<b>0</b>		
<b>c</b> 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 . . . . .		<b>0</b>		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions . . . . .		<b>0</b>		
<b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .			<b>0</b>	
<b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 . . . . .				<b>0</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	<b>0</b>			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	<b>0</b>			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	<b>316548</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2005 . . . . .				<b>301872</b>
<b>b</b> Excess from 2006 . . . . .				<b>0</b>
<b>c</b> Excess from 2007 . . . . .				<b>14676</b>
<b>d</b> Excess from 2008 . . . . .				<b>0</b>
<b>e</b> Excess from 2009 . . . . .				<b>0</b>

**Part XIV Private Operating Foundations** (see page 27 of the 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 2009, enter the date of the ruling . . . . . **NOT APPLICABLE**
- b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- 
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- 
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a** The name, address, and telephone number of the person to whom applications should be addressed:
- 
- b** The form in which applications should be submitted and information and materials they should include:
- 
- c** Any submission deadlines:
- 
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a</b> <i>Paid during the year</i> <b>SEE ATTACHED SCHEDULE # 5</b></p>				
<b>Total</b> . . . . . ▶				<b>3a</b> 155200
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . . ▶				<b>3b</b>





Part 1, Line 16a, Column (a)  
Operating and Administrative Expenses  
LEGAL FEES

Nick Tratras	Legal work on Corporate records	<u>735</u>
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Part 1, Line 16c, Column (a)  
Operating and Administrative Expenses  
OTHER PROFESSIONAL FEES

Northern Trust Bank	Custody Fee and Administrative Cost	<u>13,235</u>
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Part 1, Line 18, Column (a)  
Operating and Administrative Expenses  
TAXES

IRS	Excise taxes paid	
Foreign Tax Authorities	Foreign Taxes on Investments	<u>518</u>
		<u>\$518</u>

Part 1, Line 19, Column (a)  
Operating and Administrative Expenses  
DEPRECIATION SCHEDULE

Description of Property	Date Acquired	Cost	Method	Useful Life	Depr. this Year
Office Furniture	11/14/95	\$3,592	St/L	7	\$0
Computer	04/22/2005	3,117	St/L	7	\$311
Leasehold Improvements	01/01/2008	26,350	St/L	39	\$676
		<u>33,059</u>			<u>\$987</u>

Part 1, Line 23, Column (a)  
Other Expenses  
OTHER EXPENSES

Insurance		\$10,306
Telephone		<u>\$3,684</u>
	OTHER EXPENSES	<u>\$13,990</u>

Part II, Line 10a; Columns B and C  
Investments - U. S. Government

Government Agency	Number of Shares	Book	Fair Market
Federal Home Loan BKS 3.875%	200,000	198,885	200,228
FNMA Debenture 4.375%	150,000	149,366	160,618
Federal Home Loan BKS 4.5%	200,000	200,952	215,938
		<u>\$549,203</u>	<u>\$576,784</u>

Part II, Line 10c; Columns B and C  
Investments - Corporate Bonds

Corporate Name	Number of Shares	Book Value	Fair Market Value
MFO Vangaurd Fixed Income	68,843	375,881	376,569
Principal Life Income Fundings	200,000	197,940	203,481
American Express Corporation	100,000	97,304	103,197
MFB Northern Fixed Income	10,149	102,500	102,906
American International Group	200,000	198,926	165,507
MFB Northern Fixed Income Bond	25,575	257,483	263,675
		<u>\$1,230,034</u>	<u>\$1,215,335</u>

Part II, Line 14; Columns B and C  
Furniture and Fixtures, Equipment

	Cost	Accum Depr	Fair Market Value
Office Furnishings and Equipment	\$3,592	3,592	\$0
Computer Equipment	3,117	2,128	989
Leasehold Improvements	26,350	1,352	24,998
	<u>\$33,059</u>	<u>\$7,072</u>	<u>\$25,987</u>

Part II, Line 13; Columns B and C  
Investments - Direct Real /Commodities

MFB Northern Global Real Estate Fund	8,642	102,464	143,196
MFO Simco FDS PAC Invt Commodity	11,659	71,285	96,541
		<u>\$173,749</u>	<u>\$239,737</u>

Part II, Line 10b  
~~Investment - Corporate Stocks~~

Corporate Name	Number of Shares	Book Value	Fair Market Value
<b>LARGE CAP</b>			
Abbott Laboratories	575	20,737	31,044
Adobe System Inc	475	19,292	17,470
Air Products and Chemicals	300	27,921	24,318
Amazon Company	115	8,760	15,470
Anadarko Petroleum Inc	300	13,377	18,726
Apple Computer, Inc	155	13,133	32,683
A T & T Inc	625	13,347	17,519
Baxter International Inc	0	0	0
Chevron Corporation	95	6,674	7,314
Cisco Systems Inc	1,530	9,052	36,628
Costco Wholesale Corp	260	16,885	15,384
CVS Caremark Corporation	100	3,420	3,221
Danaher Corporation	155	4,269	11,656
Emerson Electric	430	20,258	18,318
Exxon Corporation	500	10,510	34,095
FPL Group Inc	195	12,457	10,300
FEDEX	105	9,445	8,762
General Electric Company	610	10,886	9,229
Goldman Sachs Corporation	155	16,561	26,170
Google Incorporated	35	13,832	21,699
Hewlett Packard	550	17,827	28,330
IBM Corporation	275	34,483	35,998
Johnson & Johnson	350	21,333	22,544
Johnson Controls	470	12,513	12,803
JP Morgan Chase	900	34,480	37,503
Kellogg Company	285	14,241	15,162
Kohls Corporation	220	8,266	11,865
Mickesson Corporation	280	17,120	17,500
Medco Health Solutions	475	13,330	30,357
MFB Northern Large Cap	33,837	233,068	297,431
Microsoft Corporation	1,080	23,269	32,929
Mosaic Company	135	7,354	8,064
National Oilwell Varco	230	7,910	10,141
Nike Incorporated	145	9,254	9,580
Noble Energy Incorporated	135	8,002	9,615
Northern Trust Corporation	350	21,559	18,340
Pepsico Incorporated	435	16,529	26,448
PG & E Corporation	365	16,890	16,297
Proctor & Gamble Company	100	5,742	6,063
Qualcomm Incorporated	230	10,472	10,640
Schlumberger Limited	0	0	0
Schwab Charles Corporation	660	13,411	12,421
Spectra Energy Corporation	1,100	26,813	22,561
Sysco Corporation	325	11,398	9,081
TJX Cos Incorporated	475	15,598	17,361
Trans ocean Limited	195	5,825	16,146
Travelers Companies	415	22,585	20,692
United Technologies Corporation	215	7,481	14,923
United Health Group	655	20,451	19,964
US Bancorp	610	21,327	13,731
Verizon Communications Company	285	9,697	9,442
Wal-Mart Stores Incorporated	890	50,405	47,571
Walt Disney Company	585	17,483	18,866
Wells Fargo & Company	535	14,207	14,440
		<u>\$1,021,139</u>	<u>\$1,254,815</u>
<b>MID CAP STOCKS</b>			
Altera Corporation	55	973	1,245
Cummins Incorporated	290	13,049	13,299
ITT Corporation	350	19,754	17,409
MFB Northern Multi Manager Mid fund	21,761	137,963	204,116
Sigma-Aldrich Corporation	235	12,307	11,875
		<u>\$184,046</u>	<u>\$247,944</u>
<b>SMALL CAP STOCKS</b>			
MFB Northern Multi Manager Small fund	16,717	99,297	138,080
Zions Bancorp	3,200	52,934	41,056
		<u>\$152,231</u>	<u>\$179,136</u>
<b>INTERNATIONAL DEVELOPED</b>			
BHP Billiton Ltd	85	4,234	6,509
Northern International Equity	3,990	256,598	356,363
Coviden OLC	255	13,585	12,212
ABB Ltd	255	5,435	4,871
Suncor Incorporated	195	7,626	6,885
		<u>\$287,478</u>	<u>\$386,840</u>
<b>INTERNATIONAL EMERGING</b>			
MFB Northern FDS Emerging Market	1,511	17,589	30,780
TEVA Pharmaceutical Inds	250	11,126	14,045
		<u>\$28,715</u>	<u>\$44,825</u>
<b>TOTALS</b>		<u>\$1,673,609</u>	<u>\$2,113,560</u>

FORM 990-PF  
THE WAGGONERS FOUNDATION  
Part I Line 6 ; Column A  
Net Gains and Losses from Sale of Assets

2009  
76-0404981

Description of Property Sold	Number of Shares	How Acquired		Date Acquired	Date Sold	Gross Sales Amount	Cost or Other Basis	Gain or (Loss)
		P-Purchase	D-Donation					
<b><u>NORTHERN TRUST</u></b>								
Research in Motion	100	P		04/28/2008	01/14/2009	4,527	12,218	(7,691)
Caterpillar Inc	275	P		04/28/2008	01/27/2009	9,025	22,151	(13,126)
Schwab Charles Common	125	P		09/04/2008	02/09/2009	1,793	2,967	(1,174)
US Bancorp	150	P		04/28/2008	02/09/2009	2,512	5,244	(2,732)
MFC Shares TR MSCI EAFE Index Fd	7,105	P		12/16/2008	02/12/2009	275,717	322,988	(47,271)
Rockwell Collins	75	P		07/28/2008	03/16/2009	2,310	3,616	(1,306)
Coviden Ltd	330	P		09/30/2008	04/02/2009	10,958	17,581	(6,623)
FPL Group Inc	15	P		07/28/2008	04/03/2009	791	958	(167)
IBM	30	P		08/07/2008	04/03/2009	3,047	3,874	(827)
MFB Northern FDS Emerging Markets	104.14	P		12/09/2008	04/03/2009	1,357	1,185	172
MFB Northern Intl Equity Fund	2861.96	P		02/12/2009	04/03/2009	19,032	18,402	630
MFB Northern Small NMMSX Fd	1278.25	P		12/23/2008	04/03/2009	7,580	7,593	(13)
MFB Northern Mid Cao FD Mid NMMCX	1530.54	P		12/23/2008	04/03/2009	10,224	9,704	520
MFB Large Cap Value Fund	2535.36	P		12/23/2008	04/03/2009	16,708	17,367	(659)
Schwab Charles Common	40	P		09/04/2008	04/03/2009	633	949	(316)
TJX Cos Inc	35	P		04/28/2008	04/03/2009	898	1,149	(251)
TEVA Pharmaceuticals INDS Ltd	15	P		02/10/2009	04/03/2009	664	639	25
US Bancorp	45	P		04/28/2008	04/03/2009	685	1,573	(888)
Coviden Ltd	20	P		09/30/2008	04/03/2009	628	1,066	(438)
Accenture Ltd Bermuda	115	P		Various	04/16/2009	3,148	4,435	(1,287)
Schwab Charles Common	190	P		09/04/2008	05/28/2009	3,215	4,509	(1,294)
Exelon Coproration	55	P		10/06/2008	09/02/2009	2,695	3,117	(422)
Accenture PLC	345	P		09/30/2008	09/02/2009	11,544	12,868	(1,324)
Altera Corporation	5	P		03/23/2009	09/10/2009	103	89	14
Amazon	15	P		04/16/2009	09/10/2009	1,251	1,143	108
BHP Ltd Sponsorship	5	P		05/14/2009	09/10/2009	330	250	80
CVS Corporation	5	P		08/17/2009	09/10/2009	183	171	12
Cummins Engine Inc.	25	P		09/02/2009	09/10/2009	1,167	1,125	42
Goldman Sachs Group Inc.	10	P		04/02/2009	09/10/2009	1,749	1,141	608
Kohls Corporation	10	P		01/27/2009	09/10/2009	555	376	179
Mosaic Company	10	P		05/28/2009	09/10/2009	507	545	(38)
Noble Energy Incorporated	10	P		04/16/2009	09/10/2009	665	593	72
MFB Northern Small NMMSX Fd	1331.96	P		12/23/2008	09/10/2009	10,336	7,912	2,424
MFB Large Cap Value Fund	2649.4	P		12/23/2008	09/10/2009	22,043	18,148	3,895
Qualcomm Incorporated	20	P		09/02/2009	09/10/2009	932	911	21
TEVA Pharmaceuticals INDS Ltd	15	P		02/10/2009	09/10/2009	786	639	147
Wells Fargo & Company	5	P		10/06/2008	09/10/2009	139	167	(28)
Coviden Ltd	20	P		09/30/2008	09/10/2009	786	1,066	(280)
Wells Fargo & Company	70	P		09/16/2009	11/11/2009	2,027	2,052	(25)
Amazon	65	P		04/16/2009	12/08/2009	8,736	4,954	3,782
Baxter International	175	P		04/16/2009	12/08/2009	9,672	9,728	(56)
Exelon Coproration	110	P		10/27/2005	01/14/2009	5,674	5,654	20
Citigroup Inc	150	P		07/02/1998	02/09/2009	602	4,440	(3,838)
Eaton Vance Corp	310	P		06/18/2002	02/09/2009	6,500	5,255	1,245
JP Morgan Chase	65	P		01/31/2008	02/09/2009	1,748	3,079	(1,331)
State Street Corp	95	P		12/28/2001	02/09/2009	2,826	4,973	(2,147)

Wells Fargo & Company	50	P	04/20/2006	02/09/2009	952	1,630	(678)
Waters Corporation	59	P	03/02/2007	02/10/2009	2,349	3,267	(918)
Waters Corporation	16	P	03/02/2007	02/11/2009	624	886	(262)
Rockwell Collins	150	P	Various	03/16/2009	4,620	10,296	(5,676)
Citigroup Inc	360	P	07/02/1998	03/19/2009	1,199	10,656	(9,457)
Johnson & Johnson	20	P	11/16/2006	03/23/2009	1,044	1,326	(282)
Pepsico Co	195	P	07/02/1998	04/02/2009	10,358	8,267	2,091
AT&T Inc	50	P	12/17/1996	04/03/2009	1,339	1,068	271
Abbott Laboratories	70	P	06/18/2002	04/03/2009	3,139	2,524	615
Adobe Systems Inc	35	P	01/04/2008	04/03/2009	841	1,415	(574)
Air Products & Chemical Inc.	25	P	12/13/2007	04/03/2009	1,463	2,563	(1,100)
Anadarko Petroleum	25	P	07/28/2006	04/03/2009	1,066	1,115	(49)
Apple Computer	10	P	07/25/2006	04/03/2009	1,157	618	539
Baxter International	10	P	03/02/2007	04/03/2009	490	494	(4)
Becton Dickinson & Co	15	P	11/16/2006	04/03/2009	983	1,076	(93)
Chevron Texaco Corp	10	P	01/16/2007	04/03/2009	699	704	(5)
CISCO Systems Inc	120	P	Various	04/03/2009	2,182	1,241	941
Citigroup Inc	365	P	07/02/1998	04/03/2009	967	10,804	(9,837)
Costco Wholesale Corp	20	P	01/17/2008	04/03/2009	961	1,299	(338)
Danaher Corp	10	P	09/20/2002	04/03/2009	537	275	262
Darden Restaurants Inc.	35	P	02/09/2005	04/03/2009	1,248	990	258
Walt Disney Company	45	P	05/30/2005	04/03/2009	896	1,345	(449)
Eaton Vance Corp	95	P	06/18/2002	04/03/2009	2,247	1,610	637
Emerson Electric Co	35	P	01/16/2007	04/03/2009	1,108	1,548	(440)
Exelon Coproration	10	P	10/27/2005	04/03/2009	480	514	(34)
Exxon Mobil Corp	45	P	Various	04/03/2009	3,145	2,270	875
Forest Labs Inc	25	P	09/21/2000	04/03/2009	553	719	(166)
General Electric Co	45	P	02/25/1997	04/03/2009	486	803	(317)
Hewlett Packard Co	40	P	05/30/2006	04/03/2009	1,385	1,288	97
ITT Hinds Inc	25	P	03/07/2006	04/03/2009	941	1,324	(383)
Jacobs Engineering Group	25	P	07/11/2007	04/03/2009	1,062	1,538	(476)
Kellogg Co	20	P	11/16/2006	04/03/2009	758	999	(241)
Kohls Corp	35	P	04/29/1999	04/03/2009	1,581	1,145	436
Medco Health Solutions	40	P	03/22/2006	04/03/2009	1,682	1,176	506
Microsoft Coop	85	P	12/13/2007	04/03/2009	1,582	3,004	(1,422)
Microchip Technology	25	P	01/09/2006	04/03/2009	556	854	(298)
Nation Oilwell Inc	15	P	03/02/2007	04/03/2009	475	518	(43)
PG&E Corp	25	P	05/31/2007	04/03/2009	936	1,239	(303)
Pepsico Co	35	P	Various	04/03/2009	1,836	1,352	484
Pfizer Inc.	70	P	03/15/2002	04/03/2009	948	2,900	(1,952)
Proctor & Gamble	15	P	01/17/2006	04/03/2009	738	880	(142)
Schlumberger Ltd	25	P	12/22/1999	04/03/2009	1,116	629	487
Sigma Aldrich Corp	20	P	01/17/2008	04/03/2009	788	1,047	(259)
Spectra Energy Corp	85	P	02/19/2008	04/03/2009	1,257	1,998	(741)
State Street Corp	30	P	12/28/2001	04/03/2009	940	1,570	(630)
Suncor Energy	10	P	07/11/2007	04/03/2009	241	458	(217)
SYSCO Corp	25	P	02/09/2005	04/03/2009	573	877	(304)
United Technologies Corp	15	P	02/13/2003	04/03/2009	685	449	236
Verizon Communications	35	P	01/04/2008	04/03/2009	1,142	1,499	(357)
Wal Mart Stores Inc	70	P	02/09/2005	04/03/2009	3,743	3,695	48
Wells Fargo & Company	15	P	04/20/2006	04/03/2009	229	489	(260)
Accenture Ltd. Bermuda	40	P	10/01/2007	04/03/2009	1,131	1,633	(502)
Transocean Ltd	15	P	12/22/1999	04/03/2009	953	448	505
Abbott Laboratories	360	P	Various	04/16/2009	15,329	15,296	33
Chevron Texaco Corp	40	P	01/16/2007	04/16/2009	2,627	2,816	(189)
Accenture Ltd. Bermuda	135	P	Various	04/16/2009	3,696	5,265	(1,569)
Chevron Texaco Corp	20	P	01/16/2007	05/14/2009	1,356	1,408	(52)
Exxon Mobil Corp	65	P	09/03/1996	05/14/2009	4,525	1,366	3,159

Proctor & Gamble	60	P	01/17/2006	05/14/2009	3,064	3,518	(454)
Becton Dickinson & Co	210	P	11/16/2006	05/28/2009	14,041	15,061	(1,020)
IBM	100	P	04/25/2008	05/28/2009	10,278	12,276	(1,998)
Microchip Technology	325	P	01/09/2006	05/28/2009	6,849	11,106	(4,257)
FHLMC NT 4.25	100000	P	07/20/2004	07/15/2009	100,000	101,153	(1,153)
Proctor & Gamble	70	P	01/17/2006	08/17/2009	3,676	4,105	(429)
Exelon Coproration	105	P	10/27/2005	09/02/2009	5,146	5,397	(251)
First Solar Inc	50	P	05/28/2008	09/02/2009	5,864	13,420	(7,556)
AT&T Inc	50	P	12/17/1996	09/10/2009	1,322	1,068	254
Abbott Laboratories	45	P	06/18/2002	09/10/2009	2,100	1,623	477
Adobe Systems Inc	40	P	07/28/2008	09/10/2009	1,361	1,628	(267)
Air Products & Chemical Inc.	25	P	12/13/2007	09/10/2009	1,851	2,563	(712)
Anadarko Petroleum	25	P	07/28/2006	09/10/2009	1,441	1,115	326
Apple Computer	10	P	07/25/2006	09/10/2009	1,724	618	1,106
Baxter International	5	P	03/02/2007	09/10/2009	279	247	32
Chevron Texaco Corp	5	P	01/16/2007	09/10/2009	358	352	6
CISCO Systems Inc	125	P	09/06/1996	09/10/2009	2,861	740	2,121
Costco Wholesale Corp	20	P	01/17/2008	09/10/2009	1,135	1,299	(164)
Danaher Corp	10	P	09/20/2002	09/10/2009	672	275	397
Darden Restaurants Inc.	40	P	02/09/2005	09/10/2009	1,387	1,131	256
Walt Disney Company	45	P	05/30/2006	09/10/2009	1,264	1,345	(81)
Eaton Vance Corp	105	P	06/18/2002	09/10/2009	3,018	1,780	1,238
Emerson Electric Co	35	P	07/28/2008	09/10/2009	1,379	1,729	(350)
Exxon Mobil Corp	40	P	09/06/1996	09/10/2009	2,825	841	1,984
FPL Group	15	P	07/28/2008	09/10/2009	809	958	(149)
Forest Labs Inc	25	P	09/21/2000	09/10/2009	736	719	17
General Electric Co	45	P	02/25/1997	09/10/2009	663	803	(140)
Hewlett Packard Co	45	P	05/30/2006	09/10/2009	2,085	1,449	636
ITT Hinds Inc	25	P	07/28/2008	09/10/2009	1,289	1,628	(339)
IBM	20	P	08/07/2008	09/10/2009	2,350	2,583	(233)
JP Morgan Chase	50	P	Various	09/10/2009	2,145	2,352	(207)
Jacobs Engineering Group	25	P	07/28/2008	09/10/2009	1,169	1,977	(808)
Johnson & Johnson	5	P	11/16/2006	09/10/2009	303	332	(29)
Kellogg Co	20	P	11/16/2006	09/10/2009	962	999	(37)
Kohls Corp	240	P	04/29/1999	09/10/2009	13,330	7,852	5,478
Medco Health Solutions	45	P	03/22/2006	09/10/2009	2,483	1,323	1,160
Microsoft Corp	85	P	12/13/2007	09/10/2009	2,117	3,004	(887)
Nation Oilwell Inc	20	P	03/02/2007	09/10/2009	778	691	87
PG&E Corp	25	P	05/31/2007	09/10/2009	992	1,239	(247)
Pepsico Co	35	P	04/29/1999	09/10/2009	2,019	1,330	689
Pfizer Inc.	70	P	03/15/2002	09/10/2009	1,140	2,900	(1,760)
Proctor & Gamble	5	P	01/17/2006	09/10/2009	280	293	(13)
Schlumberger Ltd	25	P	12/22/1999	09/10/2009	1,460	629	831
Schwab Charles Common	25	P	09/04/2008	09/10/2009	456	593	(137)
Sigma Aldrich Corp	20	P	01/17/2008	09/10/2009	1,009	1,047	(38)
Spectra Energy Corp	90	P	08/15/2008	09/10/2009	1,715	2,339	(624)
State Street Corp	30	P	12/28/2001	09/10/2009	1,613	1,570	43
Suncor Energy	15	P	07/11/2007	09/10/2009	502	687	(185)
SYSCO Corp	25	P	02/09/2005	09/10/2009	646	877	(231)
TJX Cos	40	P	04/28/2008	09/10/2009	1,447	1,314	133
US Bancorp	45	P	04/28/2008	09/10/2009	975	1,573	(598)
United Technologies Corp	20	P	07/28/2008	09/10/2009	1,237	1,296	(59)
Verizon Communications	40	P	01/04/2008	09/10/2009	1,250	1,713	(463)
Wal Mart Stores Inc	70	P	09/04/2008	09/10/2009	3,557	4,236	(679)
Wells Fargo & Company	350	P	04/20/2006	09/10/2009	973	1,141	(168)
Transocean Ltd	15	P	12/22/1999	09/10/2009	1,224	448	776
General Electric Capital Corp	150000	P	09/18/2002	09/15/2009	150,000	149,892	108
Eaton Vance Corp	1265	P	06/18/2002	09/16/2009	38,012	21,442	16,570

Forest Labs Inc	300	P	09/21/2000	09/16/2009	8,636	8,629	7
Medco Health Solutions	65	P	03/22/2006	09/16/2009	3,617	1,911	1,706
Pfizer Inc.	910	P	03/15/2002	09/16/2009	14,787	37,701	(22,914)
State Street Corp	395	P	Various	09/16/2009	21,459	16,369	5,090
Verizon Communications	190	P	Various	10/22/2009	5,535	7,456	(1,921)
Darden Restaurants Inc.	450	P	02/09/2005	11/11/2009	14,751	12,726	2,025
Wells Fargo & Company	195	P	10/06/2008	11/11/2009	5,647	6,527	(880)
Baxter International	110	P	03/02/2007	12/08/2009	6,080	5,433	647
Jacobs Engineering Group	300	P	Various	12/08/2009	10,201	19,769	(9,568)
Schlumberger Ltd	325	P	12/22/1999	12/15/2009	20,276	8,180	12,096

Total Gains and Losses for 2009

1,097,562    1,213,368    (115,806)

FORM 990-PF  
 THE WAGGONERS FOUNDATION  
 Part XV, Line 3; for 3(a)  
 Grants and Contributions Paid During the Year

2009  
 76-0404981

Recipient Name and Address	If Individual show Rel.	Found. Status of Recipient	Purpose of Grant and/or Contribution	Amount
Baylor College of Medicine 1200 Smith Street Suite 1111 Houston, TX 77002	N/A	509 (a) 1	Healthcare and Research	25,000.00
Council on Alcohol & Drugs Hous 303 Jackson Hill Houston, TX 77007	N/A	509 (a) 1	Alcohol Addiction Research	50,000.00
The Womens Home 607 Westheimer Houston, TX 77006-3915	N/A	509 (a) 1	Battered women	2,500.00
Houston Livestock Show & Rodeo P. O. Box 20070 Houston, TX 77225-0070	N/A	509 (a) 1	Education Scholarship	35,000.00
KHS Football Booster Club P. O. Box 11973 Spring, TX 77391-1973	N/A	509 (a) 1	Booster sponsorship for equipment room	3,000.00
Brookwood Community 1752 FM 1489 Brookshire, TX 77423	N/A	509 (a) 1	Provider for Mentally Disabled	2,000.00
Habitat for Humanity P. O. Box 682785 Houston, TX 77268	N/A	509 (a) 1	Poverty Housing	5,000.00
Kidney Foundation 6110 Executive Blvd. Suite 1010 Rockville, MD 20852	N/A	509 (a) 1	Kidney Research	500.00
North west Assistance Ministries 15555 Kuykendahl Houston, TX 77090-3651	N/A	509 (a) 1	Homeless and Food Shelter	7,200.00
Baylor Teen Clinic 1504 Ben Taub Loop Houston, TX 77030	N/A	509 (a) 1	Teen Pregnancy Counseling	10,000.00
Trees of Hope 3330 Audley Suite 100 Houston, TX 77098	N/A	509 (a) 1	Homeless	15,000.00
			Total Contributions 2009	<u>155,200.00</u>