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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning _____, and ending _____

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

Name of foundation

Waxahachie Foundation, Inc.

Number and street (or P O box number if mail is not delivered to street address)

P. O. Box 976

A Employer identification number
75-6085367

City or town, state, and ZIP code

Waxahachie TX 75168

B Telephone number (see page 10 of the instructions)
972-937-0502H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationC If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2. Foreign organizations meeting the
85% test, check here and attach computation ► E If private foundation status was terminated under
section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ► I Fair market value of all assets at
end of year (from Part II, col. (c),
line 16) ► \$ 1,736,325 (Part I, column (d) must be on cash basis)J Accounting method Cash Accrual
 Other (specify) _____

	Part I Analysis of Revenue and Expenses (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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	27,970			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,011	4,011	4,011	
	4 Dividends and interest from securities	43,340	43,340	43,340	
	5a Gross rents				
	b Net rental income or (loss) _____	-56,502			
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	148,725			
	7 Capital gain net income (from Part IV, line 2)		0	0	
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns & allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	5,011		5,011	
	12 Total. Add lines 1 through 11	23,830	47,351	52,362	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	800	800		
	c Other professional fees (attach schedule)				
	17 Interest				
SCANNED AUG 17 2011 Operating and Administrative Expenses	18 Taxes (attach schedule) (see page 14 of the instructions)	892	892		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch.)	284	284		
	24 Total operating and administrative expenses.	1,976	1,976	0	0
	Add lines 13 through 23				
	25 Contributions, gifts, grants paid	70,820			70,820
	26 Total expenses and disbursements. Add lines 24 and 25	72,796	1,976	0	70,820
	27 Subtract line 26 from line 12	-48,966			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		45,375		
	c Adjusted net income (if negative, enter -0-)			52,362	

Assets	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
1	Cash—non-interest-bearing		42,817	38,420	38,420
2	Savings and temporary cash investments		2,375	3,432	3,432
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 page 15 of the instructions)				
7	Other notes and loans receivable (att. schedule) ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use		0		
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)	See Stmt 5			
b	Investments—corporate stock (attach schedule)	See Stmt 5	1,405,415	1,629,910	1,629,910
c	Investments—corporate bonds (attach schedule)	See Stmt 6	72,572	64,563	64,563
11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
15	Other assets (describe ►)		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I))	1,523,179	1,736,325
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 ►)	0	0
23	Total liabilities (add lines 17 through 22)				
Liabilities					
Net Assets or Fund Balances					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds		15,000	15,000	
28	Paid-in or capital surplus, or land, bldg , and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds		1,508,179	1,721,325	
30	Total net assets or fund balances (see page 17 of the instructions)		1,523,179	1,736,325	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		1,523,179	1,736,325	

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	1,523,179
2	Enter amount from Part I, line 27a	2	-48,966
3	Other increases not included in line 2 (itemize) ► See Statement 7	3	263,206
4	Add lines 1, 2, and 3	4	1,737,419
5	Decreases not included in line 2 (itemize) ► See Statement 8	5	1,094
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,736,325

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Worksheet				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(I) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-56,502
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 pages 13 and 17 of the 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

 Yes No

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

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))
2009	72,066	1,284,703	0.056095
2008	105,436	1,790,300	0.058893
2007			
2006			
2005			

- 2 Total of line 1, column (d) 2 0.114988
- 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 0.057494
- 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 1,554,305
- 5 Multiply line 4 by line 3 5 89,363
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 454
- 7 Add lines 5 and 6 7 89,817
- 8 Enter qualifying distributions from Part XII, line 4 8 70,820

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

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75-6085367

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

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

1c 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2010 estimated tax payments and 2009 overpayment credited to 2010

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ►

1	908
2	0
3	908
4	0
5	908
6a	
6b	
6c	
6d	
7	
8	26
9	934
10	
11	

Refunded ►

Part VII-A Statements Regarding Activities

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?
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

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

1e 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?
If "Yes," attach a detailed description of the activities

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? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► **None**

8b 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? If "No," attach explanation

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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

1a	Yes	No
1b		X
1c		
2		X
3		X
4a		X
4b		
5		X
6		
7	X	
8b	X	
9		X
10		X

7/31 INT

8

FTP

13 TOT

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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 ► **N/A** 13

14 The books are in care of ► **Steve Murphree**
703 McMurry Drive

Telephone no ► **972-938-4300**Located at ► **Waxahachie****TX****ZIP+4 ► 75165**

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 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 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)

(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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► 1b N/A

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 2010? 1c N/A

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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? 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 page 22 of the instructions) 2b N/A

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 2010 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 2010) 3b N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X

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 2010? 4b X

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/> N/A	5b	
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	<input checked="" type="checkbox"/> N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	<input checked="" type="checkbox"/> X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	<input checked="" type="checkbox"/> N/A
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
See Statement 9				

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

▶ 0

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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		

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 Sixteen charitable organizations were funded to promote further charitable work in Waxahachie and the surrounding Ellis County area.	70,820
2	
3	
4	

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

1 N/A	
2	

All other program-related investments. See page 24 of the instructions

3

Total. Add lines 1 through 3

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,565,404
b	Average of monthly cash balances	1b	12,571
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,577,975
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	0
3	Subtract line 2 from line 1d	3	1,577,975
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	23,670
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,554,305
6	Minimum investment return. Enter 5% of line 5	6	77,715

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)

1	Minimum investment return from Part X, line 6	1	77,715
2a	Tax on investment income for 2010 from Part VI, line 5	2a	908
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	908
3	Distributable amount before adjustments Subtract line 2c from line 1	3	76,807
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	76,807
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	76,807

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	70,820
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	70,820
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	70,820
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 page 26 of the instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				76,807
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 _____, 20 _____, 20 _____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	17,941	26,867		
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 70,820				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				70,820
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	5,987			5,987
6 Enter the net total of each column as indicated below:	20,880			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 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)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	20,880			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	11,954	8,926		

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 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(i)(3) or

4942(j)(5)

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))

N/A

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

N/A

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

**Waxahachie Foundation Inc. 972-937-0502
210 W. Franklin St. Waxahachie TX 75165**

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

See Attachment

c Any submission deadlines

See Statement 10

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

See Statement 11

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 Paid during the year See Statement 12				70,820
Total			► 3a	70,820
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					4,011
4	Dividends and interest from securities					43,340
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					-56,502
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue	a				
b	See Statement 13					5,011
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		0	-4,140
13	Total. Add line 12, columns (b), (d), and (e)	13				-4,140

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
3	Allows funding to support the organizations that we help.
4	Allows funding to support the organizations that we help.
8	Allows funding to support the organizations that we help.
11b	Allows funding to support the organizations that we help.
11c	Allows funding to support the organizations that we help.
11d	Allows funding to support the organizations that we help.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign
Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Date

Treasurer

Paid Preparer	Print/Type preparer's name Martha K. Weedon	Preparer's signature <i>Martha K. Weedon CPA</i>	Date 07/12/11	Check <input type="checkbox"/> if self-employed
Use Only	Firm's name ► Grant & Weedon, CPAs, P.C.	PTIN P00184099		
	Firm's address ► 617 Ferris Avenue Waxahachie, TX 75165-3000	Firm's EIN ► 47-0900958		
		Phone no 972-923-1590		

Schedule B
 (Form 990, 990-EZ,
 or 990-PF)
 Department of the Treasury
 Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, 990-EZ, or 990-PF.

2010

Name of the organization

Waxahachie Foundation, Inc.

Employer identification number

75-6085367

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Page 1 of 1 of Part I

Name of organization

Waxahachie Foundation, Inc.

Employer identification number

75-6085367

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Jeanette Ausman Trust Gerald S. Thede, Trustee PO Box 99 Santa Barbara, CA 93102	\$ 22,945	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	J.T. Moore 102 Tee Side Waxahachie TX 75165	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Capital Gains and Losses for Tax on Investment Income			
Form 990-PF	For calendar year 2010, or tax year beginning _____, and ending _____		2010
Name		Employer Identification Number	
Waxahachie Foundation, Inc.		75-6085367	
(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)
(1) FHLMC Ser 1133 CL H		P	01/15/10
(2) GNMA POOL		P	01/15/10
(3) BP PLC Sponsored Adr 1000sh		P	12/18/06
(4) CH Energy Group Inc. 200		P	12/21/04
(5) CH Energy Group Inc. 800 shares		P	12/21/04
(6) General Motors Corp Debentr 40,000		P	06/01/00
(7) Home Depot Inc. 750 Sh		P	12/21/04
(8) ISTAR Financial, Inc. 2100 Sh		P	12/21/04
(9) Qwest Communications Intl 3458 S		P	12/21/04
(10) Edward Jones			
(11) Edward Jones			
(12)			
(13)			
(14)			
(15)			
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale
(1) 188			188
(2) 98			98
(3) 45,168			67,945
(4) 8,039			9,594
(5) 32,154			38,376
(6) 11,395			11,395
(7) 21,090			31,583
(8) 11,710			30,487
(9) 18,866			15,561
(10) 17			3,305
(11)			17
(12)			
(13)			
(14)			
(15)			
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
(1)			
(2)			
(3)			-22,777
(4)			-1,555
(5)			-6,222
(6)			
(7)			-10,493
(8)			-18,777
(9)			3,305
(10)			17
(11)			
(12)			
(13)			
(14)			
(15)			
			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

<u>Description</u>	<u>Revenue per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>
Grant Rtrns from Previous Yr	\$ 7,500	\$	\$ 7,500
Calumet Specialty	-728		-728
Holly Energy	-823		-823
Plains All American	-163		-163
TC Pipeline	-775		-775
Total	\$ 5,011	\$ 0	\$ 5,011

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>
Indirect Accounting Fees	\$ 800	\$ 800	\$
Total	\$ 800	\$ 800	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>
Foreign Taxes	\$ 892	\$ 892	\$
Total	\$ 892	\$ 892	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				\$ 0
Bond renewal	181	181		
Supplies	100	100		
Investment Expense	3	3		
Total	\$ 284	\$ 284	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Limited Partnerships	\$ 140,582	\$ 192,909	Market	\$ 192,909
Mutual Funds	305,715	329,832	Market	329,832
Edward Jones Stocks	959,118	1,107,169	Market	1,107,169
Total	\$ 1,405,415	\$ 1,629,910		\$ 1,629,910

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Edward Jones	\$ 72,572	\$ 64,563	Market	\$ 64,563
Total	\$ 72,572	\$ 64,563		\$ 64,563

WAXFOUNPF Waxahachie Foundation, Inc.
75-6085367
FYE: 12/31/2010

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Federal Statements

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
Unrealized Gains	\$ 263,206
Total	\$ <u>263,206</u>

Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Federal Taxes	\$ 1,094
Total	\$ <u>1,094</u>

Federal Statements

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Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
	Director	1.00	0	0	0
Mark Morgan 410 Victorian Waxahachie TX 75165	President	1.00	0	0	0
Constance McGuire 170 Brookbend Drive Waxahachie TX 75165	Treasurer	1.00	0	0	0
Steve Murphree 703 McMurry Drive Waxahachie TX 75165	Secretary	1.00	0	0	0
Lynn Winborne P. O. Box 976 Waxahachie TX 75168	Director	1.00	0	0	0
Jo Bshore 210 S. Hawkins Waxahachie TX 75165	V President	1.00	0	0	0
Bobby Dyess 110 Magnolia Drive Waxahachie TX 75165	Director	1.00	0	0	0
Peggy Loftis 1036 Lone Elm Road Waxahachie TX 75167	Director	1.00	0	0	0
Mark McClain 113 Fairway Waxahachie TX 75165	Director	1.00	0	0	0
Richard Pace 201 Bluebonnet Lane Waxahachie TX 75165	Director	1.00	0	0	0
Glenn Stoffregen	Director	1.00	0	0	0

WAXFOUNPF Waxahachie Foundation, Inc.
75-6085367
FYE: 12/31/2010

Federal Statements

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**Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc. (continued)**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
405 Lakewood Drive Waxahachie TX 75165	Director	1.00	0	0	0
Teresa McNeil 209 Harbin Ave. Waxahachie TX 75165	Director	1.00	0	0	0
Cathy Moore 102 Tee Side Drive Waxahachie TX 75165	Director	1.00	0	0	0
Don Rawls 316 Brookside Road Waxahachie TX 75165	Director	1.00	0	0	0

Federal Statements**Form 990-PF, Part XV, Line 2b - Application Format and Required Contents****Description**

See Attachment

Statement 10 - Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description**

It is the Friday prior to the grants committee meeting, which is the fourth Tuesday in January, April, July and October.

Statement 11 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

Grants are usually limited to interest income based on investments for each quarter. The finance committee reviews this and tells the grant committee what is available. The grants committee sees each request and then makes a recommendation to the full board.

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
Big Brothers & Big Sister Waxahachie TX 75165	620 Farley		501 (c) 3	Operations	2,000
Casa of Ellis County Waxahachie TX 75168	P. O. Box 2646		501 (c) 3	Operations	4,813
Chautauqua Preservation Waxahachie TX 75168	P. O. Box 126		501 (c) 3	Operations	2,500
City of Waxahachie Waxahachie TX 75165	401 S. Rogers		501 (c) 3	Operations	3,000
Common Ground Waxahachie TX 75168	P. O. Box 444		501 (c) 3	Operations	750
Daniel's Den Waxahachie TX 75165	217 S. Rogers		501 (c) 3	Operations	3,000
Ellis County Museum Waxahachie TX 75165	201 S. College		501 (c) 3	Operations	5,161
Ellis County Youth Waxahachie TX 75165	117 Vivian St.		501 (c) 3	Operations	1,846
Hope Clinic Waxahachie TX 75165	411 E. Jefferson		501 (c) 3	Operations	5,250
Meals on Wheels Waxahachie TX 75165	620 Farley Street		501 (c) 3	Operations	20,000
Our Children's House Waxahachie TX 75165	1405 W. Jefferson		501 (c) 3	Operations	2,500
Rainbow Room Waxahachie TX 75165	629 Farley		501 (c) 3	Operations	3,000
Salvation Army Waxahachie TX 75165	620 Farley Street		501 (c) 3	Operations	5,000
Sims Library Waxahachie TX 75165	515 W. Main		501 (c) 3	Operations	5,000
Waxahachie Care Waxahachie TX 75165	609 Kaufman		501 (c) 3	Operations	4,000
Waxahachie Symphony Waxahachie TX 75168	P.O. Box 405		501 (c) 3	Operations	3,000

WAXFOUNPF Waxahachie Foundation, Inc.
75-6085367
FYE: 12/31/2010

Federal Statements

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**Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
Total					70,820

WAXFOUNPF Waxahachie Foundation, Inc.
75-6085367
FYE: 12/31/2010

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Federal Statements

Statement 13 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
Grant Rtrns from Previous Y		\$		\$	\$ 7,500
Calumet Specialty					-728
Holly Energy					-823
Plains All American					-163
TC Pipeline					-775
Total		\$ <u>0</u>		\$ <u>0</u>	\$ <u>5,011</u>

Federal Statements**Cash Investments**

<u>Description</u>	<u>Amount</u>
Edward Jones Cash & MM	\$ _____
Total	\$ <u> </u> 0

Waxahachie Foundation, Inc.

A Non-Profit Benevolent Organization
210 West Franklin Street
Waxahachie, Texas 75165

**THIS APPLICATION MUST BE COMPLETE AND
ATTACHED TO ALL FINANCIAL REQUESTS**

Applicant's Name _____

Mailing Address _____

Is your organization 501(c)(3) certified by the IRS? Yes No

Do you have paid employees? Yes No If yes, how many? _____

Name the two highest paid employees and annual salary:

Name _____ Anuual Salary _____

Name _____ Anuual Salary _____

State your total annual revenue _____ ; expenses _____

Do any organizations or individuals contribute over 10% of your gross revenues?

Yes No If yes, who? _____

Are you a membership organization? Yes No If yes, number of members? _____

Annual dues _____ Members current _____ Members delinquent _____

Describe the project for which you are requesting funds: _____

What is the total cost of your project? _____

What funds are you requesting from the Waxahachie Foundation? _____

List any additional sources of funding: _____

Please attach your most recent fiscal year-end statement of income and expenses. Date of statement: Month Day Year

COMPLETE BUDGET INFORMATION REGARDING YOUR REQUEST IS REQUIRED. On a separate document, please provide detailed budget information indicating all funds required to complete each phase of your project, anticipated sources of funding, and projected time of project completion.

By signing below, Applicant agrees that any funds Applicant receives from Waxahachie Foundation, Inc. will be used solely for religious, charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

Authorized Representative of Applicant

(revised 1/08)