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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation MADISON CHARITABLE FOUNDATION INC		A Employer identification number 26-1147137	
Number and street (or P O box number if mail is not delivered to street address) 121 FM 359 ROAD		B Telephone number (see instructions) (281) 344-9455	
City or town, state, and ZIP code RICHMOND, TX 77406		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" 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		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) <input checked="" type="checkbox"/> \$ 26,820,744	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	72,882	72,882	72,882	
	4 Dividends and interest from securities.	682,136	682,136	682,136	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-274,593			
	b Gross sales price for all assets on line 6a <u>2,746,218</u>				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain			65,050	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	480,425	755,018	820,068	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,032			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,825	5,825		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	130,759	130,462		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	139,616	136,287		0
	25 Contributions, gifts, grants paid	4,230,865			4,230,865
	26 Total expenses and disbursements. Add lines 24 and 25	4,370,481	136,287		4,230,865
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,890,056			
	b Net investment income (if negative, enter -0-)		618,731		
	c Adjusted net income (if negative, enter -0-)			820,068	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	364,841	143,147	143,147
	2	Savings and temporary cash investments	2,092,771	825,422	825,422
	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 (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	17,217,703	13,902,007	18,354,694
	c	Investments—corporate bonds (attach schedule).	6,427,108	7,301,434	7,497,481
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	26,102,423	22,172,010	26,820,744	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	26,102,423	22,172,010	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	26,102,423	22,172,010	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	26,102,423	22,172,010	

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 26,102,423
2	Enter amount from Part I, line 27a	2 -3,890,056
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 22,212,367
5	Decreases not included in line 2 (itemize) ▶ _____	5 40,357
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 22,172,010

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				
(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
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	-274,593
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	65,050

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))
2011			
2010			
2009			
2008			
2007			
2 Total of line 1, column (d).			2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.			4
5 Multiply line 4 by line 3.			5
6 Enter 1% of net investment income (1% of Part I, line 27b).			6
7 Add lines 5 and 6.			7
8 Enter qualifying distributions from Part XII, line 4.			8

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

Part VIExcise 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 <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		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		1	12,375
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	12,375
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	12,375
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	14,300	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	14,300
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,925
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,925	Refunded <input type="checkbox"/>	11	

Part VII-AStatements 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?		Yes	No
		1a		No
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)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	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?	6		No
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶Thomas J Petrosewicz CPA Telephone no ▶(281) 342-6584 Located at ▶121 FM 359 Richmond TX ZIP +4 ▶77406			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, 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?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

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.			Yes	No
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		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" 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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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 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 instructions)?	5b		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?			
	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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(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
Norma M Petrosewicz	Director	0		
1110 Plantation Meadows Dr Richmond, TX 77406	1 00			
Lorinda Beth Madison	Director	0		
1000 Uptown Park Blvd 24 Houston, TX 77056	1 00			
James O Carpenter	Director	0		
PO Box 489 Port Gibson, MS 39150	1 00			
Wiley Hatcher	Director	0		
6140 FM 723 Road Richmond, TX 77406	1 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(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 instructions). If none, enter "NONE".

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

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	26,936,025
b	Average of monthly cash balances.	1b	305,636
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	27,241,661
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	27,241,661
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	408,625
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	26,833,036
6	Minimum investment return. Enter 5% of line 5.	6	1,341,652

Part XI

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

1	Minimum investment return from Part X, line 6.	1	1,341,652
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	12,375
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,375
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,329,277
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,329,277
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,329,277

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	4,230,865
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,230,865
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,230,865
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,329,277
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	211,341			
b From 2008.	3,588,606			
c From 2009.	4,205,770			
d From 2010.	2,252,132			
e From 2011.	2,336,208			
f Total of lines 3a through e.	12,594,057			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 4,230,865				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				1,329,277
e Remaining amount distributed out of corpus	2,901,588			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,495,645			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	211,341			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	15,284,304			
10 Analysis of line 9				
a Excess from 2008. . . .	3,588,606			
b Excess from 2009. . . .	4,205,770			
c Excess from 2010. . . .	2,252,132			
d Excess from 2011. . . .	2,336,208			
e Excess from 2012. . . .	2,901,588			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1

Information Regarding Foundation Managers:

a

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

Wiley Hatcher

b

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

2

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

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

a

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

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

b

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

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

c

Any submission deadlines

N/A

d

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

No Restrictions on Gifts

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	4,230,865
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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					72,882
4	Dividends and interest from securities. . . .					682,136
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					-274,593
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .					480,425
13	Total. Add line 12, columns (b), (d), and (e).					480,425

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
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			

[illegible]

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

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.

*****	2013-11-11	*****
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below (see instr. 9)? ☒ **Yes** ☐ **No**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00174024
Thomas J Petrosewicz CPA	Thomas J Petrosewicz CPA			
Firm's name <input type="checkbox"/>	PETROSEWICZ & COMPANY INC		Firm's EIN <input type="checkbox"/>	
	121 FM 359 RD			
Firm's address <input type="checkbox"/>	RICHMOND, TX 774062401		Phone no (281) 342-6584	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Partnership of Baylor College Medical Center One Baylor Plaza Mail Stop 160 Houston, TX 77030	N/A	501(c)(3)	General funding	5,000
The Arc of Fort Bend County 123 Brooks Street Sugar Land, TX 77478	N/A	501(c)(3)	General funding	25,000
Texas Childrens Hospital 6621 Fannin Street Houston, TX 77030	N/A	501(c)(3)	Grant to provide general funding	25,000
Spring Branch Baseball Program Inc PO Box 550549 Houston, TX 77255	N/A	501(c)(3)	Grant for general funding	50,000
Ole Miss Womens Council for Philanthropy PO Box 249 University, MS 38677	N/A	501(c)(3)	General funding	25,000
Houston History Association PO Box 25086 Houston, TX 77265	N/A	501(c)(3)	Provide general funding	1,000
Houston Fire Museum 2403 Milam Street Houston, TX 77006	N/A	501(c)(3)	General funding	1,000
Hermann Park Conservancy 6201-A Hermann Park Drive Houston, TX 77030	N/A	501(c)(3)	Donation in memory of Lamar Neale	1,000
University of Houston Athletics Department 3100 Cullen Blvd Houston, TX 77204	N/A	501(c)(3)	Funding to help provide equipment for the athletics department	7,000
University of Houston Cougar Pride Scholarship 3100 Cullen Blvd Rm 2011 Houston, TX 77204	N/A	501(c)(3)	Scholarship program	12,000
The Churchill Centre Heritage Fund 200 West Madison St Suite 1700 Chicago, IL 60606	N/A	501(c)(3)	Grant to provide general funding	950
The Brilliant Lecture Series 2400 Augusta Drive Suite 245 Houston, TX 77057	N/A	501(c)(3)	General funding	50,000
The 100 Club 1233 West Loop South 1250 Houston, TX 77027	N/A	501(c)(3)	General funding	1,000
Texana Center 4910 Airport Avenue Rosenberg, TX 77471	N/A	501(c)(3)	Grant to enhance program	25,000
World Affairs Council of Houston PO Box 981031 Houston, TX 77098	N/A	501(c)(3)	General funding	12,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Preservation Houston 3272 Westheimer Road Suite 2 Houston, TX 77098	N/A	501(c)(3)	General funding	3,000
Holy Cross Lutheran Church 7901 Westview Dr Houston, TX 77055	N/A	501(c)(3)	General funding	1,000
Asia Society Texas Center 1370 Southmore Boulevard Houston, TX 77004	N/A	501(c)(3)	General funding	11,000
University of Texas- Pan American 1201 West University Drive Edinburg, TX 78539	N/A	501(c)(3)	Grant for general funding	25,000
University of St Thomas 3800 Montrose Boulevard Houston, TX 77006	N/A	501(c)(3)	Capital campaign	50,000
The Mind Center 2500 North State Street Jackson, MS 39216	N/A	501(c)(3)	Funding for the University of Mississippi Medical Center	100,000
St Lukes Foundation PO Box 20269 Houston, TX 77225	N/A	501(c)(3)	Funding for cancer research	15,000
Southern Arkansas University Foundation PO Box 9392 Magnolia, AR 71754	N/A	501(c)(3)	General operations funding	50,000
Planned Parenthood Federation of America 3601 Fannin Street Houston, TX 77004	N/A	501(c)(3)	General funding	3,000
Sam Houston Area Council 2225 North Loop West Houston, TX 77292	N/A	501(c)(3)	Brazos District Friends of Scouting Campaign	20,000
Pope John XXIII Lion Pride Band 1800 West Grand Parkway Katy, TX 77449	N/A	501(c)(3)	General funding for band program	25,000
Pope John XXIII High School 1800 West Grand Parkway Katy, TX 77449	N/A	501(c)(3)	Grant for capital improvements	50,000
Pink Ribbon Project 1210 W Clay 26 Houston, TX 77019	N/A	501(c)(3)	General funding	10,000
Opera in the Heights PO Box 7887 Houston, TX 77270	N/A	501(c)(3)	General funding	5,000
Mississippi State University 75 BS Hood Rd Mississippi State Un, MS 39762	N/A	501(c)(3)	Endowment Fund	50,000

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
McCombs School of Business 1 University Station B6000 Austin,TX 78712	N/A	501(c)(3)	Forty Acres Scholarship in Business	100,000
Live Consortium PO Box 130897 Houston,TX 77219	N/A	501(c)(3)	Provide funds to support HIV and AIDS awareness	5,000
Lamar Consolidated Band Booster Club 4606 Mustang Avenue Rosenberg,TX 77471	N/A	501(c)(3)	Provide support for Carnegie Hall Performance	10,000
Jacobs Ladder Learning Center Inc 1017 Harrison St Vicksburg,MS 39180	N/A	501(c)(3)	General funding for a learning center for children	10,000
Houston Public Library Foundation 500 McKinney Houston,TX 77002	N/A	501(c)(3)	General Funding	1,000
Holy Rosary Church 3617 Milam Street Houston,TX 77002	N/A	501(c)(3)	Funding for the formation and education of Dominican students and Dominican Friars	5,000
Greater Houston Preservation Alliance I 712 Main Street Suite 110 Houston,TX 77002	N/A	501(c)(3)	General funding	1,000
Galveston Bay Foundation 17330 Highway 3 Webster,TX 77598	N/A	501(c)(3)	General operating funds	1,000
Foster Museum Inc 7720 FM 359 Richmond,TX 77469	N/A	501(c)(3)	General operations	17,500
Fort Bend Family Health Center 400 Austin Street Richmond,TX 77469	N/A	501(c)(3)	Operating funds	50,000
Easter Seals Disability Services 4500 Bissonnet 340 Bellaire,TX 77401	N/A	501(c)(3)	Provide disability services	5,000
Childrens Miracle Network 205 W 700 Street Salt Lake City,UT 84101	N/A	501(c)(3)	General operations funding	2,500
ChicanoHispanic Law Students Associati 727 East Dean Keeton Street Austin,TX 78705	N/A	501(c)(3)	General operations funding	10,000
Center for Houstons Future 1200 Smith Suite 1150 Houston,TX 77002	N/A	501(c)(3)	General operations	10,000
Alcorn State University 1000 ASU Drive 359 Alcorn State,MS 39096	N/A	501(c)(3)	Tomorrow Fund	2,500

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Attack Poverty 5000 Ransom Road Richmond,TX 77469	N/A	501(c)(3)	Assist low income families	25,000
Youth Assistance Inc 416 Highway 90 A East Richmond,TX 77406	N/A	501(c)(3)	Scholarship funding	20,000
University of Southern Mississippi Found 118 College Drive 10026 Hattiesburg,MS 39406	N/A	501(c)(3)	Endowment Fund	50,000
Heart of Texas PO Box 71 Fulshear,TX 77441	N/A	501(c)(3)	Rehabilitation assistance	50,000
Galveston Historical Foundation 2016 Strand Galveston Island,TX 77550	N/A	501(c)(3)	Help restore Galveston's Historical monuments	1,000
Childrens Museum of Houston 1500 Binz Houston,TX 77004	N/A	501(c)(3)	General operations funding	5,000
Fort Bend Lawyers Care 1405 A Main Street Richmond,TX 77469	N/A	501(c)(3)	Legal services to underprivileged residents of Ft Bend County	75,000
Woodrow Wilson Center 1300 Pennsylvania Ave NW Washington,DC 20004	N/A	501(c)(3)	Scholarship programs	10,000
UT Medical School at Houston 7000 Fannin Street 17th Floor Houston,TX 77030	N/A	501(c)(3)	Scholarship programs	26,500
The Menil Foundation 1533 Sul Ross Houston,TX 77006	N/A	501(c)(3)	Funding to support the fine arts	4,500
St Michael Catholic School 1833 Sage Road Houston,TX 77056	N/A	501(c)(3)	Funds for new building	25,000
Navidad En El Barrio 4410 Navigation Houston,TX 77011	N/A	501(c)(3)	Funding to purchase toys for underprivileged children for Christmas	15,000
Mississippi State Medical Association Fo 735 Riverside Drive Jackson,MS 39202	N/A	501(c)(3)	Mississippi Rural Physicians Scholarship Program	60,000
Millsaps College 1701 North State Street Jackson,MS 39210	N/A	501(c)(3)	Scholarship support	2,500
Legacy Community Health Services Inc 1360 Post Oak Blvd Suite 1600 Houston,TX 77056	N/A	501(c)(3)	Provide funding for community health centers	25,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KUHF Houston Public Radio 4343 Elgin 2nd Floor Houston, TX 77204	N/A	501(c)(3)	Providing a community service of non-commercial programming	1,000
Imperial Performing Arts 8410 Highway 90A Suite 130 Sugar Land, TX 77478	N/A	501(c)(3)	Funding for operations	20,000
H Association 3855 Holman Athletic Office Houston, TX 77004	N/A	501(c)(3)	General operations funding	5,000
Good Samaritan Community Services 1600 Saltillo St San Antonio, TX 78207	N/A	501(c)(3)	Provide services to underprivileged children	10,000
Foundation for Teen Health 15 Saddlebrook Houston, TX 77024	N/A	501(c)(3)	Providing full service health care to underprivileged teens	25,000
Crohns & Colitis Foundation of America 386 Park Ave S Fl 17 New York, NY 10016	N/A	501(c)(3)	Funding for research	50,000
Catholic Charities of the Diocese of Gal 2900 Louisiana St Houston, TX 77006	N/A	501(c)(3)	General program operations	50,000
Jonestown Family Center for Education 401 Main Street Jonestown, MS 38639	N/A	501(c)(3)	General Operating Funds	10,000
Gertrude Ford Center for Performing Arts 100 University Avenue University, MS 38677	N/A	501(c)(3)	General operating funds	40,000
University of Science & Arts of Oklahoma 17th and Grand Ave Chickasha, OK 73108	N/A	501(c)(3)	Student scholarships	5,000
The Soaring Eagles Ministries PO Box 47 Simonton, TX 77476	N/A	501(c)(3)	Funding for Children Rehabilitation programs	25,000
Su Casa de Esperanza Inc 8000 Cisne Street Pharr, TX 78577	N/A	501(c)(3)	Funding operations	25,000
St Agnes Academy 9000 Bellaire Boulevard Houston, TX 77036	N/A	501(c)(3)	Grant for capital improvements and establish scholarships	50,000
Recipe for Success Foundation 1401 McKinney Houston, TX 77025	N/A	501(c)(3)	Funding for operations	5,000
National Multiple Sclerosis Society 733 Third Avenue New York, NY 10017	N/A	501(c)(3)	Grant for multiple sclerosis research	25,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Mississippi Cultural Crossroads Inc Box 99 Alcorn State University Lormen, MS 39096	N/A	501(c)(3)	Funding for operations	5,000
Fort Bend Senior Citizens Meals on Wheel PO Box 1488 Rosenberg, TX 77471	N/A	501(c)(3)	Funding meals for senior citizens	75,000
Fort Bend Family Promise 1424 FM 1092 Missouri City, TX 77459	N/A	501(c)(3)	Assisting homeless families	15,000
The Cinderella-Cinderfella Project Inc 203 Lakeside Blvd Sugar Land, TX 77478	N/A	501(c)(3)	Funding for scholarships	5,000
Boys and Girls Club of Bay City and Mata PO Box 762 Bay City, TX 77404	N/A	501(c)(3)	After-school homework assistance programs	25,000
American Heart Association 7272 Greenville Avenue Dallas, TX 75231	N/A	501(c)(3)	Funding research	5,000
Museum of Fine Arts Houston 1001 Bissonet Houston, TX 77005	N/A	501(c)(3)	General operating support	11,500
Theotokos 8811 Westheimer No 206 Houston, TX 77063	N/A	501(c)(3)	To assist missionaries in Argentina and Bolivia educate the poor	5,000
Southwestern Baptist Theological Seminar PO Box 22000 I-E Fort Worth, TX 76122	N/A	501(c)(3)	General campus donation and scholarship program donation	50,000
Rosenberg Lions Club 700 Dog Leg Ct Richmond, TX 77469	N/A	501(c)(3)	Scholarship Programs	8,000
Pancreatic Cancer Action Network 2141 RoseCrans Ave Ste 7000 El Segundo, CA 90245	N/A	501(c)(3)	General Donation to Fund Cancer Research	50,000
Operation Shoestring 2019 Bailey Avenue Jackson, MS 39213	N/A	501(c)(3)	Special request to enhance operating budget	25,000
Mississippi State University Foundation PO Box 6149 Mississippi, MS 39762	N/A	501(c)(3)	General support to university	25,000
Mississippi Museum of Art 201 E Pascagoula St Jackson, MS 39201	N/A	501(c)(3)	Special request to enhance operating budget	20,000
Magnolia Speech School 733 N Flag Chapel Rd Jackson, MS 39209	N/A	501(c)(3)	Funding for programs to assist the hearing impaired and language disordered children	15,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Girl Scouts of San Jacinto Council 3110 SW Freeway Houston, TX 77098	N/A	501(c)(3)	Scouting programs	300,000
Aurora House Foundation 902 S Airport Dr Ste 4 Weslaco, TX 78596	N/A	501(c)(3)	Donation to support the terminally ill	25,000
Delta State University Foundation PO Box 3141 DSU Cleveland, MS 38733	N/A	501(c)(3)	General support to university	25,000
Brazos Bend Guardianship Services 123 Brooks St Sugar Land, TX 77478	N/A	501(c)(3)	Provide services to the disabled and incapacitated adults	50,000
Baylor College of Medicine One Baylor Plaza T119 Houston, TX 77030	N/A	501(c)(3)	Funding of research for neuromuscular disease	10,000
The University of Mississippi Foundation 406 University Avenue Oxford, MS 38655	N/A	501(c)(3)	Providing scholarships for lower income students	125,000
University of Houston 402 Agnes Arnold Hall Houston, TX 77204	N/A	501(c)(3)	Fundings for the Department of Athletics	35,000
University of Houston Music Foundation 212 E Cullen Building Houston, TX 77204	N/A	501(c)(3)	Moore's School of Music Concert Gala Fund	77,000
The Rose 12700 N Featherwood Houston, TX 77034	N/A	501(c)(3)	Special request to enhance operating budget	5,000
The Community Stewpot 1100 West Capital Street Jackson, MS 39203	N/A	501(c)(3)	Providing food and clothing for those in need	25,000
St Vincent De Paul Community Pharmacy PO Box 1228 Biloxi, MS 39533	N/A	501(c)(3)	Providing pharmaceutical equipment to those in need	25,000
St Jude Hospital 501 St Jude Place Memphis, TN 38105	N/A	501(c)(3)	Funding for cancer research	200,000
Salud Y Paz 2738 S Gerogia Amarillo, TX 79109	N/A	501(c)(3)	Help fund dental programs for the poor of Guatemala	20,000
Pregnancy Resource Center of Fort Bend 4203 Ave H Ste 16 Rosenberg, TX 77471	N/A	501(c)(3)	Special request to fund pregnant women and teens organization operating expenses	100,000
Our Daily Bread PO Box 1021 Canton, MS 39046	N/A	501(c)(3)	Food Drive	20,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Mississippi Food Network 440 West Beatty Street Jackson, MS 39201	N/A	501(c)(3)	Food Drive	20,000
Mississippi Childrens Home Services PO Box 1078 Jackson, MS 39215	N/A	501(c)(3)	Funding for a new campus	25,000
Literacy Council of Fort Bend 12530 Emily Court Sugar Land, TX 77478	N/A	501(c)(3)	Funding for ESL program	25,000
Houston Symphony 615 Louisiana Street Suite 102 Houston, TX 77002	N/A	501(c)(3)	To provide funds to expand musical programs	116,000
Houston Grand Opera 510 Preston Street Houston, TX 77002	N/A	501(c)(3)	Help provide funding for the Houston performing arts	405,915
Gulf Coast Womens Center for Non Violen PO Box 333 Biloxi, MS 39533	N/A	501(c)(3)	Funds services for victims of domestic violence and sexual assault	20,000
Fort Bend Womens Center 1600 HWY 6 Suite 170 Sugar Land, TX 77478	N/A	501(c)(3)	Program for women abused by domestic violence	25,000
Fort Bend Boys Choir PO Box 2042 Stafford, TX 77497	N/A	501(c)(3)	Scholarships and music program operations	30,000
DFeet Breast Cancer Inc 6610 Stewart Road PMB 67 Galveston, TX 77551	N/A	501(c)(3)	Funding for breast cancer research and granting mammograms and follow up care	2,000
Clemson University Foundation PO Box 1889 Clemson, SC 29633	N/A	501(c)(3)	Scholarship Programs	25,000
Child Advocates of Fort Bend PO Box 1032 Richmond, TX 77406	N/A	501(c)(3)	Helping kids have a brighter future-funding operating expenses	50,000
Calvary Episcopal School 1201 Austin Richmond, TX 77406	N/A	501(c)(3)	Parent Teacher Organization	15,000
Blair Baston Hospital for Children 2500 N State Street Jackson, MS 39216	N/A	501(c)(3)	Childrens Hospital Operating Budget	350,000
Bethel Ministry 3015 5th Street Stafford, TX 77477	N/A	501(c)(3)	Kid Activity Funds & Building Funds	50,000
American Red Cross- Southwest Branch PO Box 393 Richmond, TX 77406	N/A	501(c)(3)	Help provide relief to disaster victims	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Alley Theatre 615 Texas Ave Houston, TX 77002	N/A	501(c)(3)	Educational Programs	50,000
Total ▶ 3a				4,230,865

TY 2012 Accounting Fees Schedule**Name:** MADISON CHARITABLE FOUNDATION INC**EIN:** 26-1147137**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	3,032	0	0	0

TY 2012 Other Decreases Schedule**Name:** MADISON CHARITABLE FOUNDATION INC**EIN:** 26-1147137**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Amount
Passive Losses from Flow Through Partnerships	27,857
Federal Income Tax Expense	12,500

TY 2012 Other Expenses Schedule**Name:** MADISON CHARITABLE FOUNDATION INC**EIN:** 26-1147137**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Advisory Fees	130,462	130,462		
Bank Charges	297			

TY 2012 Taxes Schedule

Name: MADISON CHARITABLE FOUNDATION INC

EIN: 26-1147137

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Taxes Paid	5,825	5,825		

October 31, 2013

5151 Advisors, LLC

Madison Charitable Foundation Charity-Non Profit Acct #: 26112707
 Wiley Hatcher
 6140 Fm 723 Rd
 Richmond, TX 77406

Realized Gains and Losses By Category Fiscal Year Ending 12/31/2012

26-1147137

Long Term Capital Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Brown Forman Corp 04/01/2012 5.20%	04/13/2009	04/01/2012	500,000.000	500,000.00	526,370.00	-26,370.00
Coca Cola Company	12/16/2009	08/14/2012	0.886	34.92	26.20	8.72
Goldcorp Inc New	02/22/2011	07/11/2012	3,300.000	109,342.02	150,158.95	-40,816.93
Goldman Sachs Gp 01/15/2012 6.60%	04/13/2009	01/15/2012	250,000.000	250,000.00	262,270.00	-12,270.00
Hewlett Packard 02/24/2012 4.25%	04/13/2009	02/24/2012	100,000.000	100,000.00	104,579.00	-4,579.00
Hewlett-Packard 03/01/2012 5.25%	04/13/2009	03/01/2012	49,000.000	49,000.00	52,093.38	-3,093.38
John Deere Cap 01/17/2012 5.35%	03/25/2009	01/17/2012	350,000.000	350,000.00	359,681.50	-9,681.50
Jpmorgan Chase 10/01/2012 5.375%	03/25/2009	10/01/2012	185,000.000	185,000.00	188,471.55	-3,471.55
Natl Rural Util 03/01/2012 7.25%	01/30/2009	03/01/2012	266,000.000	266,000.00	285,910.31	-19,910.31
Nintendo Ltd Adr Nintendo Ltd Adr	01/31/2011 01/31/2011	02/17/2012 02/17/2012	200.000 1,000.000	3,669.73 18,348.65	6,821.54 34,107.72	-3,151.81 -15,759.07

Realized Gains and Losses By Category Fiscal Year Ending 12/31/2012

Madison Charitable Foundation Charity-Non Profit Acct #: 26112707

26-1147137

Long Term Capital Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Long Term Gains
Nintendo Ltd Adr	01/31/2011	02/17/2012	7,600,000	139,449.76	259,218.65	-119,768.89
			8,800,000	161,468.14	300,147.91	-138,679.77
Northern Trust Corporation		02/17/2012	3,000,000	131,393.79	165,874.46	-34,480.67
Northern Trust Corporation	03/25/2009	02/17/2012	93,000	4,073.21	5,989.15	-1,915.94
Northern Trust Corporation	03/25/2009	02/17/2012	100,000	4,379.79	6,439.95	-2,060.16
Northern Trust Corporation	03/25/2009	02/17/2012	100,000	4,379.79	6,439.95	-2,060.16
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Northern Trust Corporation	03/25/2009	02/17/2012	81,000	3,547.64	5,216.36	-1,668.72
Northern Trust Corporation	03/25/2009	02/17/2012	100,000	4,379.79	6,439.95	-2,060.16
Northern Trust Corporation	03/25/2009	02/17/2012	48,000	2,102.30	3,091.17	-988.87
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Northern Trust Corporation	03/25/2009	02/17/2012	173,000	7,577.04	11,141.11	-3,564.07
Northern Trust Corporation	03/25/2009	02/17/2012	100,000	4,379.79	6,439.95	-2,060.16
Northern Trust Corporation	11/18/2009	02/17/2012	2,896,000	126,838.82	140,664.90	-13,826.08
			7,000,000	306,585.54	377,636.39	-71,050.85
Southern Co						
01/15/2012 5.30%	04/13/2009	01/15/2012	250,000,000	250,000.00	268,097.50	-18,097.50
Weatherford International LTD		05/04/2012	7,500,000	101,538.78	145,367.90	-43,829.12
Long Term Gains (Sales)				2,628,969.40	3,020,810.59	-391,841.19
Total Gains (Sales)				2,628,969.40	3,020,810.59	-391,841.19

October 31, 2013

5151 Advisors, LLC

Madison Charitable Foundation Charity-Non Profit Acct #: 26112707
 Wiley Hatcher
 6140 Fm 723 Rd
 Richmond, TX 77406

Portfolio Statement As of 12/31/2012

26-1147137

Weight	Description	Symbol	Quantity	Cost Basis	Unit Cost	Current Value	Acquisition Date
Equities							
FINANCIALS (S&P 500 16.7%)							
2.0%	1/100 Berkshire Hlwy Cla	084990175	400	453,157.90	1,132.895	536,240.00	09/30/2008
0.5%	Extendcare Real Estatef	EXETF	16,500	170,090.95	10.309	127,644.00	07/09/2012
0.6%	Prospect Capital Corp	PSEC	14,500	167,980.76	11.585	157,615.00	03/30/2012
1.3%	Weingarten Rlty Invs Sbi	WRI	13,131.3217	343,160.10	26.133	351,525.48	09/30/2008
1.7%	Wells Fargo & Co New	WFC	13,000	343,816.80	26.447	444,340.00	12/18/2008
6.1%			57,531.3217	1,478,206.51		1,617,364.48	
TELECOMMUNICATION SERVICES (S&P 500 2.8%)							
0.3%	America Movil Sab L Adrf	AMX	3,000	71,827.45	23.942	69,420.00	11/18/2009
1.4%	AT&T Inc New	T	11,108.6661	310,019.81	27.908	374,473.13	09/30/2008
1.7%			14,108.6661	381,847.26		443,893.13	
CONSUMER DISCRETIONARY (S&P 500 12.2%)							
2.1%	Home Depot Inc	HD	9,000	303,149.65	33.683	556,650.00	08/31/2011
1.5%	Mc Donalds Corp	MCD	4,438.6524	265,255.70	59.760	391,533.53	09/30/2008
1.5%	Target Corporation	TGT	6,940.9924	296,708.66	42.747	410,698.52	09/30/2008
2.5%	Walt Disney Co.	DIS	13,607.8073	331,252.89	24.343	677,532.73	09/30/2008
7.6%			33,987.4521	1,196,366.90		2,036,414.78	
INDUSTRIALS (S&P 500 10.2%)							
1.3%	Caterpillar Inc	CAT	3,997.0864	115,237.39	28.830	358,172.92	02/23/2009
0.5%	Deere & Co	DE	1,650	151,005.40	91.518	142,593.00	02/22/2011
1.8%	Emerson Electric Co	EMR	9,100	299,373.80	32.898	481,936.00	12/18/2008
1.8%	United Technologies Corp	UTX	5,959.2247	313,166.51	52.552	488,716.02	09/30/2008
0.9%	Waste Management Inc Del	WM	6,800	243,375.51	35.791	229,432.00	09/24/2010
6.4%			27,506.3111	1,122,158.61		1,700,849.94	

Portfolio Statement
As of 12/31/2012

26-1147137

Madison Charitable Foundation Charity-Non Profit Acct #: 26112707

Weight	Description	Symbol	Quantity	Cost Basis	Unit Cost	Current Value	Acquisition Date
Equities							
INFORMATION TECHNOLOGY (S&P 500 17.8%)							
0.8%	Adobe Systems Inc	ADBE	6,000	132,728.75	22.121	226,080.00	03/25/2009
1.7%	Apple Inc	AAPL	830	199,084.04	239.860	441,703.51	05/20/2010
0.9%	Cisco Systems Inc	CSCO	12,200	246,183.85	20.179	239,722.68	09/30/2008
1.3%	Google Inc Class A	GOOG	500	296,202.55	592.405	353,690.00	12/10/2010
0.9%	Harris Corporation	HRS	5,000	222,250.97	44.450	244,800.00	11/18/2009
1.2%	Intel Corp	INTC	15,439.4974	257,743.68	16.694	318,362.44	09/30/2008
1.7%	Intl Business Machines	IBM	2,342.3509	241,952.87	103.295	448,677.31	09/30/2008
1.1%	Microsoft Corp	MSFT	10,527.2737	248,823.16	23.636	281,180.32	09/30/2008
2.0%	Oracle Corporation	ORCL	16,000	352,153.90	22.010	533,120.00	06/24/2009
11.6%			68,839.122	2,197,123.77		3,087,336.26	
HEALTH CARE (S&P 500 12.7%)							
1.7%	Abbott Laboratories	ABT	7,000	372,057.49	53.151	458,500.00	11/18/2009
1.7%	Allergan Inc	AGN	5,005.8012	215,780.84	43.106	459,182.14	01/08/2009
0.6%	Amgen Incorporated	AMGN	1,700	100,223.95	58.955	146,540.00	09/30/2008
0.8%	Dentsply Intl Inc	XRAY	5,336.5479	199,336.65	37.353	211,380.66	09/30/2008
1.4%	Gilead Sciences Inc	GILD	5,100	240,750.20	47.206	374,595.00	01/08/2009
1.5%	Johnson & Johnson	JNJ	5,789.2349	373,533.24	64.522	405,825.37	09/30/2008
1.7%	Pfizer Incorporated	PFE	17,876.0369	315,673.79	17.659	448,318.49	09/30/2008
9.4%			47,807.6209	1,817,356.16		2,504,341.66	
UTILITIES (S&P 500 3.3%)							
0.5%	Atlantic Power	AT	11,000	167,678.65	15.244	125,730.00	02/09/2011
0.4%	Exelon Corporation	EXC	3,374.7728	208,941.85	61.913	100,365.74	09/30/2008
1.1%	Scana Corporation New	SCG	6,664.3495	245,981.32	36.910	304,160.91	09/30/2008
2.0%			21,039.1223	622,601.82		530,256.65	
MATERIALS (S&P 500 3.3%)							
1.2%	Ball Corporation	BLL	7,212.0165	152,536.34	21.150	322,737.74	01/08/2009
0.5%	Barrick Gold Corp	ABX	3,600	172,195.51	47.832	126,036.00	02/09/2011
0.9%	BHP Billiton LTD	BHP	3,038.4951	150,860.50	49.650	238,278.79	09/30/2008
2.6%			13,850.5116	475,592.35		687,052.53	

Portfolio Statement As of 12/31/2012

26-1147137

Madison Charitable Foundation Charity-Non Profit Acct #: 26112707

Weight	Description	Symbol	Quantity	Cost Basis	Unit Cost	Current Value	Acquisition Date
Equities							
CONSUMER STAPLES (S&P 500 10.5%)							
1.2%	Altria Group Inc	MO	10,110.9816	162,845.11	16.106	317,889.26	10/24/2008
0.5%	Beam Inc	BEAM	2,000	111,947.03	55.974	122,180.00	02/17/2012
1.0%	Boston Beer Co Inc Cl A	SAM	1,900	175,282.43	92.254	255,455.00	02/09/2011
1.1%	Coca Cola Company	KO	7,992.886	209,728.27	26.239	289,742.12	09/30/2008
1.8%	Diageo PLC	DEO	4,000	298,652.15	74.663	466,320.00	01/05/2011
0.9%	General Mills Inc	GIS	6,018.2282	205,428.10	34.134	243,256.78	09/30/2008
1.3%	Pepsico Incorporated	PEP	4,889.8822	328,636.55	67.207	334,614.64	09/30/2008
1.2%	Philip Morris Intl Inc	PM	3,860.7819	160,469.13	41.564	322,915.80	10/24/2008
1.3%	Procter & Gamble	PG	5,111	303,895.91	59.459	346,985.79	09/30/2008
10.1%			45,883.7599	1,956,884.68		2,699,359.39	
ENERGY (S&P 500 10.5%)							
1.3%	Apache Corp	APA	4,406.6323	347,861.77	78.941	345,920.64	09/30/2008
1.8%	Chevron Corporation	CVX	4,500	320,703.79	71.268	486,630.00	03/25/2009
0.3%	Enerplus Corp	ERF	5,400	168,109.33	31.131	69,984.00	02/09/2011
1.5%	Enterprise Prd Ptnrs Lp	EPD	8,000	321,276.95	40.160	400,640.00	12/15/2010
2.6%	Exxon Mobil Corporation	XOM	8,001.6434	574,424.16	71.788	692,542.24	09/30/2008
1.9%	Kinder Morgan Mgmt Llc	KMR	6,717.77709	246,862.50	36.748	506,923.46	09/30/2008
0.6%	Peabody Energy Corp	BTU	5,528.8396	247,053.82	44.685	147,122.42	08/04/2011
0.5%	Transocean, Ltd	RIG	2,700	198,422.70	73.490	120,582.00	09/30/2008
0.4%	Vanguard Natural Res Llc	VNR	4,000	115,883.75	28.971	104,000.00	01/05/2011
0.7%	Whiting Petroleum Corp	WLL	4,000	220,568.95	55.142	173,480.00	02/17/2012
11.4%			53,254.89239	2,761,167.72		3,047,824.76	
68.9%			383,808.78009	14,009,305.78		18,354,693.58	

Fixed Income

2.4%	Ust Infl Index 01/15/2014 2.00% Accrued Income	912828BW	500.000	568,024.55	113.605	646,005.00	12/18/2008
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Mutual Funds

18.1%	Pimco Total Return Fund	PTTRX	429,012.954	4,695,946.43	10.946	4,822,105.60	01/15/2010
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October 31, 2013

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26-1147137

Portfolio Statement
As of 12/31/2012

Madison Charitable Foundation Charity-Non Profit Acct #: 26112707

<u>Weight</u>	<u>Description</u>	<u>Symbol</u>	<u>Quantity</u>	<u>Cost Basis</u>	<u>Unit Cost</u>	<u>Current Value</u>	<u>Acquisition Date</u>
Mutual Funds							
7.6%	Vanguard Short-Term Bond	BSV	25,000	2,037,463.21	81.499	2,024,750.00	09/27/2011
25.7%			454,012.954	6,733,409.64		6,846,855.60	
Cash and Money Funds							
2.9%	Schwab US Treasury Money Fu	APZ	770,044.49	770,044.49		770,044.49	
100.0%			2,107,866.22409	22,080,784.46		26,622,218.24	

October 31, 2013

5151 Advisors, LLC

Realized Gains and Losses By Category Fiscal Year Ending 12/31/2012

Madison Charitable Foundation Charity-Non Profit Acct #: 26112707
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26-1147137

Long Term Capital Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
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Realized Gains and Losses By Category

Fiscal Year Ending 12/31/2012

Madison Charitable Foundation Charity-Non Profit Acct #: 26112707

26-1147137

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Total Gains (Sales)				2,628,969.40	3,020,810.59	-391,841.19