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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

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

Name of foundation WAXAHACHIE FOUNDATION INC WAXAHACHIE FOUNDATION INC		A Employer identification number 75-6085367			
Number and street (or P O box number if mail is not delivered to street address) P O BOX 976		B Telephone number (see instructions) (972) 825-7092			
City or town, state, and ZIP code WAXAHACHIE, TX 75168		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <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 checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,800,274		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			
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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received (attach schedule)		22,725			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		2,565	2,565	2,565	
4 Dividends and interest from securities.		51,757	45,435	51,757	
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		364			
b Gross sales price for all assets on line 6a 649					
7 Capital gain net income (from Part IV, line 2) . . .			359		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		430		430	
12 Total. Add lines 1 through 11		77,841	48,359	54,752	
Revenue					
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)		812	812		
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		1,251	412		
19 Depreciation (attach schedule) and depletion . . .					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		183	183		
24 Total operating and administrative expenses.					
Add lines 13 through 23		2,246	1,407		0
25 Contributions, gifts, grants paid.		72,441			72,441
26 Total expenses and disbursements. Add lines 24 and 25		74,687	1,407		72,441
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		3,154			
b Net investment income (if negative, enter -0-)			46,952		
c Adjusted net income (if negative, enter -0-)				54,752	

	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	20,512	27,508	27,508	
	2 Savings and temporary cash investments	24,374	19,350	19,350	
	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)	1,647,014	1,483,924	1,713,337	
	c Investments—corporate bonds (attach schedule)	37,616	199,400	40,079	
	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)	1,729,516	1,730,182	1,800,274		
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	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	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	1,714,516	1,715,182		
	30 Total net assets or fund balances (see page 17 of the instructions)	1,729,516	1,730,182		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,729,516	1,730,182			

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	1,729,516
2	Enter amount from Part I, line 27a	2	3,154
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,732,670
5	Decreases not included in line 2 (itemize) ►	5	2,488
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,730,182

Part IV Capital Gains and Losses for Tax on Investment Income

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	65,340	1,663,051	0 039289
2010	70,820	1,554,305	0 045564
2009	72,066	1,284,703	0 056095
2008	105,436	1,790,300	0 058893
2007			
2 Total of line 1, column (d).			2 0 199841
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 049960
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.			4 1,720,973
5 Multiply line 4 by line 3.			5 85,980
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 470
7 Add lines 5 and 6.			7 86,450
8 Enter qualifying distributions from Part XII, line 4.			8 72,441

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	1	939
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		
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	939
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	939
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	17
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	956
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	
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? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <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? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14 The books are in care of ► JERRY CHAPMAN Telephone no ► (972) 938-4300
 Located at ► 401 E MARVIN 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 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

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		
1b 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)? ►	1b	
Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>		
1c 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	
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____	2a	
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	
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	3a	
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) ►	3b	
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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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). (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 <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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<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	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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

1 List all

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
See Additional Data Table				

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		

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 1,735,061
b	Average of monthly cash balances.	1b 12,120
c	Fair market value of all other assets (see instructions).	1c 0
d	Total (add lines 1a, b, and c).	1d 1,747,181
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2
3	Subtract line 2 from line 1d.	3 1,747,181
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 26,208
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 1,720,973
6	Minimum investment return. Enter 5% of line 5.	6 86,049

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 86,049
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 939
b	Income tax for 2012 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 939
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 85,110
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 85,110
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 85,110

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 72,441
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 72,441
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 72,441

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				85,110
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.				
b From 2008.				
c From 2009.	3,868			
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	3,868			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 72,441				
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).				
d Applied to 2012 distributable amount.				72,441
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,868			3,868
6 Enter the net total of each column as indicated below:				
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 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				8,801
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

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

1 Information Regarding Foundation Managers:

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

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
WAXAHACHIE FOUNDATION INC
210 W FRANKLIN ST
WAXAHACHIE, TX 75165
(972) 937-0502
- b** The form in which applications should be submitted and information and materials they should include
SEE ATTACHMENT
- c** Any submission deadlines
IT IS THE FRIDAY PRIOR TO THE GRANTS COMMITTEE MEETING, WHICH IS THE FOURTH TUESDAY IN JANUARY, APRIL
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
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 REQUEST AND THEN MAKES A RECOMMENDATION TO THE FULL BOARD

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	72,441
b Approved for future payment				
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 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					2,565
4 Dividends and interest from securities.					51,757
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					364
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).					55,116
13 Total. Add line 12, columns (b), (d), and (e).					13
(See worksheet in line 13 instructions to verify calculations)					55,116

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 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

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
MARK MORGAN 	DIRECTOR 1 00	0	0	0
410 VICTORIAN WAXAHACHIE, TX 75165				
PAT MERRILL 	DIRECTOR 1 00	0	0	0
227 LAKE SHORE DRIVE WAXAHACHIE, TX 75165				
LYNN WINBORNE 	SECRETARY 2 00	0	0	0
P O BOX 976 WAXAHACHIE, TX 75168				
TERESA MCNIEL 	PRESIDENT 2 00	0	0	0
209 HARBIN AVE WAXAHACHIE, TX 75165				
CATHY MOORE 	DIRECTOR 1 00	0	0	0
102 TEE SIDE DRIVE WAXAHACHIE, TX 75165				
DON RAWLS 	DIRECTOR 1 00	0	0	0
316 BROOKSIDE ROAD WAXAHACHIE, TX 75165				
JERRY L CHAPMAN 	TREASURER 2 00	0	0	0
401 E MARVIN WAXAHACHIE, TX 75165				
CINDY HESS 	V PRESIDENT 2 00	0	0	0
327 BLUE RIBBON RD WAXAHACHIE, TX 75165				
JEANIE MOSELEY 	DIRECTOR 1 00	0	0	0
607 W MARVIN WAXAHACHIE, TX 75165				
BOB MCGINNIS 	DIRECTOR 1 00	0	0	0
120 OVERHILL LANE WAXAHACHIE, TX 75165				
JAY BARKSDALE 	DIRECTOR 1 00	0	0	0
P O BOX 646 WAXAHACHIE, TX 75168				
CINDY BURCH 	DIRECTOR 1 00	0	0	0
105 W JEFFERSON WAXAHACHIE, TX 75165				
CAROLINE FORD 	DIRECTOR 1 00	0	0	0
314 E MARVIN WAXAHACHIE, TX 75165				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BIG BROTHERS BIG SISTER 620 FARLEY WAXAHACHIE, TX 75165		501(C)3	OPERATIONS	4,000
CASA OF ELLIS COUNTY P O BOX 2646 WAXAHACHIE, TX 75168		501(C)3	OPERATIONS	4,000
COMMON GROUND P O BOX 444 WAXAHACHIE, TX 75168		501(C)3	BUILDING REPAIR, COMPUTER LAB	15,601
DANIEL'S DEN 217 S ROGERS WAXAHACHIE, TX 75165		501(C)3	OPERATIONS	840
MEALS ON WHEELS 620 FARLEY STREET WAXAHACHIE, TX 75165		501(C)3	OPERATIONS	11,500
WAXAHACHIE OPTIMIST CLUB 219 PATRICK STREET WAXAHACHIE, TX 75165		501(C)3	SWIMMING POOL	10,000
WAXAHACHIE SYMPHONY P O BOX 405 WAXAHACHIE, TX 75168		501(C)3	CONCERT FUNDING	5,000
BETHESDA EDUCATION FOUNDATION 441 MARTIN LUTHER KING WAXAHACHIE, TX 75165		501(C)3	PLAN 1926 HISTORIC AFRICAN AM LODGE	2,000
CHAUTAUQUA PRESERVATION SOCIETY P O BOX 126 WAXAHACHIE, TX 75168		501(C)3	UPDATE OUTSIDE LIGHTING	6,000
HISTORIC WAXAHACHIE INC P O BOX 22 WAXAHACHIE, TX 75168		501(C)3	MKT CABOOSE REPAIR	5,000
WAXAHACHIE CARE P O BOX 371 WAXAHACHIE, TX 75168		501(C)3	WALK IN FREEZER AND REFRIGERATOR	7,000
ELLIS COUNTY MUSEUM 201 S COLLEGE WAXAHACHIE, TX 75165		501(C)3	GINGERBREAD TRAIL PRINTING & POSTAGE	1,500
Total			► 3a	72,441

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a CALUMET SPECIALTY					1,286
b HOLLY ENERGY					553
c PLAINS ALL AMERICAN					2,243
d TC PIPELINE					-472
e ENERGY TRANSFER PARTNERS, L					-2,759
f PNG					-17
g CALUMET SECTION 1231 LOSS					-349
h TC PIPELINES SECTION 1231 L					-55

2012

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

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

Name of the organizationWAXAHACHIE FOUNDATION INC
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 foundation

Check 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, total 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 total 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 Part I, 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)

Name of organizationWAXAHACHIE FOUNDATION INC
WAXAHACHIE FOUNDATION INC**Employer identification number**

75-6085367

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CATHY MOORE 102 TEE SIDE DRIVE WAXAHACHIE, TX 75165	\$ 22,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)

Name of organization WAXAHACHIE FOUNDATION INC WAXAHACHIE FOUNDATION INC		Employer identification number 75-6085367	
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—

TY 2012 Accounting Fees Schedule

Name: WAXAHACHIE FOUNDATION INC

WAXAHACHIE FOUNDATION INC

EIN: 75-6085367

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	812	812		

TY 2012 Compensation Explanation

Name: WAXAHACHIE FOUNDATION INC

WAXAHACHIE FOUNDATION INC

EIN: 75-6085367

Person Name	Explanation
MARK MORGAN	
PAT MERRILL	
LYNN WINBORNE	
TERESA MCNIEL	
CATHY MOORE	
DON RAWLS	
JERRY L CHAPMAN	
CINDY HESS	
JEANIE MOSELEY	
BOB MCGINNIS	
JAY BARKSDALE	
CINDY BURCH	
CAROLINE FORD	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: WAXAHACHIE FOUNDATION INC

WAXAHACHIE FOUNDATION INC

EIN: 75-6085367

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FHLMC SER 1133 CL	2010-07	PURCHASE	2012-12		153	153				
GNMA POOL 200738	2010-07	PURCHASE	2012-12		122	122				
KRAFT FOODS GROUP	2010-07	PURCHASE	2012-10		15	10			5	

TY 2012 Investments Corporate Bonds Schedule

Name: WAXAHACHIE FOUNDATION INC
WAXAHACHIE FOUNDATION INC
EIN: 75-6085367

Name of Bond	End of Year Book Value	End of Year Fair Market Value
US WEST COMMUNCIATIONS	11,310	13,065
GNMA	99,418	299
FHLMC	63,672	715
GE	25,000	26,000

**TY 2012 Investments Corporate
Stock Schedule**

Name: WAXAHACHIE FOUNDATION INC

WAXAHACHIE FOUNDATION INC

EIN: 75-6085367

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CALUMET	8,408	16,563
ENERGY TRANSFER PARTNERS	27,451	28,076
HOLLY ENERGY	11,340	65,780
PLAINS ALL AMERICAN	18,580	90,480
TC PIPELINES	21,073	52,468
AMHIX	134,554	150,677
CWGIX	23,114	13,741
AMECX	87,000	90,404
NEWFX	78,239	76,912
EDWARD JONES STOCKS	35,173	
ABBOTT LABS	32,490	42,772
APOLLO INVESTMENT CORP	47,685	20,064
AT&T		66,544
BRISTOL-MYERS SQUIBB	31,950	35,621
CELLCOM ISRAEL	30,218	8,769
CHEVRON	35,997	86,512
COCA COLA	35,122	37,048
COLGATE PALMOLIVE	35,019	39,516
COMMONWEALTH REIT	62,072	19,800
CONOCO PHILLIPS	52,766	57,990
CONSOLIDATED EDISON INC		33,324
DUKE REALTY	104,381	41,610
EMERSON ELECTRIC	9,808	10,592
EXXON MOBIL	12,425	25,965
FRONTIER COMMUNICATIONS	71,366	17,120
FRONTLINE LTD BERMUDA ORD	46,918	3,586
GENERAL ELECTRIC	25,000	20,990
HARTFORD FINANCIAL SVCS	36,260	30,743
HASBRO	9,779	10,591
INTEL	34,739	30,353

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON & JOHNSON		81,106
JPMORGAN CHASE		46,431
KRAFT FOODS GROUP INC.	14,010	20,598
MEDICAL PROPERTIES TRUST	50,508	40,664
MERCK	33,314	45,198
MICROSOFT	34,857	33,841
MONDELEZ INTL INC.	26,101	34,616
PHILLIPS 66	15,681	26,550
PROCTOR & GAMBLE	34,860	36,117
SYSCO CORP	40,960	43,596
VF CORP	35,094	39,403
WELLS FARGO	39,612	40,606

TY 2012 Other Decreases Schedule

Name: WAXAHACHIE FOUNDATION INC

WAXAHACHIE FOUNDATION INC

EIN: 75-6085367

Description	Amount
FEDERAL TAXES	821
BALANCING ENTRY	1,667

TY 2012 Other Expenses Schedule

Name: WAXAHACHIE FOUNDATION INC

WAXAHACHIE FOUNDATION INC

EIN: 75-6085367

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BOND RENEWAL	181	181		
INVESTMENT EXPENSE	2	2		

TY 2012 Other Income Schedule

Name: WAXAHACHIE FOUNDATION INC

WAXAHACHIE FOUNDATION INC

EIN: 75-6085367

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CALUMET SPECIALTY	1,286		1,286
HOLLY ENERGY	553		553
PLAINS ALL AMERICAN	2,243		2,243
TC PIPELINE	-472		-472
ENERGY TRANSFER PARTNERS, L P	-2,759		-2,759
PNG	-17		-17
CALUMET SECTION 1231 LOSS	-349		-349
TC PIPELINES SECTION 1231 LOS	-55		-55

TY 2012 Taxes Schedule

Name: WAXAHACHIE FOUNDATION INC

WAXAHACHIE FOUNDATION INC

EIN: 75-6085367

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	412	412		
INCOME TAX	839			

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)