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

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning _____, **2012, and ending** _____, **20**

Name of foundation WAGGONERS FOUNDATION		A Employer identification number 76-0404981
Number and street (or P O box number if mail is not delivered to street address) 19500 STATE HIGHWAY 249	Room/suite 295	B Telephone number (see instructions) 281-469-1091
City or town, state, and ZIP code HOUSTON, TEXAS 77070-3000		C If exemption application is pending, check here <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 checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		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) \$ 4176166	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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 type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	151553	151553		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	141761			
	b Gross sales price for all assets on line 6a 1266344				
	7 Capital gain net income (from Part IV, line 2)		141761		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	293314	293314			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	132000			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	19597	19597		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	12492	1161		
	19 Depreciation (attach schedule) and depletion	970			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	203			
	23 Other expenses (attach schedule)	1304			
	24 Total operating and administrative expenses. Add lines 13 through 23	166566	20758		
	25 Contributions, gifts, grants paid	210500			210500
26 Total expenses and disbursements. Add lines 24 and 25	377066	20758		210500	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(83752)				
b Net investment income (if negative, enter -0-)		272556			
c Adjusted net income (if negative, enter -0-)					

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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	22747	58660	58660
	2 Savings and temporary cash investments	35649	70431	70431
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)	350318	200952	206088
	b Investments—corporate stock (attach schedule)	1456325	1453948	1966596
	c Investments—corporate bonds (attach schedule)	1205040	1233775	1303407
	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 ▶	33059			
Less: accumulated depreciation (attach schedule) ▶	9984	24045	23075	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	3591906	3508154	4176166	
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)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	3591906	3508154	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	3591906	3508154	
	31 Total liabilities and net assets/fund balances (see instructions)	3591906	3508154	

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	3591906
2 Enter amount from Part I, line 27a		2	(83752)
3 Other increases not included in line 2 (itemize) ▶		3	
4 Add lines 1, 2, and 3		4	3508154
5 Decreases not included in line 2 (itemize) ▶		5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	3508154

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE ATTACHED SCHEDULE # 4				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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	141761	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see 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	227612	4359609	.05221
2010	218000	4288358	.05083
2009	155200	3941342	.03938
2008	211000	4950436	.04262
2007	299000	5892915	.05074

2 Total of line 1, column (d)	2	.2358
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	.0472
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4133125
5 Multiply line 4 by line 3	5	195084
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2726
7 Add lines 5 and 6	7	197810
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	210500

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2726	
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	2726	
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	2726	
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 type="checkbox"/> if Form 2220 is attached	8	300	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3026	
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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		✓
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation.</i>	✓	
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>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	✓	
14	The books are in care of ▶ <u>WAGGONERS FOUNDATION</u> Telephone no. ▶ <u>281-469-1091</u> Located at ▶ <u>19500 State Highway 249 Suite 295 Houston, TX</u> ZIP+4 ▶ <u>77070-3000</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No ✓

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

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

	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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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____		
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		
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	✓
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	✓

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 propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		✓
7b		✓

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
John Quisenberry 19500 State Highway 249 STE 295 Houston, TX 77070-3000	Exec Administrator 40 hours	132000	0	0
M. J. Waggoner 14655 Champion Forest Drive Unit 1801 Houston, TX 77069	President 20 hours	0	0	0
Liz Waggoner 8710 Sterling Gate Circle Spring, Tx 77379-7058	Vice President 5 hours	0	0	0
Katherine Quisenberry 8710 Sterling Gate Circle Spring TX 77379-7058	Director 2 hours	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(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 NOT APPLICABLE	
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 NOT APPLICABLE	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4104928
b	Average of monthly cash balances	1b	68063
c	Fair market value of all other assets (see instructions)	1c	23075
d	Total (add lines 1a, b, and c)	1d	4196066
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	0
3	Subtract line 2 from line 1d	3	4196066
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	62941
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4133125
6	Minimum investment return. Enter 5% of line 5	6	206656

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	206656
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2726
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2726
3	Distributable amount before adjustments Subtract line 2c from line 1	3	203930
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	203930
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	203930

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	210500
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	210500
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	2726
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	207774

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				203930
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	14676			
b From 2008	0			
c From 2009	0			
d From 2010	6242			
e From 2011	14708			
f Total of lines 3a through e	35626			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 210500				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2012 distributable amount				210500
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	6570			6570
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	42196			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
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		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
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)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	14676			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	27520			
10 Analysis of line 9:				
a Excess from 2008	0			
b Excess from 2009	0			
c Excess from 2010	6242			
d Excess from 2011	14708			
e Excess from 2012	6570			

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶ **NOT APPLICABLE**
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation 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).)

NONE

- 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.

NONE

- 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:
-
- b** The form in which applications should be submitted and information and materials they should include:
-
- c** Any submission deadlines:
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE ATTACHED SCHEDULE #5</p>				
Total				3a 210500
<p>b <i>Approved for future payment</i></p>				
Total				3b

Part 1, Line 16c, Column (a)
 Operating and Administrative Expenses
 OTHER PROFESSIONAL FEES

Northern Trust Bank	Custody Fee and Administrative Cost	<u>19,597</u>
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Part 1, Line 18, Column (a)
 Operating and Administrative Expenses
 TAXES

Payroll Taxes FICA Medicare FIT		\$8,740
IRS	Excise taxes paid	\$2,591
Foreign Tax Authorities	Foreign Taxes on Investments	1,161
		<u>\$12,492</u>

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

Description of Property	Date Acquired	Cost	Method	Useful Life	Depr. this Year
Office Furniture	11/14/95	\$3,592	St/L	7	\$0
Computer	04/22/2005	3,117	St/L	7	\$311
Leasehold Improvements	01/01/2008	26,350	St/L	39	\$659
		<u>33,059</u>			<u>\$970</u>

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

Telephone and Internet		\$1,251
Bank Fees		\$53
	OTHER EXPENSES	<u>\$1,304</u>

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

Government Agency	Number of Shares	Book	Fair Market
Federal Home Loan BKS 4.5%	200,000	200,952	206,088
		<u>\$200,952</u>	<u>\$206,088</u>

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

Corporate Name	Number of Shares	Book Value	Fair Market Value
Principal Life Income Fundings	200,000	197,940	211,192
American Express Corporation	100,000	97,304	112,622
MFB Northern Bond index	44,187	467,021	484,294
MFB Northern Fixed Income Fund	44,703	316,548	337,509
MFC Flexshares 3yr Target	1,970	49,547	50,274
MFC Flexshars 5yr Target	1,945	49,165	51,154
MFB Northern Short Intermediate Govt	5,625	56,250	56,362
		<u>\$1,233,775</u>	<u>\$1,303,407</u>

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

	Cost	Accum Depr	Fair Market Value
Office Furnishings and Equipment	\$3,592	3,592	\$0
Computer Equipment	3,117	3,063	\$54
Leasehold Improvements	26,350	3,329	23,021
	<u>\$33,059</u>	<u>\$9,984</u>	<u>\$23,075</u>

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

MFB Northern Global Real Estate Fund	10,937	140,396	200,249
MFC Flexxshares Morningstar	4,190	148,526	149,248
MFO Pimco FDS PAc Invt Commodity	9,752	75,434	64,754
MFC Spdr Gold TR Gold Shares	825	102,958	133,658
		<u>\$467,314</u>	<u>\$547,909</u>

Part II Line 10b
Investments - Corporate Stocks

Corporate Name	Number of Shares	Book Value	Fair Market Value
LARGE CAP			
American Express Company	320	15,123	18,394
Amgen	210	14,174	18,127
Apple Computer Inc	105	11,620	55,968
A T & T Inc	500	10,677	16,855
Bristol Meyers Squibb	560	16,608	18,250
Chevron Corporation	265	19,736	28,657
Coca Cola Company	580	20,102	21,025
Costco Wholesale Corp	265	17,648	26,174
Covidien PLC	290	15,177	16,745
CVS Caremark Corp	550	24,616	26,592
Danaher Corporation	250	3,442	13,975
Dominion Reserve Inc	315	13,843	16,317
Du Pont E I De Nemours	345	14,002	15,515
Eaton Corporation	280	14,463	15,176
EMC Corporation	1,105	22,472	27,956
Emerson Electric Company	328	17,004	17,371
Express Scripts Holding Company	380	19,888	20,520
Exxon Mobil Corporation	400	8,408	34,620
Franklin Reserves Incorporated	145	16,634	18,227
General Electric Company	990	18,177	20,780
Google Incorporated	30	13,986	21,281
Home Depot Inc	485	21,713	29,997
Intel Corporation	350	9,707	7,220
IBM Corporation	125	15,426	23,944
Johnson Controls	295	7,854	9,057
JP Morgan Chase	645	22,461	28,361
McDonalds Corporation	320	27,985	28,227
MFB Northern Large Cap	1	9	10
National Oilwell Varco	185	6,355	12,645
Nike Incorporated	210	6,701	10,836
Noble Energy Incorporated	420	15,416	14,624
Noble Energy Incorporated	105	6,224	10,683
Norfolk South Corp	230	15,526	14,223
Nucor Corporation	205	9,254	8,852
Omnicom Group Inc	345	15,829	17,236
Oracle Corporation	725	19,744	24,157
Pfizer Incorporated	1,460	35,198	36,617
Precision Castparts Corp	75	12,408	14,206
Proctor & Gamble Company	120	7,123	8,147
Qualcom Inc	490	26,093	30,390
Schlumberger	160	14,107	11,086
Simon Property Group Inc	120	10,496	18,971
Spectra Energy Corporation	525	12,341	14,374
Starbucks Coporaton	245	11,161	13,137
United Technologies Corporation	170	5,088	13,942
United Health Group	450	17,136	24,408
US Bancorp	555	16,720	17,727
V F Corporation	160	16,848	24,155
Verizon Communications	230	8,529	9,952
Walt Disney Company	335	10,012	16,680
Wells Fargo & Company	705	19,807	24,097
		<u>\$751,071</u>	<u>\$986,486</u>
MID CAP STOCKS			
American Water Works Co	215	7,179	7,983
Citrix Systems Inc	145	6,747	9,534
Intercontinental Exchange Inc	90	11,396	11,143
MFB Northern Multi Manager Mid fund	17206	113,243	204,576
Northern Trust	350	21,559	17,556
St Jude Medical Inc Common	315	13,507	11,384
Zions Bancorp	3200	52,934	68,480
		<u>\$226,565</u>	<u>\$330,656</u>
SMALL CAP STOCKS			
MFB Northern Multi Manager Smil fund	15076	94,709	146,841
		<u>\$94,709</u>	<u>\$146,841</u>
INTERNATIONAL DEVELOPED			
BHP Billiton Ltd	135	9,818	10,589
Northern International Equity	39228	259,790	375,024
		<u>\$269,608</u>	<u>\$385,613</u>
INTERNATIONAL EMERGING			
MFB Northern FDS Emerging Market	9857	111,995	117,000
		<u>\$111,995</u>	<u>\$117,000</u>
TOTALS		<u>\$1,453,948</u>	<u>\$1,966,596</u>

Description of Property Sold	Number of Shares	How Acquired		Date Acquired	Date Sold	Gross Sales Amount	Cost or Other Basis	Gain or (Loss)
		P-Purchase	D-Donation					
<u>NORTHERN TRUST</u>								
Salesforce Common Inc	30	P		06/11/2010	01/13/2012	3,114	2,849	265
Salesforce Common Inc	20	P		07/15/2010	01/13/2012	2,077	1,905	172
Salesforce Common Inc	50	P		06/11/2010	01/17/2012	5,225	4,748	477
McKesson Corporation	125	P		12/08/2009	01/23/2012	9,608	7,643	1,965
McKesson Corporation	86	P		12/08/2009	01/24/2012	6,566	5,258	1,308
McKesson Corporation	34	P		12/08/2009	01/25/2012	2,614	2,079	535
ADR Novartis AG Sponsored	270	P		02/04/2010	01/23/2012	14,955	14,641	314
International Business Machines Corp	65	P		06/13/2008	01/13/2012	11,601	8,190	3,411
Amazon Company Inc	40	P		05/28/2009	01/26/2012	7,653	3,046	4,607
Amazon Company Inc	26	P		11/08/2011	02/06/2012	4,790	5,656	(866)
Amazon Company Inc	9	P		11/08/2011	02/07/2012	1,650	1,958	(308)
Amazon Company Inc.	20	P		05/28/2009	02/06/2012	3,685	1,523	2,162
E I Du Pont Nemours	100	P		03/24/2010	02/06/2012	5,165	3,864	1,301
E I Du Pont Nemours	20	P		12/06/2010	02/06/2012	4,649	3,660	989
Spectra Energy Corporation	124	P		08/15/2008	03/06/2012	3,903	3,223	680
Spectra Energy Corporation	102	P		08/15/2008	03/07/2012	3,203	2,651	552
Spectra Energy Corporation	65	P		02/19/2008	03/08/2012	2,027	1,538	489
Spectra Energy Corporation	89	P		02/19/2008	03/09/2012	2,758	2,092	666
The Travelers Company	166	P		11/11/2009	03/15/2012	9,577	9,034	543
The Travelers Company	49	P		11/11/2009	03/16/2012	2,822	2,667	155
MFB Northern NMMGX	302	12	P	12/21/2010	04/09/2012	5,124	5,257	(133)
MFB Northern NMMEX	113	89	P	12/21/2010	04/09/2012	2,091	2,565	(474)
MFB Northern NOBOX	1313	22	P	09/15/2009	04/09/2012	14,340	13,618	722
MFB Northern NOBOX	203	72	P	12/21/2010	04/09/2012	2,225	2,139	86
MFB Northern NHFIX	2482	42	P	01/25/2010	04/09/2012	18,072	17,377	695
MFB Northern NMIEX	1192	76	P	01/21/2010	04/09/2012	10,711	10,687	24
MFB Northern NMMCX	528	69	P	12/23/2008	04/09/2012	6,413	3,352	3,061
MFB Northern NMMSX	439	26	P	12/23/2008	04/09/2012	4,173	2,609	1,564
MFO PIMCO	279	12	P	11/11/2010	04/09/2012	1,845	2,562	(717)
Abbott Laboratories	10	P		06/18/2002	04/09/2012	610	361	249
BHP LTD Sponsorship	5	P		03/02/2010	04/09/2012	349	378	(29)
American Express	10	P		04/26/2010	04/09/2012	572	475	97
American Water Works	5	P		01/31/2012	04/09/2012	167	168	(1)
Amgen Inc	10	P		01/25/2012	04/09/2012	672	683	(11)
A T & T Incorporated	15	P		12/17/1996	04/09/2012	459	320	139
AutoDesk Inc	5	P		05/23/2011	04/09/2012	203	209	(6)
Automatic Data Processing	5	P		01/18/2012	04/09/2012	273	281	(8)
Bristol Myers Squibb Co	15	P		11/08/2011	04/09/2012	496	473	23
Chevron/Texaco Corp	5	P		06/18/2010	04/09/2012	518	378	140
Cltrix Systems Inc	5	P		07/22/2010	04/09/2012	379	233	146
Coca Cola Co	10	P		08/30/2011	04/09/2012	729	699	30
Conoco Phillips Com	5	P		11/09/2010	04/09/2012	376	309	67
Costco Wholesale	5	P		02/04/2011	04/09/2012	439	368	71
Coviden PLC	10	P		09/30/2008	04/09/2012	530	533	(3)
Dannaher Corp	5	P		09/20/2002	04/09/2012	273	69	204
Dominion Reserve Incorporated	10	P		09/14/2010	04/09/2012	509	440	69
E I Du Pont Nemours	5	P		03/24/2010	04/09/2012	260	193	67
Eaton Corp	10	P		04/01/2011	04/09/2012	473	560	(87)
EMC Corporation Mass	25	P		07/15/2010	04/09/2012	716	512	204
Express Scripts Holdings Co	5	P		01/25/2012	04/09/2012	282	260	22
Exxon Mobil Corp	10	P		09/06/1996	04/09/2012	840	210	630

Franklin Resources Inc	5	P	01/12/2010	04/09/2012	625	552	73
General Electric Company	20	P	02/25/1997	04/09/2012	384	357	27
H J Heinz	5	P	08/20/2010	04/09/2012	265	235	30
Home Depot Inc	15	P	02/06/2012	04/09/2012	759	678	81
International Business Machines Corp	5	P	06/13/2008	04/09/2012	1,027	630	397
Johnson & Johnson	5	P	09/16/2009	04/09/2012	325	300	25
Johnson Controls Inc	10	P	09/10/2009	04/09/2012	313	266	47
JP Morgan Chase	20	P	09/16/2009	04/09/2012	880	887	(7)
MCDonalds Corp	5	P	09/22/2011	04/09/2012	495	429	66
MFC Flexxshare IBOX	110	P	10/21/2011	04/09/2012	2,799	2,751	48
MFC Flexshares IBOX 5 yr	126	P	10/21/2011	04/09/2012	3,230	3,134	96
MFC Flexshares Morningstar	60	P	11/03/2011	04/09/2012	2,063	2,102	(39)
MFC SPDR Gold Shares	35	P	11/10/2010	04/09/2012	5,584	4,806	778
National Oilwell Inc	5	P	03/02/2007	04/09/2012	392	173	219
Nike Inc Class B	5	P	12/08/2009	04/09/2012	554	319	235
Noble Energy Inc	5	P	04/16/2009	04/09/2012	479	296	183
Norfolk Southern Corp	5	P	08/10/2011	04/09/2012	334	338	(4)
Nucor Corp	5	P	02/06/2012	04/09/2012	206	226	(20)
Omnicom Group Inc	10	P	12/10/2010	04/09/2012	485	467	18
Oracle Corp	20	P	10/04/2010	04/09/2012	580	544	36
Principal Financial Group Inc	10	P	12/06/2010	04/09/2012	283	300	(17)
Procter & Gamble Company	5	P	04/09/2010	04/09/2012	334	313	21
Qualcomm, Inc	15	P	01/17/2012	04/09/2012	999	860	139
Schlumberger Ltd Com	5	P	02/28/2011	04/09/2012	338	463	(125)
Simon Property Group Inc.	5	P	11/03/2010	04/09/2012	725	502	223
Spectra Energy Corporation	15	P	02/19/2008	04/09/2012	467	353	114
Untited Technologies Copr	5	P	02/13/2003	04/09/2012	402	150	252
United Healthgroup Inc	15	P	12/15/2009	04/09/2012	873	468	405
U S Bancorp	15	P	04/28/2008	04/09/2012	466	524	(58)
V F Corp	5	P	04/28/2011	04/09/2012	745	538	207
Verizon Communications Com	5	P	09/28/2011	04/09/2012	188	186	2
Wal Mart Stores Inc	10	P	02/09/2005	04/09/2012	603	528	75
Walt Disney Co	10	P	05/03/2006	04/09/2012	421	299	122
Wells Fargo & Company	20	P	09/16/2009	04/09/2012	670	587	83
Whole Foods Market	10	P	02/04/2011	04/09/2012	834	525	309
W W Granger	14	P	09/13/2010	04/26/2012	2,906	1,608	1,298
United Healthgroup Inc	50	P	12/15/2009	04/26/2012	2,890	1,561	1,329
Whole Foods Market	69	P	06/02/2010	04/26/2012	5,722	3,575	2,147
W W Granger	6	P	09/13/2010	04/26/2012	1,263	689	574
United Healthgroup Inc	20	P	12/15/2009	04/27/2012	1,157	624	533
Whole Foods Market	51	P	06/02/2010	04/27/2012	4,252	2,036	2,216
Altera Corporation	22	P	03/23/2009	05/07/2012	738	389	349
Citrix Systems Inc	95	P	04/11/2011	05/07/2012	7,913	6,955	958
Phillips 66 Common	97	P	11/19/2010	05/07/2012	2,883	2,871	12
Altera Corporation	13	P	03/23/2009	05/08/2012	431	230	201
Phillips 66 Common	1	P	11/19/2010	05/01/2012	16	15	1
Principal Financial Group Inc	38	P	12/06/2010	06/05/2012	888	1,141	(253)
Principal Financial Group Inc	128	P	12/06/2010	06/05/2012	2,996	3,841	(845)
Principal Financial Group Inc	174	P	05/10/2010	06/06/2012	4,182	5,213	(1,031)
MFB Northern Funds Bond Index	2552.27	P	09/15/2009	06/11/2012	28,126	26,467	1,659
MFB Northern NMMGX	312.88	P	12/21/2010	06/11/2012	5,150	5,444	(294)
MFB Northern International Equity Fund	2670.68	P	01/21/2010	06/11/2012	21,766	23,929	(2,163)
MFB Northern Mid Cap for NMMCX	551.16	P	12/23/2008	06/11/2012	6,162	3,494	2,668
MFB Northern NMMSX	457.37	P	12/23/2008	06/11/2012	4,066	2,717	1,349
MFO PIMCO	284.72	P	11/11/2010	06/11/2012	1,751	2,614	(863)
Principal Financial Group Inc	115	P	05/10/2010	06/11/2012	2,824	3,445	(621)
Abbott Labortories	10	P	06/18/2002	06/11/2012	620	360	260
American Express Company	10	P	04/26/2010	06/11/2012	557	475	82
American Waterworks Co	5	P	01/31/2012	06/11/2012	169	168	1
BHP LTD Sponsorship	5	P	03/02/2010	06/11/2012	316	378	(62)
Amgen Inc.	10	P	01/25/2012	06/11/2012	681	683	(2)
A T & T Incorporated	15	P	12/17/1996	06/11/2012	524	320	204
AutoDesk Inc	5	P	05/23/2011	06/11/2012	162	209	(47)

Automatic Data Processing	5	P	01/18/2012	06/11/2012	268	281	(13)
Bristol Myers Squibb Co	15	P	11/08/2011	06/11/2012	517	473	44
Chevron/Texaco Corp	5	P	06/18/2010	06/11/2012	506	378	128
CItrix Systems Inc	5	P	07/22/2010	06/11/2012	383	233	150
Coca Cola Co	10	P	08/30/2011	06/11/2012	750	699	51
Conoco Phillips Com	5	P	11/09/2010	06/11/2012	272	235	37
Costco Wholesale	5	P	02/04/2011	06/11/2012	444	369	75
Coviden PLC	10	P	09/30/2008	06/11/2012	522	533	(11)
CVS Caremark Corp	10	P	04/27/2012	06/11/2012	450	450	0
Dannaher Corp	5	P	09/20/2002	06/11/2012	257	69	188
Dominion Reserve Incorporated	10	P	09/14/2010	06/11/2012	531	441	90
E I Du Pont Nemours	5	P	03/24/2010	06/11/2012	246	193	53
Eaton Corp	7	P	04/01/2011	06/11/2012	408	558	(150)
EMC Corporation Mass	5	P	07/15/2010	06/11/2012	612	490	122
Express Scripts Holdings Co	5	P	01/25/2012	06/11/2012	262	260	2
Exxon Mobil Corp	10	P	09/06/1996	06/11/2012	813	210	603
Franklin Resources Inc	5	P	01/12/2010	06/11/2012	533	552	(19)
General Electric Company	20	P	02/25/1997	06/11/2012	386	357	29
H J Heinz	5	P	08/20/2010	06/11/2012	267	235	32
Home Depot Inc	15	P	02/06/2012	06/11/2012	778	678	100
Intel Corp	10	P	05/07/2012	06/11/2012	263	279	(16)
International Business Machines Corp	5	P	06/13/2008	06/11/2012	973	630	343
Johnson & Johnson	5	P	09/16/2009	06/11/2012	313	300	13
Johnson Controls Inc	10	P	09/10/2009	06/11/2012	286	266	20
JP Morgan Chase	20	P	09/16/2009	06/11/2012	665	887	(222)
MCDonalds Corp	5	P	09/22/2011	06/11/2012	436	429	7
MFC Flexxshare IBOX	35	P	10/21/2011	06/11/2012	883	875	8
MFC Flexshares IBOX 5 yr	35	P	10/21/2011	06/11/2012	907	870	37
MFC Flexshares Morningstar	65	P	11/03/2011	06/11/2012	2,049	2,277	(228)
MFC SPDR Gold Shares	35	P	11/10/2010	06/11/2012	5,412	4,806	606
National Oilwell Inc	5	P	03/02/2007	06/11/2012	336	172	164
Nike Inc. Class B	5	P	12/08/2009	06/11/2012	544	319	225
Noble Energy Inc	5	P	04/16/2009	06/11/2012	423	296	127
Norfolk Southern Corp	5	P	08/10/2011	06/11/2012	331	337	(6)
Nucor Corp	5	P	02/06/2012	06/11/2012	183	226	(43)
Omnicom Group Inc	10	P	12/10/2010	06/11/2012	481	467	14
Oracle Corp	20	P	10/04/2010	06/11/2012	544	544	0
Procter & Gamble Company	5	P	04/09/2010	06/11/2012	314	313	1
Qualcomm, Inc	15	P	01/17/2012	06/11/2012	880	860	20
Schlumberger Ltd. Com	5	P	02/28/2011	06/11/2012	324	463	(139)
Simon Property Group Inc	5	P	11/03/2010	06/11/2012	748	501	247
Spectra Energy Corporation	15	P	02/19/2008	06/11/2012	419	353	66
Untitd Technologies Copr	5	P	02/13/2003	06/11/2012	377	150	227
United Healthgroup Inc	15	P	12/15/2009	06/11/2012	870	468	402
U S Bancorp	15	P	04/28/2008	06/11/2012	453	524	(71)
V F Corp	5	P	04/28/2011	06/11/2012	699	538	161
Verizon Communications Com	5	P	09/28/2011	06/11/2012	214	186	28
Wal Mart Stores Inc	10	P	02/09/2005	06/11/2012	681	528	153
Walt Disney Co	10	P	05/03/2006	06/11/2012	463	299	164
Wells Fargo & Company	20	P	09/16/2009	06/11/2012	625	586	39
Whole Foods Market	5	P	02/04/2011	06/11/2012	451	200	251
United Healthgroup Inc	117	P	12/15/2009	06/20/2012	6,976	3,653	3,323
United Healthgroup Inc.	33	P	12/15/2009	06/21/2012	1,967	1,030	937
American International Group	200000	P	09/19/2007	07/05/2012	218,446	198,926	19,520
Wal Mart Stores Inc	295	P	02/09/2005	08/01/2012	21,866	15,573	6,293
H J Heinz	72	P	08/18/2010	08/09/2012	3,968	3,377	591
H J Heinz	68	P	08/18/2010	08/10/2012	3,737	3,186	551
H J Heinz	54	P	08/18/2010	08/13/2012	2,974	2,519	455
H J Heinz	11	P	08/19/2012	08/14/2012	608	512	96
MFB Northern FDS Emerging Market	4055.93	P	Various	08/16/2012	72,560	68,646	3,914
Conoco Phillips Com	190	P	11/19/2010	10/12/2012	10,684	8,916	1,768
Simon Property Group Inc	30	P	11/02/2010	10/12/2012	4,583	2,988	1,595
AutoDesk Inc	131	P	05/23/2011	09/18/2012	4,374	5,473	(1,099)

Automatic Data Processing	72	P	01/18/2012	09/18/2012	4,205	4,023	182	
AutoDesk Inc	139	P	05/23/2012	09/19/2012	4,681	5,807	(1,126)	
Automatic Data Processing	47	P	01/17/2012	09/19/2012	2,755	2,582	173	
Automatic Data Processing	31	P	01/13/2012	09/20/2012	1,816	1,698	118	
FNMA 4.375%	150000	P	09/19/2002	09/17/2012	150,000	149,365	635	
Abbott Laboratories	320	P	06/18/2002	11/16/2012	20,179	11,540	8,639	
Amgen Inc	90	P	01/24/2012	11/16/2012	7,572	6,141	1,431	
Johnson & Johnson	145	P	09/16/2009	11/16/2012	9,989	8,709	1,280	93,344
Eaton Corporation	285	P	03/28/2011	12/03/2012	14,722	15,486	(764)	
Google Inc	15	P	05/28/2009	12/04/2012	10,340	6,094	4,246	
Proctor & Gamble	120	P	04/09/2010	12/04/2012	8,336	7,516	820	
W W Grainger	45	P	09/10/2010	12/12/2012	8,696	5,126	3,570	
MFB Northern NMMGX	309 36	P	11/02/2011	12/14/2012	5,853	5,272	581	
MFB Northern NHFIX	5532 32	P	01/25/2010	12/14/2012	41,769	38,726	3,043	
MFB Northern NMIEX	843.07	P	01/21/2010	12/14/2012	8,085	7,554	531	
MFB Northern NMMCX	754 73	P	12/23/2008	12/14/2012	9,253	4,785	4,468	
MFB Northern NMMSX	320 12	P	12/23/2008	12/14/2012	3,118	1,901	1,217	
MFO Pimco FDS	287 7	P	11/11/2010	12/14/2012	1,942	2,641	(699)	
Whole Foods Mkt Inc	86	P	06/02/2010	12/12/2012	7,826	3,434	4,392	
Whole Foods Mkt Inc	77	P	06/02/2010	12/13/2012	6,924	3,075	3,849	
American Express Company	5	P	07/06/2011	12/14/2012	286	263	23	
American Waterworks Co	5	P	01/31/2012	12/14/2012	187	168	19	
Amgen Incorporated	5	P	01/23/2012	12/14/2012	449	341	108	
A T & T Incorporated	10	P	12/17/1996	12/14/2012	343	214	129	
Bristol Myers Squibb Co	10	P	11/08/2011	12/14/2012	327	315	12	
Chevron/Texaco Corp	5	P	06/18/2010	12/14/2012	540	378	162	
Citrix Systems Inc	5	P	07/22/2010	12/14/2012	325	233	92	
Coca Cola Co	10	P	08/30/2011	12/14/2012	377	349	28	
Costco Wholesale	5	P	02/04/2011	12/14/2012	487	369	118	
Coviden PLC	5	P	09/30/2008	12/14/2012	288	266	22	
CVS Caremark Corp	10	P	04/27/2012	12/14/2012	496	450	46	
Dannaher Corp	5	P	09/20/2002	12/14/2012	274	69	205	
Dominion Reserve Incorporated	5	P	09/14/2010	12/14/2012	256	220	36	
E I Du Pont Nemours	5	P	03/24/2010	12/14/2012	222	193	29	
Eaton Corp	5	P	12/03/2012	12/14/2012	263	258	5	
EMC Corporation Mass	25	P	05/03/2010	12/14/2012	617	485	132	
Emerson Electric Compay	7	P	12/14/2012	12/14/2012	363	364	(1)	
Express Scripts Holdings Co	10	P	06/20/2012	12/14/2012	545	539	6	
Exxon Mobil Corp	10	P	09/06/1996	12/14/2012	883	210	673	
Franklin Resources Inc.	5	P	07/07/2011	12/14/2012	634	684	(50)	
General Electric Company	20	P	02/25/1997	12/14/2012	434	357	77	
Home Depot Inc	10	P	02/06/2012	12/14/2012	619	452	167	
Intel Corp	5	P	05/07/2012	12/14/2012	103	139	(36)	
Johnson Controls Inc	5	P	09/10/2009	12/14/2012	142	133	9	
JP Morgan Chase	15	P	09/19/2009	12/14/2012	644	666	(22)	
MCDonalds Corp	5	P	09/22/2011	12/14/2012	446	429	17	
MFC Flexxshare IBOX	40	P	10/21/2011	12/14/2012	1,019	1,000	19	
MFC Flexshares IBOX 5 yr	40	P	10/21/2011	12/14/2012	1,054	995	59	
MFC Flexshares Morningstar	65	P	11/03/2011	12/14/2012	2,298	2,277	21	
MFC SPDR Gold Shares	35	P	11/03/2011	12/14/2012	5,745	5,994	(249)	
National Oilwell Inc	5	P	03/02/2007	12/14/2012	326	173	153	
Noble Energy Inc	10	P	04/16/2009	12/14/2012	336	380	(44)	
Norfolk Southern Corp	5	P	08/10/2011	12/14/2012	308	338	(30)	
Nucor Corp	5	P	12/20/2010	12/14/2012	208	226	(18)	
Omnicom Group Inc	5	P	12/20/2010	12/14/2012	246	233	13	
Oracle Corp	15	P	10/04/2010	12/14/2012	478	408	70	
Pfizer Incorporated	30	P	12/04/2012	12/14/2012	756	756	0	
Qualcomm, Inc	10	P	07/15/2011	12/14/2012	597	549	48	
Schlumberger Ltd Com	5	P	02/28/2011	12/14/2012	342	463	(121)	
Spectra Energy Corporation	10	P	02/19/2008	12/14/2012	272	235	37	
Saint Jude Medical Incorporated	5	P	09/24/2012	12/14/2012	177	215	(38)	
Starbucks Corporation	5	P	08/14/2012	12/14/2012	267	232	35	
Untited Technologies Copr	5	P	02/13/2003	12/14/2012	404	150	254	

United Healthgroup Inc.	10	P	12/15/2009	12/14/2012	546	313	233	
U S Bancorp	10	P	04/28/2008	12/14/2012	316	352	(36)	
V F Corp	5	P	04/28/2011	12/14/2012	750	539	211	
Verizon Communications Com	5	P	09/28/2011	12/14/2012	225	187	38	
Walt Disney Co	5	P	05/30/2006	12/14/2012	245	150	95	
Wells Fargo & Company	15	P	09/16/2009	12/14/2012	498	441	57	
Whole Foods Market	57	P	02/04/2011	12/14/2012	5,074	2,277	2,797	
MFB Northern NHFIX	14900	53	P	Various	12/20/2012	112,648	104,305	8,343
MFB Northern NMMCX	1017	11	P	Various	12/20/2012	12,185	9,036	3,149
MFC SPDR Gold Shares	445	P	Various	12/19/2012	71,919	65,858	6,061	
Total Gains and Losses for 2012					<u>1,266,344</u>	<u>1,124,583</u>	<u>141,761</u>	

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

2011
76-0404981

Recipient Name and Address	If Individual show Rel	Found Status of Recipient	Purpose of Grant and/or Contribution	Amount
Council on Alcohol & Drugs Hous 303 Jackson Hill Houston, TX 77007	N/A	509 (a) 1	Alcohol Addiction Research	50,000 00
The Womens Home 607 Westheimer Houston, TX 77006-3915	N/A	509 (a) 1	Battered women	5,000 00
Klein Soccer Club P O Box 11973 Spring, TX 77391-1973	N/A	509 (a) 1	Scholarships for under privledged children	50,000 00
Crohns & Colitis Foundation 5120 Woodway Suite 8008 Houston, TX 77058-1758	N/A	509 (a) 1	Research	5,000 00
Habitat for Humanity P O Box 682785 Houston, TX 77268	N/A	509 (a) 1	Poverty Housing	5,000 00
Good Samaritan Foundation 5615 Kirby Dr Ste 610 Houston, TX 77005-2446	N/A	509 (a) 1	Scholarships	5,000 00
North west Assistance Ministries 15555 Kuykendahl Houston, TX 77090-3651	N/A	509 (a) 1	Homeless and Food Shelter	25,000 00
Brookwood Community 1725 FM 1489 Brookshire, TX 77423	N/A	509 (a) 1	Special Need Adults	5,000 00
Trees of Hope 3330 Audley Suite 100 Houston, TX 77098	N/A	509 (a) 1	Homeless	10,000 00
Men Of Distinction P O Box 130932 Houston, TX 77219	N/A	509 (a) 1	Cancer Research	2,500 00
Campus Crusades for Christ P O Box 628222 Orlando FL 32862-8222	N/A	509 (a) 2	Ministry work in Katy TX	5,000 00
Boys and Girls Country 18806 Roberts Road Hockley, TX 77447	N/A	509 (a) 1	Orphanage	12,500 00
Baylor Teen Health Clinic 1504 Ben Taub Loop Houston, TX 77030	N/A	509 (a) 1	Troubled teen	25,000 00
A Childs Hope 9639 Louetta Road Spring, TX 77379	N/A	509 (a) 1	Haitan Orphanage	5,000 00
UT Health 7000 Fannin Street Suite 1200 Houston, TX 77030	N/A	509 (a) 1	Science Research	500 00
Total Contributions 2012				<u>210,500 00</u>