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

2013

Department of the Treasury
Internal Revenue Service

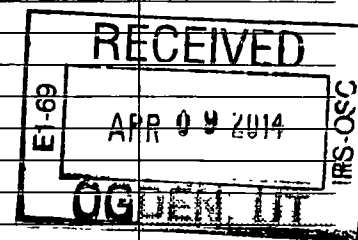
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Open to Public Inspection

For calendar year 2013 or tax year beginning _____, **2013, 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 or province, country, and ZIP or foreign postal code Houston, TX 77070-3062		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	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 <input type="checkbox"/>	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) ▶ \$ 4,305,862	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	188,739	188,739		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	100,301			
	b Gross sales price for all assets on line 6a 1,225,983				
	7 Capital gain net income (from Part IV, line 2)		100,301		
	8 Net short-term capital gain			1,421	
	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) STM106	604				
12 Total. Add lines 1 through 11	289,644	289,040	1,421		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	132,000			
	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) STM109	19,221	19,221		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STM110	12,902	1,156		
	19 Depreciation (attach schedule) and depletion STM126	713			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	979			
	23 Other expenses (attach schedule) STM103	2,037			
	24 Total operating and administrative expenses. Add lines 13 through 23	167,852	20,377		
25 Contributions, gifts, grants paid	215,000			215,000	
26 Total expenses and disbursements. Add lines 24 and 25	382,852	20,377		215,000	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	(93,208)				
b Net investment income (if negative, enter -0-)		268,663			
c Adjusted net income (if negative, enter -0-)			1,421		



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	58,660	39,869	39,869
	2	Savings and temporary cash investments	70,431	61,713	61,712
	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)	257,202	254,019	252,263
	b	Investments - corporate stock (attach schedule)	1,453,948	1,510,611	2,336,308
	c	Investments - corporate bonds (attach schedule)	1,177,525	1,121,392	1,160,481
	11	Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	467,313	404,980	432,867	
14	Land, buildings, and equipment: basis	29,467			
	Less: accumulated depreciation (attach schedule)	7,105	22,362	22,362	
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,508,154	3,414,946	4,305,862	
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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	3,508,154	3,414,946	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <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)	3,508,154	3,414,946		
31	Total liabilities and net assets/fund balances (see instructions)	3,508,154	3,414,946		

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 3,508,154
2	Enter amount from Part I, line 27a	2 (93,208)
3	Other increases not included in line 2 (itemize)	3
4	Add lines 1, 2, and 3	4 3,414,946
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 3,414,946

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 (yr., mo., day)	(d) Date sold (yr., mo., day)
1a	See STM-134			
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	1,225,983	1,125,682	100,301	
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				100,301
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 }		2 100,301
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 1,421

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))
2012	207,774	4,133,125	0.05027
2011	227,612	4,359,609	0.052209
2010	218,000	4,288,358	0.050835
2009	155,200	3,941,342	0.039377
2008	211,000	4,950,436	0.042623
2	Total of line 1, column (d)		2 0.235315
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 0.047063
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 4,171,159
5	Multiply line 4 by line 3		5 196,307
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 2,687
7	Add lines 5 and 6		7 198,994
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		8 215,000

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	2,687
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	0
3 Add lines 1 and 2	3	2,687
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,687
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	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	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,687
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 2014 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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? If "Yes," attach the statement required by General Instruction T.		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of John Quisenberry Telephone no. 281-469-1091 Located at 19500 State Highway 249, Houston, TX ZIP+4 77070-3062
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 2013, 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? Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X 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
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 2013?
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X No If "Yes," list the years
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.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2013 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 2013.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2013?

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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

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 <i>See 990 OFOV</i>	(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, TX 77070	Executive Admin 40	132,000	0	0
Marjorie J Waggoner 14655 Champion Forest Dr 1801, 77069	President 20	0	0	0
Liz A Waggoner 8710 Sterling Gate Circle, TX 77379	Vice President 5	0	0	0
Katherine A Fleck 1108 Meriwether St, TX 76063	Secretary 2	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 Yes No 0

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	0
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	0
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	4,119,025
b	Average of monthly cash balances	1b	93,292
c	Fair market value of all other assets (see instructions)	1c	22,362
d	Total (add lines 1a, b, and c)	1d	4,234,679
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	4,234,679
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,520
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,171,159
6	Minimum investment return. Enter 5% of line 5	6	208,558

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	208,558
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,687
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,687
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	205,871
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	205,871
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	205,871

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	215,000
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	215,000
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	2,687
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	212,313

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				205,871
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010	6,242			
d From 2011	14,705			
e From 2012	6,570			
f Total of lines 3a through e	27,517			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 215,000				
a Applied to 2012, 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 2013 distributable amount				205,871
e Remaining amount distributed out of corpus	9,129			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	36,646			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	36,646			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	6,242			
c Excess from 2011	14,705			
d Excess from 2012	6,570			
e Excess from 2013	9,129			

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 2013, enter the date of the ruling ▶

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) 2013	(b) 2012	(c) 2011	(d) 2010	
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))

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

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
a Paid during the year Council on Alcohol & Drugs Houston 303 Jackson Hill Houston, TX 77007		PC	Alcohol Addiction Research and	50,000 ✓
The Womens Home 607 Westheimer Rd Houston, TX 77006-3915	None	PC	Battered Womens Shelter	10,000 ✓
Baylor College of Medicine One Baylor Plaza MS BCM 160 Houston, TX 77030	None	PC	Endowment Fund for a chair	25,000 ✓
Boys & Girls Country 18806 Roberts Road Hockley, TX 77447	None	PC	Orphanage	10,000 ✓
Mermorial Herman Eye Fund 6400 Medical Plaza Dr Houston, TX 77030	None	PC	Clinical Research on restoring eyesight.	15,000
Men of Distinction of Greater Houst P O Box 130630 Houston, TX 77219-0630	None	PC	Benifiting Medical Research for Children	5,000
Trees of Hope/ Star of Hope 3330 Audley Suite 100 Houston, TX 77098	None	PC	Homless Shelters and Battered Women Shelter.	15,000
Crohns & Colitis Foundation 5120 Woodway Suite 8008 Houston, TX 77058-1758	None	PC	Reseach to cure this disease.	5,000 ✓
Total				3a
b Approved for future payment				
Total				3b

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
a Paid during the year Good Samaritan Foundation 5615 Kirby Dr Suite 610 Houston, TX 77005-2446	None	PC	Nursing Scholarships	5,000
Foundation for Teen Health 1504 Ben Taub Loop Houston, TX 77030	None	PC	Low Cost Healthcare to troubled Teens	15,000
Northwest Assistance Ministries 15555 Kuykendahl Houston, TX 77090-3651	None	PC	Homeless and Food Shelter in NW Houston	40,000
UT Health 7000 Fannin Street Suite 1200 Houston, TX 77030	None	PC	Free Dental Care for homeless and uninsured	10,000
Habitat for Humanity P O Box 682785 Houston, TX 77268	None	PC	Affordable Housing for less Fortunate	5,000
Campus Crusades for Christ P O Box 628222 Orlando, FL 32862-8222	None	PC	Ministry work in Katy High Schools	5,000
Total ▶ 3a				215,000
b Approved for future payment				
Total ▶ 3b				

Depreciation and Amortization

(Including Information on Listed Property)

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

2013
Attachment
Sequence No. **179**

Name(s) shown on return Waggoners Foundation	Business or activity to which this form relates FORM 990PF - 1	Identifying number 76-0404981
--	--	---

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12 ▶	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	713

Part III MACRS Depreciation (Do not include listed property.) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ <input type="checkbox"/>		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only-see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L
b 12-year			12 yrs.		S/L
c 40-year			40 yrs.	MM	S/L

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	713
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Depreciation Detail Listing

2013
PAGE 1

* Item was disposed of during current year.

990 PF

For your records only

Name(s) as shown on return Social security number/EIN

Waggoners Foundation

76-0404981

No	Description	Date	Cost	Salvage	Business percentage	Section 179	Depreciation Basis	Life	Method	Rate	Current depr	Accumulated Depreciation	Prior expense	Bonus depreciation	AMT Current	
1	Computer	20050422	3,117		100.00		3,117	8	SL	12.5	54	3,117			54	
2	Leasehold Improvement	20090101	26,350		100.00		26,350	40	SL	2.5	659	3,954			659	
Totals												713	7,071			713

Land Amount 29,467
 Net Depreciable Cost 29,467
 ST ADJ: 713

Federal Supporting Statements

2013 PG 01

Your Social Security Number

76-0404981

Name(s) as shown on return

Waggoners Foundation

Subsidiary Statement

Form 990PF, Part I, Line 22 - Subsidiary Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Printing Stationary and checks	979	0	0	0
Totals	<u>979</u>	<u>0</u>	<u>0</u>	<u>0</u>

PG 01

Subsidiary Statement

Form 990PF, Part I, Line 25 - Subsidiary Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Council on Alcohol & Drugs	50,000	0	0	50,000
Baylor College of Medicine	25,000	0	0	25,000
Boys & Girls Country	10,000	0	0	10,000
The Womens Home	10,000	0	0	10,000
Tree of Hope/Star of Hope	15,000	0	0	15,000
Memorial Herman Eye Fund	15,000	0	0	15,000
Crohns & Colitis Foundation	5,000	0	0	5,000
Good Samaritan Foundation	5,000	0	0	5,000
Foundation for Teen Health	15,000	0	0	15,000
Northwest Assistance Ministrie	40,000	0	0	40,000
UT Health Foundation	10,000	0	0	10,000
Habitat for Humanity	5,000	0	0	5,000
Campus Crusades for Christ	5,000	0	0	5,000
Men Of Distinction Great Hous	5,000	0	0	5,000
Totals	<u>215,000</u>	<u>0</u>	<u>0</u>	<u>215,000</u>

Federal Supporting Statements

2013 PG 01

Name(s) as shown on return

Your Social Security Number

Waggoners Foundation

76-0404981

Form 990PF, Part II, Line 14 - Land Etc. Schedule

Statement #119

Description	Cost or other basis	Accumulated depreciation	End of year book value	FMV
Equipment - Computer	3,117	3,117		
Leasehold Improvements	26,350	3,988	22,362	22,362
Total	<u>29,467</u>	<u>7,105</u>	<u>22,362</u>	<u>22,362</u>

PG 01

Statement #126

Form 990PF, Part I, Line 19 - Depreciation Schedule

Description	Date Acquired	Cost or Other basis	Prior year Depreciation	Computation Method	Rate	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
Computer	04-22-2005	3,117	3,063	SL	12.5	8	54	0	0
Leasehold Improvements	01-01-2009	26,350	3,295	SL	2.5	40	659	0	0
Totals		<u>29,467</u>	<u>6,358</u>				<u>713</u>		

Part II, Line 10b
Investments - Corporate Stocks

Corporate Name	Number of Shares	Book Value	Fair Market Value
LARGE CAP			
American Express Company (AXP)	305	14,335	27,673
American Tower Corp (AMT)	225	16,384	17,959
Amgen (AMGN)	200	13,492	22,832
Apple Computer, Inc. (AAPL)	100	11,311	56,111
A T & T Inc. (T)	470	10,037	16,525
Baxter Intl Inc (BAX)	360	24,025	25,038
Chevron Corporation (CVX)	250	18,602	31,228
Cisco Systems Inc (CSCO)	1,150	25,068	25,817
Citigroup Inc Com (C)	430	21,563	22,407
Coca Cola Company (KO)	545	18,879	22,514
Costco Wholesale Corp. (COST)	160	10,391	19,042
CVS Caremark Corp (CVS)	515	23,040	36,859
Danaher Corporation (DHR)	235	3,236	18,142
Eaton Corporation (ETN)	265	13,688	20,172
EMC Corporation (EMC)	1,035	20,949	26,030
Emerson Electric Company (EMR)	310	16,069	21,756
Exelon Corp (EXC)	440	16,220	12,052
Express Scripts Holding Company (ESRX)	445	24,480	31,257
Exxon Mobil Corporation (XOM)	375	7,882	37,950
Franklin Reserves Incorporated (BEN)	310	11,416	17,896
General Electric Company (GE)	930	17,006	26,068
Gilead Sciences Inc (GLD)	215	11,413	16,157
Google Incorporated (GOOG)	30	13,986	33,621
Home Depot Inc. (HD)	365	16,286	30,054
Intel Corporation (INTC)	335	9,289	8,697
International Exchange (ICE)	85	10,755	19,118
IBM Corporation (IBM)	95	11,662	17,819
JP Morgan Chase (JPM)	605	20,687	35,380
McDonalds Corporation (MCD)	305	26,679	29,594
Merck & Co (MRK)	510	22,136	25,525
Metlife Inc Com (MET)	515	19,386	27,769
MFB Northern Large Cap (NOLVX)	1	9	14
Mondelez Intl Inc (MDLZ)	650	21,066	22,945
Monsanto Co New (MON)	165	17,462	19,231
National Oilwell Varco (NOV)	175	6,009	13,918
Nike Incorporated (NKE)	200	6,382	15,728
Norfolk South Corp (NSC)	165	11,138	15,317
Nucor Corporation (NUE)	195	8,802	10,409
Oracle Corporation (ORCL)	510	13,889	19,513
Pfizer Incorporated (PFE)	1,370	32,929	41,963
Precision Castparts Corp (PCP)	75	12,408	20,197

Part II, Line 10b
Investments - Corporate Stocks

Corporate Name	Number of Shares	Book Value	Fair Market Value
Proctor & Gamble Company (PG)	115	6,810	9,362
Qualcom Inc (QCOM)	460	24,373	34,155
Schlumberger LTD Com (SLB)	150	13,181	13,516
St Jude Med Inc (STJ)	220	9,420	13,629
Starbucks Coporation (SBUX)	230	10,466	18,030
United Technologies Corporation (UTX)	160	4,788	18,208
US Bancorp (USB)	520	15,496	21,008
V. F. Corporation (VFC)	520	13,640	32,417
Verizion Communications (VZ)	215	7,973	10,565
Walt Disney Company (DIS)	320	9,564	24,448
Wells Fargo & Company (WFC)	660	18,372	29,964
		<u>\$764,529</u>	<u>\$1,183,599</u>
MID CAP STOCKS			
American Water Works Co (AWK)	205	6,843	8,663
C R Bard (BCR)	130	13,194	17,412
Citrix Systems Inc (CTXS)	135	6,281	8,539
MFB North Multi Man Mid fnd (NMMCX)	18339.58	139,020	251,802
Noble Corp PLC (NE)	395	14,466	14,801
Northern Trust (NTRS)	350	21,558	21,662
Petsmart Inc Com (PETM)	235	17,402	17,096
Zions Bancorp (ZION)	3200	52,934	95,872
		<u>\$271,698</u>	<u>\$435,847</u>
SMALL CAP STOCKS			
MFB North Multi Sml fund (NMMSX)	16684	115,166	191,863
		<u>\$115,166</u>	<u>\$191,863</u>
INTERNATIONAL DEVELOPED			
Northern International Equity (NMIEX)	37826	247,223	413,815
		<u>\$247,223</u>	<u>\$413,815</u>
INTERNATIONAL EMERGING			
MFB North FDS Emerging Mar (NOEMX)	9857	111,995	111,184
		<u>\$111,995</u>	<u>\$111,184</u>
TOTALS		<u>\$1,510,611</u>	<u>\$2,336,308</u>

Description of Property Sold	Stock Symbol	Number of Shares	How Acquired		Date Acquired	Date Sold	Gross Sales Amount	Cost or Other Basis	Gain or (Loss)
			P-Purchase	D-Donation					
NORTHERN TRUST									
AT&T	T	15	P		12/17/1996	12/18/2013	507	320	187
Dominion Reserve Inc VA	D	82	P		09/14/2010	01/10/2013	4,276	3,615	661
Dominion Reserve Inc VA	D	120	P		Various	01/11/2013	6,273	5,277	996
Dominion Reserve Inc VA	D	42	P		09/13/2010	01/14/2013	2,203	1,843	360
Dominion Reserve Inc VA	D	63	P		09/13/2010	01/15/2013	3,300	2,758	542
Dominion Reserve Inc VA	D	120	P		09/15/2010	01/16/2013	420	350	70
International Business Machine	IBM	25	P		06/13/2008	01/16/2013	4,803	3,150	1,653
Johnson Control Inc	JCI	295	P		09/10/2009	01/16/2013	9,301	7,854	1,447
MFO Pimco FDS Pac	PCRIX	9650.36	P		Various	01/28/2013	64,657	74,745	(10,087)
Spectra Energy Corporation	SE	288	P		02/19/2008	02/22/2013	8,475	6,770	1,705
Spectra Energy Corporation	SE	193	P		02/19/2008	02/25/2013	5,670	4,537	1,134
Spectra Energy Corporation	SE	44	P		02/19/2008	02/26/2013	1,271	1,034	236
MFC SPDR Gold Shares	GLD	825	P		Various	03/11/2013	126,104	102,958	23,145
Bristol Meyers Squibb	BMJ	560	P		06/24/2011	03/14/2013	21,412	16,608	4,805
Covidien PLC	COV	100	P		09/30/2008	03/14/2013	6,564	5,328	1,236
A T & T Incorporated	T	15	P		12/17/1996	04/01/2013	558	320	237
American Express Common	AXP	10	P		07/06/2011	04/01/2013	671	526	145
American Water Works Common	AWK	5	P		01/31/2012	04/01/2013	205	168	37
Amgen Incorporated	AMGN	5	P		01/23/2012	04/01/2013	510	341	168
Apple Incorporated	AAPL	5	P		07/25/2006	04/01/2013	2,166	309	1,857
BHP LTD Sponsored ADR	BHP	5	P		03/02/2010	04/01/2013	340	378	(38)
ChevronTexaco Corp Com	CVX	10	P		06/18/2010	04/01/2013	1,195	756	438
Citrix Systems Incorporated	CTXS	5	P		07/22/2010	04/01/2013	357	233	125
Coca Cola Company	KO	20	P		08/30/2011	04/01/2013	807	699	108
Costco Wholesale Corp	COST	10	P		02/04/2011	04/01/2013	1,054	737	317
Danaher Corporation	DHR	10	P		09/20/2002	04/01/2013	616	138	478
DuPont E I De Numours & Co	DD	10	P		03/23/2010	04/01/2013	489	382	107
EMC Corporation	EMC	40	P		05/03/2010	04/01/2013	945	776	169
Express Scripts Holding Company	ESRX	15	P		01/25/2012	04/01/2013	863	779	84
Exxon Mobil Corporation	XOM	15	P		09/06/1996	04/01/2013	1,362	315	1,047
Flexshares Morningstar Global		530	P		11/03/2011	04/01/2013	18,512	18,566	(54)
Franklin Resources Inc	BEN	5	P		07/07/2011	04/01/2013	747	684	63
General Electric Company	GE	35	P		02/25/1997	04/01/2013	804	625	179
Home Depot Incorporated	HD	15	P		02/06/2012	04/01/2013	1,046	678	367
International Business Machines	IBM	5	P		04/25/2008	04/01/2013	1,059	614	445
JP Morgan Chase & Company	JPM	20	P		09/16/2009	04/01/2013	956	887	69
McDonalds Corporation	MCD	10	P		09/22/2011	04/01/2013	993	858	135
MFB Northern Fixed Income Fund	NHFIX	1948.3	P		01/25/2010	04/01/2013	14,924	13,638	1,286
MFB Northern Intl Equity Fund	NMIEX	1402.55	P		01/21/2010	04/01/2013	13,745	12,567	1,178
MFB Northern Mid Cap Fund	NMMC	1031.93	P		12/23/2008	04/01/2013	13,735	6,542	7,193
MFB Northern Money Market Fund	NMMG	614.7	P		11/02/2011	04/01/2013	11,624	10,413	1,211
MFB Northern Small Cap Fund	NMMS	540.52	P		12/19/2011	04/01/2013	5,816	4,535	1,281
National Oilwell Inc	NOV	5	P		03/02/2007	04/01/2013	348	173	175
Nike Inc Class B	NKE	5	P		12/08/2009	04/01/2013	292	160	133
Noble Energy Inc	NBL	5	P		04/16/2009	04/01/2013	580	296	283
Norfolk Southern Corp	NSC	10	P		08/10/2011	04/01/2013	762	675	87
Nucor Corporation	NUE	5	P		02/06/2012	04/01/2013	225	226	(1)
Omnicom Group	OMC	10	P		12/17/2010	04/01/2013	588	464	125
Oracle Corporation	ORCL	25	P		10/04/2010	04/01/2013	807	681	126
Procter & Gamble Common	PG	5	P		04/09/2010	04/01/2013	388	313	75
Qualcomm Incorporated	QCOM	15	P		01/17/2012	04/01/2013	987	860	127
Schlumberger Limited	SLB	5	P		02/28/2011	04/01/2013	370	463	(94)

FORM 990-PF
 THE WAGGONERS FOUNDATION
 Part IV, Line 2/Column B, Line 7
 Net Gains and Losses from Sale of Assets

2013
 76-0404981

Description of Property Sold	Stock Symbol	Number of Shares	How Acquired		Date Acquired	Date Sold	Gross Sales Amount	Cost or Other Basis	Gain or (Loss)
			P-Purchase	D-Donation					
Simon Property Group	SPG	5	P		11/02/2010	04/01/2013	793	498	295
United Technologies Corporation	UTX	5	P		02/13/2003	04/01/2013	464	150	315
UnitedHealth Group Inc	UNH	15	P		12/15/2009	04/01/2013	861	468	393
US Bancorp	USB	20	P		04/28/2008	04/01/2013	680	699	(20)
Verizon Communications Com	VZ	10	P		09/28/2011	04/01/2013	491	371	120
V. F. Corp	VFC	5	P		04/28/2011	04/01/2013	825	538	288
Walt Disney Company	DIS	10	P		05/30/2006	04/01/2013	565	299	266
Wells Fargo & Company	WFC	25	P		03/13/2012	04/01/2013	921	798	123
Covidien PLC	COV	5	P		09/30/2008	04/01/2013	338	266	72
Noble Energy Inc	NBL	67	P		04/16/2009	04/23/2013	7,383	3,971	3,412
Oracle Corporation	ORCL	175	P		10/04/2010	04/23/2013	5,718	4,766	952
Noble Energy Inc	NBL	33	P		04/16/2009	04/24/2013	3,707	1,956	1,751
Covidien PLC	COV	185	P		09/30/2008	05/07/2013	12,034	9,583	2,452
MFB Northern High Yield Fixed	NHFIX	4303	96	P	01/25/2010	06/12/2013	32,624	30,128	2,496
Du Pont E I De Nemours & Co	DD	205	P		03/23/2010	06/19/2013	11,023	7,823	3,200
Home Depot Inc	HD	95	P		02/06/2012	06/25/2013	7,060	4,297	2,764
V. F. Corporation	VFC	25	P		04/27/2011	06/25/2013	4,697	2,670	2,027
Federal Home Loan Banks Bond	FHLB1	200000	P		09/15/2005	09/16/2013	200,000	200,952	(952)
Costco Wholesale	COST	40	P		02/04/2011	09/18/2013	4,705	2,949	1,756
Costco Wholesale	COST	50	P		01/17/2008	09/18/2013	5,881	3,247	2,634
Norfolk Southern Corp	NSC	50	P		08/10/2011	09/18/2013	3,844	3,375	469
United Health Group	UNH	165	P		12/15/2009	09/18/2013	12,020	5,152	6,869
Franklin Resources Inc	BEN	45	P		01/12/2010	09/23/2013	2,296	1,657	639
Franklin Resources Inc	BEN	60	P		07/06/2011	09/23/2013	3,061	2,693	368
Simon Property Group	SPG	30	P		07/23/2010	09/23/2013	4,541	2,714	1,827
ADR BHP Billiton LTD Sponsored	BHP	65	P		03/02/2010	10/23/2013	4,637	4,914	(277)
Simon Property Group	SPG	42	P		07/22/2010	10/23/2013	6,660	3,604	3,056
ADR BHP Billiton LTD Sponsored	BHP	40	P		03/02/2010	10/24/2013	2,878	3,024	(145)
Simon Property Group	SPG	34	P		07/22/2010	10/24/2013	5,405	2,910	2,495
ADR BHP Billiton LTD Sponsored	BHP	25	P		05/14/2009	10/25/2013	1,795	1,503	292
Simon Property Group	SPG	9	P		07/22/2010	10/25/2013	1,431	770	661
Omincrom	OMC	93	P		11/19/2010	11/14/2013	6,443	4,307	2,135
Omincrom	OMC	116	P		11/19/2010	11/15/2013	8,142	5,303	2,839
Omincrom	OMC	103	P		11/22/2010	11/18/2013	7,209	4,705	2,504
Omincrom	OMC	23	P		11/22/2010	11/19/2013	1,609	1,051	558
St Jude Medical	STJ	80	P		09/19/2008	12/12/2013	4,637	3,441	1,196
United Health Group	UNH	120	P		12/15/2009	12/12/2013	8,566	3,747	4,820
United Health Group	UNH	150	P		11/16/2012	12/12/2013	10,708	7,769	2,939
American Express	AXP	5	P		07/06/2011	12/18/2013	422	263	159
American Water Works	AWK	5	P		01/30/2012	12/18/2013	208	168	40
Amgen Inc	AMGN	5	P		01/23/2012	12/18/2013	556	341	215
ChevronTexaco Cofp Con	CVX	5	P		06/18/2010	12/18/2013	597	378	219
Citrix Systems	CTXS	5	P		07/22/2010	12/18/2013	290	233	57
Coca Cola Company	KO	15	P		08/30/2011	12/18/2013	588	524	64
Costco Wholesale	COST	5	P		01/17/2008	12/18/2013	589	325	264
CVS Corp	CVS	15	P		04/27/2012	12/18/2013	1,012	675	337
Danaher Corp	DHR	5	P		09/20/2002	12/18/2013	374	69	305
Eaton Corp PLC Com	ETN	5	P		12/03/2012	12/18/2013	367	255	112
EMC Corp Mass	EMC	30	P		12/04/2012	12/18/2013	703	747	(44)
Emerson electric	EMR	5	P		12/14/2012	12/18/2013	334	260	74
Express Scripts Holding Co COM	ESRX	10	P		06/20/2012	12/18/2013	669	539	130
Franklin Reserve	BEN	5	P		01/12/2010	12/18/2013	274	184	90
General Electric	GE	25	P		12/12/2012	12/18/2013	675	546	129

FORM 990-PF
 THE WAGGONERS FOUNDATION
 Part IV, Line 2/Column B, Line 7
 Net Gains and Losses from Sale of Assets

2013
 76-0404981

Description of Property Sold	Stock Symbol	Number of Shares	How Acquired		Date Acquired	Date Sold	Gross Sales Amount	Cost or Other Basis	Gain or (Loss)
			P-Purchase	D-Donation					
Home Depot Inc	HD	10	P		02/06/2012	12/18/2013	787	452	335
Intel Corporation	INTC	5	P		05/07/2012	12/18/2013	124	139	(16)
JP Morgan Chase	JPM	20	P		09/16/2009	12/18/2013	1,113	887	226
McDonalds Corporation	MCD	5	P		08/01/2012	12/18/2013	473	448	25
MFB Northern Multimgr Small Cap FD	NMMS	423.62	P		12/19/2011	12/18/2013	5,596	3,554	2,042
MFB Northn Multimgr Mid Cap FD	NMMC	470.79	P		12/23/2008	12/18/2013	7,429	2,985	4,444
MFC Flexshares TR Morningstar Global		1655	P		11/03/2011	12/18/2013	55,681	57,976	(2,295)
National Oilwell	NOV	5	P		03/02/2007	12/18/2013	387	173	214
Nike Inc Class B	NKE	5	P		12/08/2009	12/18/2013	385	160	225
Norfolk Southern Corp	NSC	5	P		08/10/2011	12/18/2013	446	338	109
Nucor Corp	NUE	5	P		02/06/2012	12/18/2013	258	226	33
Oracle Corporation	ORCL	15	P		10/04/2010	12/18/2013	506	408	98
Pfizer Inc Com	PFE	40	P		12/04/2012	12/18/2013	1,210	1,008	202
Qualcomm Inc.	QCOM	15	P		01/17/2012	12/18/2013	1,091	860	231
Schlumberger LTD	SLB	5	P		02/28/2011	12/18/2013	427	463	(36)
St Jude Medical Inc.	STJ	5	P		09/19/2012	12/18/2013	295	215	80
Starbucks Corp	SBUX	5	P		Various	12/18/2013	382	231	151
United Technologies	USB	5	P		02/13/2003	12/18/2013	540	150	390
US Bancorp	USB	15	P		04/28/2008	12/18/2013	589	524	64
Verizon Communication	VZ	5	P		09/28/2011	12/18/2013	239	186	53
Walt Disney	DIS	5	P		05/30/2006	12/18/2013	355	149	205
Wells Fargo & Company	WFC	20	P		Various	12/18/2013	877	638	239
Noble Corp PLC Common	NE	10			06/11/1902	12/18/2013	368	380	(12)
MFB Northern Trust Bond Index	NOBOX	1691.82	P		Various	12/30/2013	17,646	17,381	265
MFB Northern Trust Bond Index	NOBOX	23272.9	P		Various	12/30/2013	242,736	257,774	(15,038)
MFC Flexshares TR IBOXX		1410	P		10/21/2011	12/30/2013	35,024	35,067	(43)
MFC Flexshares TR IBOXX		535	P		12/20/2012	12/30/2013	13,290	14,097	(807)
American Tower Corp	MT	5	P		09/23/2013	12/18/2013	382	369	12
PIMCO Commodity RealReturn Strategy Fund	PCRIX	101.69	P		Various	01/28/2013	681	689	(8)
C R Bard	BCR	5	P		03/15/2013	04/01/2013	501	509	(8)
Cisco Systems Incorporated	CSCO	35	P		03/14/2013	04/01/2013	730	757	(27)
CVS Corp	CVS	20	P		04/27/2012	04/01/2013	1,087	900	187
Eaton Corporation	ETN	10	P		12/03/2012	04/01/2013	612	516	96
Emerson Electric Company	EMR	13	P		12/14/2012	04/01/2013	714	676	39
Intel Corporation	INTC	10	P		05/07/2012	04/01/2013	213	279	(66)
Intercontinental Exchange	ICE	5	P		06/07/2012	04/01/2013	801	641	160
Merck & Company	MRK	20	P		03/14/2013	04/01/2013	884	887	(3)
MetLife	MET	15	P		02/22/2013	04/01/2013	563	535	28
MFB Northn Short Intermediate US Govt	NSIUX	3615.33	P		02/20/2012	04/01/2013	36,081	36,153	(72)
Noble CO	NE	15	P		10/17/2012	04/01/2013	566	570	(4)
Pfizer Inc Com	PFE	50	P		12/04/2012	04/01/2013	1,434	1,260	174
St Jude Medical Inc	STJ	10	P		09/24/2013	04/01/2013	399	430	(31)
Starbucks Corp	SBUX	10	P		08/14/2012	04/01/2013	569	464	105
Du Pont E I De Nemours & Co	DD	122	P		12/12/2012	06/19/2013	6,560	5,440	1,120
Du Pont E I De Nemours & Co	DD	8	P		12/12/2012	06/20/2013	422	357	65
Baxter International	BAX	10	P		12/12/2013	12/18/2013	659	667	(8)
C R Bard	BCR	5	P		03/15/2013	12/18/2013	659	510	149
CISCO Ststems	CSCO	30	P		09/18/2013	12/18/2013	625	736	(111)
Citigroup	C	10	P		10/23/2013	12/18/2013	507	502	5

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 THE WAGGONERS FOUNDATION
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2013
 76-0404981

Description of Property Sold	Stock Symbol	Number of Shares	How Acquired		Date Acquired	Date Sold	Gross Sales Amount	Cost or Other Basis	Gain or (Loss)
			P-Purchase	D-Donation					
Exelon Coporation	EXC	10	P		04/24/2013	12/18/2013	277	371	(94)
Exxon Mobil Corp	XOM	10	P		12/18/2013	12/18/2013	973	973	0
Gilead Sciences Inc	GILD	5	P		05/07/2013	12/18/2013	361	265	96
Merck & Company	MRK	15	P		03/14/2013	12/18/2013	719	665	54
Metlife Incorporated	MET	15	P		09/23/2013	12/18/2013	765	711	53
MFC Flexshares TR Morningstar Global		190	P		01/28/2013	12/18/2013	6,392	6,933	(540)
Mondelez	MDLZ	20	P		09/18/2013	12/18/2013	682	648	34
Monsanto Company	MON	5	P		06/19/2013	12/18/2013	563	530	33
Petsmart Inc.	PETM	5	P		11/18/2013	12/18/2013	357	373	(16)
total Short TERM									
Total Gains and Losses for 2013							1,225,983	1,125,682	100,301

Federal Supporting Statements

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Name(s) as shown on return

FEIN

Waggoners Foundation

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Form 990PF, Part II, Line 10(c)
Investments: Corporate Bond Schedule

Statement #138

<u>Category</u>	<u>BOY</u>	<u>Book Value</u>	<u>EOY FMV</u>
Principal Life Income Fundings	197,940	197,940	202,669
American Express Medium Term	97,304	97,304	108,502
MFB Northern Fds Bond Index	467,021	192,266	200,699
MFB Northern Ultra Short Fix	316,548	257,500	257,500
MFB Northern High Yield		278,451	293,674
MFC Flexshare 3yr Target	49,547	97,931	97,437
MFC Flexshare 5yr Target	49,165		
Totals	<u>1,177,525</u>	<u>1,121,392</u>	<u>1,160,481</u>

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**Form 990PF, Part II, Line 13
Investments: Other Schedule**

Statement #118

<u>Category</u>	<u>Book value (BOY)</u>	<u>Book value (EOY)</u>	<u>FMV (EOY)</u>
MFB FDS Global Real Estate Fund	140,396	148,639	187,550
MFC Flexshares Morningstar	148,526	256,341	245,317
MFO Pimco Invest Commodity	75,434		
MFC SPDR Gold TR Gold Shares	102,957		
Total	<u>467,313</u>	<u>404,980</u>	<u>432,867</u>

Form 990PF, Part II, Line 10(a)

PG 01

Investments: U.S. Government Obligation Schedule

Statement #136

<u>Category</u>	<u>Book Value (BOY)</u>	<u>Book Value (EOY)</u>	<u>FMV (EOY)</u>
Federal Home Loan BKS 4.5%	200,952		
MFB Northern Short Int US Gov	56,250	254,019	252,263
Totals	<u>257,202</u>	<u>254,019</u>	<u>252,263</u>

Federal Supporting Statements

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Statement #109

Form 990PF, Part I, Line 16(c) - Other Professional Fees Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Northern Trust Investment Fees	19,221	19,221	0	0
Totals	<u>19,221</u>	<u>19,221</u>	<u>0</u>	<u>0</u>

PG 01

Statement #110

Form 990PF, Part I, Line 18 - Taxes Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Payroll Taxes Medicare SS	8,963	0	0	0
Federal Excise Taxes	2,783	0	0	0
Foreign Investment Taxes	1,156	1,156	0	0
Totals	<u>12,902</u>	<u>1,156</u>	<u>0</u>	<u>0</u>

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Waggoners Foundation

Form 990PF, Part I, Line 23 - Other Expenses Schedule

Statement #103

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
Bank Fees	49	0	0	0
Office Supplies	780	0	0	0
Telephone	713	0	0	0
Postage and Shipping	495	0	0	0
Totals	<u><u>2,037</u></u>	<u><u>0</u></u>	<u><u>0</u></u>	<u><u>0</u></u>

PG 01

Statement #106

Form 990PF, Part I, Line 11 - Other Income Schedule

Description	Revenue and expenses	Net investment	Adjusted net income
Class Action Settlement	351	0	0
Non Dividend Distributions	253	0	0
Totals	<u><u>604</u></u>	<u><u>0</u></u>	<u><u>0</u></u>