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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

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

Name of foundation WADDELL FOUNDATION INC		A Employer identification number 52-1166266			
Number and street (or P O box number if mail is not delivered to street address) P O BOX 236		B Telephone number (see instructions) (410) 228-0565			
City or town, state, and ZIP code CAMBRIDGE, MD 21613		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 681,953		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.)			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received (attach schedule)					
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.		16,401	16,401		
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		21,600			
b Gross sales price for all assets on line 6a <u>175,032</u>					
7 Capital gain net income (from Part IV, line 2)					
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		38,001	16,401		
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		3,575			
c Other professional fees (attach schedule)		2,576	2,576		
17 Interest					
18 Taxes (attach schedule) (see instructions)					
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		53			
24 Total operating and administrative expenses.		6,204	2,576		0
Add lines 13 through 23					
25 Contributions, gifts, grants paid.		26,050			26,050
26 Total expenses and disbursements. Add lines 24 and 25		32,254	2,576		26,050
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		5,747			
b Net investment income (if negative, enter -0-)			13,825		
c Adjusted net income (if negative, enter -0-)					

	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					
	2 Savings and temporary cash investments		8,236	13,247	13,251	
	3 Accounts receivable ►					
	Less allowance for doubtful accounts ►					
	4 Pledges receivable ►					
	Less allowance for doubtful accounts ►					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7 Other notes and loans receivable (attach schedule) ►					
	Less allowance for doubtful accounts ►					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)	54,908	54,908	59,285		
	b Investments—corporate stock (attach schedule)	468,411	498,676	572,938		
	c Investments—corporate bonds (attach schedule)	64,351	34,547	36,479		
	11 Investments—land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)						
14 Land, buildings, and equipment basis ►						
Less accumulated depreciation (attach schedule) ►						
15 Other assets (describe ►)						
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	595,906	601,378	681,953			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ►)					
	23 Total liabilities (add lines 17 through 22)		0			
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted	595,906	601,378			
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg , and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	595,906	601,378				
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	595,906	601,378				

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	595,906
2 Enter amount from Part I, line 27a	2	5,747
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	601,653
5 Decreases not included in line 2 (itemize) ►	5	275
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	601,378

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	24,841	601,379	0 041307
2010	23,385	595,907	0 039243
2009	15,384	611,200	0 025170
2008	37,195	648,486	0 057357
2007	31,127	821,883	0 037873
2 Total of line 1, column (d).			2 0 200950
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 040190
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.			4
5 Multiply line 4 by line 3.			5
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 13
7 Add lines 5 and 6.			7 13
8 Enter qualifying distributions from Part XII, line 4.			8 26,050

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	138
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		
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	138
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	138
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	400
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	400
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 <input type="checkbox"/>	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>	10	262
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 262 Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11		No
12	Yes	
13	Yes	

Website address ► N/A

14 The books are in care of ► THOMAS H ADAMS JR Telephone no ► (410) 228-0565
 Located at ► 126 MARKET SQUARE 126 MARKET SQUARE CAMBRIDGE MD ZIP +4 ► 21613

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year. ►

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ► 16

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► 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? ► Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ►	1b	
Organizations relying on a current notice regarding disaster assistance check here. ►		
1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ►	1c	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____	2b	
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 ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► Yes <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	No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? ►	4b	No

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

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

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

1 List all

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions)

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE				
Total number of other employees paid over \$50,000				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services.

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	

Total. Add lines 1 through 3.

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

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

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	
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	138
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	138
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
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	0

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 26,050	
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	26,050
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	138
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).	6	25,912
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	31,873			
b From 2008.	37,805			
c From 2009.	15,616			
d From 2010.	23,500			
e From 2011.	25,000			
f Total of lines 3a through e.	133,794			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 26,050				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				
e Remaining amount distributed out of corpus	26,050			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	159,844			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	31,873			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	127,971			
10 Analysis of line 9				
a Excess from 2008.	37,805			
b Excess from 2009.	15,616			
c Excess from 2010.	23,500			
d Excess from 2011.	25,000			
e Excess from 2012.	26,050			

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.			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

WADDELL FOUNDATION INC
126 MARKET SQUARE
PO BOX 236
CAMBRIDGE, MD 21613
(410) 228-0565
TADAMS@RACOCPA.COM

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

LETTER OF REQUEST STATING ORGANIZATION NAME, ADDRESS, PHONE NUMBER & CONTACT INFO DESCRIPTION OF THE AMOUNT AND HOW THE FUNDS WILL BE USED PROOF OF 501 (C)(3) STATUS

c Any submission deadlines

PRIOR TO LAST TUESDAY OF THE MONTH

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

GRANTS MUST BE TO ORGANIZATIONS AS ARE DESCRIBED IN SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1954, IN CORRESPONDING PROVISION OF ANY SUBSEQUENT LAW, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTIONS 170, 2055, AND 2522 OF INTERNAL REVENUE CODE OF 1954, OR UNDER THE CORRESPONDING PROVISIONS OF ANY SUBSEQUENT LAW, PROVIDED THAT NO PART OF THE ASSETS OR EARNINGS OF THE FOUNDATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTED TO THE DORCHESTER GENERAL HOSPITAL GRANTS TO ORGANIZATIONS DESCRIBED ABOVE ARE TO BENEFIT RESIDENTS OF DORCHESTER COUNTY, MARYLAND

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	26,050
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				16,400
5	Net rental income or (loss) from real estate				
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income				
8	Gain or (loss) from sales of assets other than inventory				21,600
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue a				
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)				38,000
13	Total Add line 12, columns (b), (d), and (e)				38,001
	<i>(See worksheet in line 13 instructions to verify calculations.)</i>				

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
G L FELDMAN 	PRESIDENT 1 50	0	0	0
ACADEMY STREET ACADEMY STREET CAMBRIDGE, MD 21613				
H STEVENS 	DIRECTOR 1 50	0	0	0
ALGONQUIN ALGONQUIN CAMBRIDGE, MD 21613				
T ADAMS 	TREASURER 3 00	0	0	0
MUIR STREET MUIR STREET CAMBRIDGE, MD 21613				
M MALKUS 	SECRETARY 1 50	0	0	0
EQYPT RD CAMBRIDGE, MD 21613				
J C BROOKS 	DIRECTOR 1 50	0	0	0
OAK STREET CAMBRIDGE, MD 21613				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNIV MD FOUNDATION PO BOX 175 CAMBRIDGE, MD 21613		PRIVATE	YOUTH PROGRAMS	1,000
CAMBRIDGE MAIN STREET HIGH STREET CAMBRIDGE, MD 21613		PRIVATE	HISTORIC PRESERVATION	2,000
MD 4-H THENDRA 4705 EAST NEW MARKET RD RHODESDALE, MD 21659		PRIVATE	BUILDING IMROVEMENTS	1,000
CHARACTER COUNTS 11 S WASHINGTON ST EASTON, MD 21601		PRIVATE	GUIDE YOUTH	1,000
CHESAPEAKE BAY GIRL SCOUT 4413 RICHARD WAY HURLOCK, MD 21643		PRIVATE	FEMALE YOUTH ACTIVITIES	1,000
CHILDREN'S HOME FOUNDATIO PO BOX 756 EASTON, MD 21601		PRIVATE	YOUTH PROGRAMS	1,000
DORCHESTER CO PUBLIC LIBR 303 GAY STREET CAMBRIDGE, MD 21613		PRIVATE	EARLY LITERACY CENTER	1,000
DORCHESTER CO YMCA 201 TALBOT AVE CAMBRIDGE, MD 21613		PRIVATE	YOUTH ACTIVITIES	3,000
PLEASANT DAY ADULT DAY CA 2474 CAMBRIDGE BELTWAY HURLOCK, MD 21613		PRIVATE	MEDICAL ADULT DAY CARE CENTER	1,000
THE SALVATION ARMY 200 WASHINGTON ST CAMBRIDGE, MD 21613		PUBLIC	HELP COUNTY	3,000
EASTERN SHORE HOSPITAL AUX PO BOX 800 CAMBRIDGE, MD 21613		PRIVATE	ASSIST MENTAL ILLNESS	500
EASTERN SHORE POLICE ASSOCIATION 5425 SHARPTOWN RD RHODESDALE, MD 21659		PRIVATE	YOUTH PROGRAMS	500
FOR ALL SEASONS INC 300 TALBOT ST EASTON, MD 21601		PRIVATE	SEXUAL ASSAULT CRISIS CENTER	1,000
AMERICAN CANCER SOCIETY 250 WILLIAMS ST 4TH FLR ATLANTA, GA 30303		PUBLIC	CURE FOR CANCER	500
CAMBRIDGEDIR CHRISTMAS PAR PO BOX 1083 CAMBRIDGE, MD 21613		PUBLIC	CHRISTMAS PARADE COSTS	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GRACE UM CHURCH RACE ST CAMBRIDGE, MD 21613		PRIVATE	ASSIST THE NEEDY	50
DOR CENTER FOR THE ARTS 321 HIGH ST CAMBRIDGE, MD 21613		PRIVATE	TO PROMOTE THE ARTS	2,500
DOR CO HISTORICAL SOCIETY 1003 GREENWAY DRIVE CAMBRIDGE, MD 21613		PRIVATE	TO INSPIRE & PROMOTE HISTORY	2,000
CAMBRIDGE WOMEN'S CLUB HIGH ST CAMBRIDGE, MD 21613		PRIVATE	ASSIST IN ROOF REPAIR	2,000
DOR CO POP WARNER WILLIS ST CAMBRIDGE, MD 21613		PRIVATE	YOUTH ACTIVITIES	1,000
DOR SOIL CONSERVATION DIST 501 COURT LANE CAMBRIDGE, MD 21613		PRIVATE	NATURAL RESOURCE CAMP	500
Total			► 3a	26,050

TY 2012 Accounting Fees Schedule

Name: WADDELL FOUNDATION INC

EIN: 52-1166266

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROBBINS, ADAMS & CO	3,575			

TY 2012 Compensation Explanation

Name: WADDELL FOUNDATION INC

EIN: 52-1166266

Person Name	Explanation
G L FELDMAN	
H STEVENS	
T ADAMS	
M MALKUS	
J C BROOKS	

TY 2012 Explanation of Non-Filing with Attorney General Statement

Name: WADDELL FOUNDATION INC

EIN: 52-1166266

Statement: NO REQUIREMENT IN THE STATE OF MARYLAND TO FILE COPY OF FORM 990-PF BECAUSE THERE ARE NO FUND RAISING ACTIVITIES.

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

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: WADDELL FOUNDATION INC

EIN: 52-1166266

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
KRAFT FOODS GROUP INC	2011-08	PURCHASE	2012-10		31	23			8	
PFIZER INC	2006-12	PURCHASE	2012-07		23	25			-2	
INTEL CORP	2009-07	PURCHASE	2012-07		79	49			30	
PHILLIPS 66	2011-11	PURCHASE	2012-05		48	51			-3	
WISCONSIN ENERGY CORP	2009-02	PURCHASE	2012-07		119	64			55	
GENERAL ELECTRIC CO	2009-05	PURCHASE	2012-03		99	70			29	
DISCOVER FINANCIAL W/I	2011-03	PURCHASE	2012-07		101	72			29	
AMERISOURCEBERGEN CORP	2010-01	PURCHASE	2012-03		117	78			39	
OGE ENERGY CORP	2010-05	PURCHASE	2012-07		102	78			24	
WELLS FARGO & COMPANY	2008-12	PURCHASE	2012-03		101	80			21	
CISCO SYSTEMS INC	2011-09	PURCHASE	2012-07		83	81			2	
BRISTOL MYERS SQUIBB CO	2008-12	PURCHASE	2012-07		140	84			56	
HOME DEPOT INC	2012-01	PURCHASE	2012-03		99	86			13	
KRAFT FOODS GROUP INC	2011-08	PURCHASE	2012-12		121	96			25	
INTEL CORP	2009-07	PURCHASE	2012-10		130	97			33	
PFIZER INC	2007-02	PURCHASE	2012-07		90	103			-13	
SUNCOR ENERGY INC	2012-05	PURCHASE	2012-07		110	110				
JOHNSON & JOHNSON	2008-12	PURCHASE	2012-03		129	113			16	
CITIGROUP INC	2010-03	PURCHASE	2012-03		112	119			-7	
PHILLIPS 66	2011-12	PURCHASE	2012-05		111	121			-10	
PFIZER INC	2010-05	PURCHASE	2012-12		203	128			75	
CUMMINS INC	2009-10	PURCHASE	2012-08		272	146			126	
CHEVRON CORPORATION	2008-12	PURCHASE	2012-03		213	147			66	
WYNDHAM WORLDWIDE CORP	2010-11	PURCHASE	2012-07		251	147			104	
KRAFT FOODS INC - A	2011-08	PURCHASE	2012-03		191	168			23	
CUMMINS INC	2009-11	PURCHASE	2012-08		362	178			184	
MONDELEZ INTERNATIONAL	2011-08	PURCHASE	2012-12		206	179			27	
VERIZON COMMUNICATIONS INC	2011-10	PURCHASE	2012-09		227	184			43	
MICROSOFT CORP	2011-08	PURCHASE	2012-10		196	187			9	
PFIZER INC	2008-08	PURCHASE	2012-12		254	190			64	
KRAFT FOODS GROUP INC	2011-12	PURCHASE	2012-12		227	191			36	
GOLDMAN SACHS GROUP INC	2009-03	PURCHASE	2012-06		188	192			-4	
WISCONSIN ENERGY CORP	2009-02	PURCHASE	2012-08		383	212			171	
UNITEDHEALTH GROUP INC	2010-06	PURCHASE	2012-07		389	215			174	
BLACKROCK FDS US OPPROTUNITIES PORTF	2010-12	PURCHASE	2012-03		208	221			-13	
PFIZER INC	2010-01	PURCHASE	2012-12		305	224			81	
CUMMINS INC	2012-02	PURCHASE	2012-08		181	227			-46	
LIMITED BRANDS INC	2010-03	PURCHASE	2012-07		408	236			172	
JM SMUCKER CO/THE-NEW COM WI	2009-12	PURCHASE	2012-02		292	239			53	
BANK OF AMERICA CORP	2009-08	PURCHASE	2012-05		99	249			-150	
CUMMINS INC	2010-02	PURCHASE	2012-08		453	249			204	
JM SMUCKER CO/THE-NEW COM WI	2011-02	PURCHASE	2012-02		292	251			41	
JPMORGAN CHASE & CO	2008-12	PURCHASE	2012-05		305	261			44	
DOLLAR TREE INC	2008-12	PURCHASE	2012-07		1,079	263			816	
UNITEDHEALTH GROUP INC	2010-06	PURCHASE	2012-05		498	277			221	
BLACKROCK FDS US OPPROTUNITIES PORTF	2010-12	PURCHASE	2012-03		265	285			-20	
INTEL CORP	2010-02	PURCHASE	2012-10		347	309			38	
JM SMUCKER CO/THE-NEW COM WI	2010-06	PURCHASE	2012-02		365	311			54	
UNION PACIFIC CORP	2010-04	PURCHASE	2012-09		483	311			172	
SEADRILL LTD	2011-12	PURCHASE	2012-08		363	312			51	
DOLLAR TREE INC	2008-12	PURCHASE	2012-10		973	316			657	
CAPITAL ONE FINANCIAL CORP	2011-03	PURCHASE	2012-02		329	347			-18	
BRISTOL MYERS SQUIBB CO	2011-08	PURCHASE	2012-08		391	347			44	
MONDELEZ INTERNATIONAL	2011-12	PURCHASE	2012-12		387	356			31	
JM SMUCKER CO/THE-NEW COM WI	2009-09	PURCHASE	2012-02		511	361			150	
INTEL CORP	2011-06	PURCHASE	2012-10		369	364			5	
GOLDMAN SACHS GROUP INC	2009-04	PURCHASE	2012-06		281	365			-84	
JM SMUCKER CO/THE-NEW COM WI	2010-01	PURCHASE	2012-02		438	367			71	
GOLDMAN SACHS GROUP INC	2009-04	PURCHASE	2012-06		281	368			-87	
PHILLIPS 66	2011-11	PURCHASE	2012-05		349	373			-24	
EQUITY RESIDENTIAL	2010-02	PURCHASE	2012-08		673	381			292	
CONOCOPHILLIPS	2011-12	PURCHASE	2012-06		364	384			-20	
EQUITY RESIDENTIAL	2012-07	PURCHASE	2012-08		367	388			-21	
T ROWE PRICE GROWTH STOCK	2008-01	PURCHASE	2012-02		472	393			79	
INTEL CORP	2009-07	PURCHASE	2012-07		655	404			251	
BLACKROCK FDS US OPPROTUNITIES PORTF	2011-12	PURCHASE	2012-03		463	407			56	
EMC CORP	2010-05	PURCHASE	2012-07		532	409			123	
DISCOVER FINANCIAL W/I	2011-03	PURCHASE	2012-07		634	435			199	
VERIZON COMMUNICATIONS INC	2011-09	PURCHASE	2012-08		533	445			88	
MICROSOFT CORP	2010-07	PURCHASE	2012-10		504	460			44	
NATIONAL OILWELL VARCO INC	2010-03	PURCHASE	2012-12		747	467			280	
INTEL CORP	2010-04	PURCHASE	2012-10		434	469			-35	
EQUITY RESIDENTIAL	2010-04	PURCHASE	2012-08		612	470			142	
CUMMINS INC	2012-02	PURCHASE	2012-08		362	488			-126	
AMERISOURCEBERGEN CORP	2010-01	PURCHASE	2012-05		699	491			208	
CHEVRON CORPORATION	2008-12	PURCHASE	2012-12		738	515			223	
CHEVRON CORPORATION	2008-12	PURCHASE	2012-12		754	515			239	
AT&T INC	2008-12	PURCHASE	2012-08		675	519			156	
EMC CORP	2009-09	PURCHASE	2012-07		822	534			288	
KRAFT FOODS GROUP INC	2011-08	PURCHASE	2012-12		696	539			157	
SIMON PROPERTY GROUP INC	2012-02	PURCHASE	2012-08		639	550			89	
EQUITY RESIDENTIAL	2010-02	PURCHASE	2012-08		981	554			427	
CAPITAL ONE FINANCIAL CORP	2010-04	PURCHASE	2012-02		565	560			5	
BANK OF AMERICA CORP	2010-04	PURCHASE								

**TY 2012 Investments Corporate
Bonds Schedule****Name:** WADDELL FOUNDATION INC**EIN:** 52-1166266

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORP BONDS	34,547	36,479

TY 2012 Investments Corporate Stock Schedule

Name: WADDELL FOUNDATION INC

EIN: 52-1166266

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORP STOCKS	498,676	572,938

TY 2012 Investments Government Obligations Schedule

Name: WADDELL FOUNDATION INC

EIN: 52-1166266

US Government Securities - End of

Year Book Value: 54,908

US Government Securities - End of

Year Fair Market Value: 59,285

State & Local Government

Securities - End of Year Book
Value:

State & Local Government

Securities - End of Year Fair
Market Value:

TY 2012 Other Decreases Schedule

Name: WADDELL FOUNDATION INC**EIN:** 52-1166266

Description	Amount
FED ESTIMATED TAX PAYMENT	274
ROUNDING	1

TY 2012 Other Expenses Schedule

Name: WADDELL FOUNDATION INC

EIN: 52-1166266

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
FLOWERS-DECEASED DIRECTOR	53			

TY 2012 Other Professional Fees Schedule

Name: WADDELL FOUNDATION INC**EIN:** 52-1166266

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PNC	2,576	2,576		
PNC FILING FEES				