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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012**Open to Public Inspection**

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation WALTER O CALDWELL FOUNDATION		A Employer identification number 71 - 6060080
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1505	Room/suite	B Telephone number (see instructions) 479 - 784-1328
City or town, state, and ZIP code FT SMITH, AR 72902		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,562,624	J Accounting method ☒ Cash ☐ Accrual ☐ 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 ☐

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 ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	65	65		
4 Dividends and interest from securities	85,119	85,119		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 6b Schedule 1	110,114			
b Gross sales price for all assets on line 6a 1,797,735				
7 Capital gain net income (from Part IV, line 2)		110,114		
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	195,298	195,298	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0	0	0	0
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)				
17 Interest Schedule 2				
18 Taxes (attach schedule) (see instructions)	2,583			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) Schedule 3	8,318			
24 Total operating and administrative expenses. Add lines 13 through 23	10,901	0	0	0
25 Contributions, gifts, grants paid Schedule 4	122,139			122,139
26 Total expenses and disbursements. Add lines 24 and 25	133,040	0	0	122,139
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	62,258			
b Net investment income (if negative, enter -0-)		195,298		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2012)

SCANNED MAR 29 2013

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	24,187	220,673	220,673
	2 Savings and temporary cash investments			
	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)			
	b Investments—corporate stock (attach schedule) Schedule 5	2,173,080	2,038,852	2,341,951
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	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)	2,197,267	2,259,525	2,562,624
	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.			
	24 Unrestricted	2,197,267	2,259,525	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ 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 instructions)	2,197,267	2,259,525	
	31 Total liabilities and net assets/fund balances (see instructions)	2,197,267	2,259,525	

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	2,197,267
2	Enter amount from Part I, line 27a	2	62,258
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,259,525
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	2,259,525

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CLASS ACTION		P		
b SEE SCHEDULE ATTACHED		P		
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 46			46	
b 1,797,689		1,687,621	110,068	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			46	
b			110,068	
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	110,114	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3		

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

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

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

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

(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	121,672	2,471,619	4.92%
2010	116,633	2,450,938	4.76%
2009	141,798	2,344,385	6.05%
2008	164,725	2,871,471	5.74%
2007	149,932	3,344,050	4.48%
2 Total of line 1, column (d)			2 25.95%
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 5.19%
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,517,738
5 Multiply line 4 by line 3			5 130,671
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,953
7 Add lines 5 and 6			7 132,624
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			8 122,139

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	3,906
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	0
3	Add lines 1 and 2	3	3,906
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	3,906
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,408
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	1,408
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	2,498
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶ NONE				
14	The books are in care of ▶ DONNA MILLER	Telephone no ▶	479-784-1328	
	Located at ▶ 4601 N 6TH ST FT SMITH, AR	ZIP+4 ▶	72904-1119	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			☐
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the 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 ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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 ☒ 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 ☒ 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)? ☐ Yes ☒ No	1b	N/A
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 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 ☒ No		
If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
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 ☒ 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	✓

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

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

(1) Carry on 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	(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
NANCY T WENDEROTH PO BOX 1505 FT SMITH AR 92902	DIRECTOR <1 HR	0	0	0
DONNA MILLER PO BOX 1505 FT SMITH, AR 92902	DIRECTOR <1 HR	0	0	0
NANCY SMITH-ROBINSON PO BOX 1505 FT SMITH, AR 92902	DIRECTOR <1 HR	0	0	0
MARY JANE GOINS PO BOX 1505 FT SMITH, AR 92902	DIRECTOR <1HR	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
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		0
.....		
.....		
.....		
.....		
.....		

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

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1	
2	
3	
4	

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

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

Amount

1	
2	
All other program-related investments. See 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	2,451,806
b	Average of monthly cash balances	1b	104,273
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,556,079
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	2,556,079
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	38,341
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,517,738
6	Minimum investment return. Enter 5% of line 5	6	125,887

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	125,887
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,906
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,906
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	121,981
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	121,981
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	121,981

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	122,139
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	122,139
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	122,139

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				121,981
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			122,139	
b Total for prior years 20 <u>20</u> , 20 <u>20</u> , 20 <u>20</u>				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>122,139</u>				
a Applied to 2011, but not more than line 2a			122,139	
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				
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	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				121,981
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

- 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

DONNA MILLER PO BOX 1505, FT SMITH, AR 479-784-1301

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

LETTER-PROOF OF EXEMPT STATUS, FINANCIALS AND PURPOSE OF REQUEST

- c** Any submission deadlines

NOVEMBER

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

RESTRICTED TO FT SMITH AR

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 <i>Paid during the year</i> SEE SCHEDULE ATTACHED	NO	EXEMPT	GEN PURPOSE OF ORG	122,139
Total			▶ 3a	122,139
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					65
4	Dividends and interest from securities					85,119
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					110,114
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)		0		0	195,298
13	Total. Add line 12, columns (b), (d), and (e)				13	195,298

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | |
|--|-----|----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p> | Yes | No |
| | | |
| 1a(1) | | ✓ |
| 1a(2) | | ✓ |
| | | |
| 1b(1) | | ✓ |
| 1b(2) | | ✓ |
| 1b(3) | | ✓ |
| 1b(4) | | ✓ |
| 1b(5) | | ✓ |
| 1b(6) | | ✓ |
| 1c | | ✓ |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Donna A. Miller 3.14.13 Sec. Treasurer
 Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	GAINES NORTON	<i>Gaines Norton</i>	2/23/13		P01066809
	Firm's name ▶ GAINES NORTON CPA	Firm's EIN ▶ 71 - 0710032			
	Firm's address ▶ PO BOX H2, SNOWMASS VILLAGE, CO 81615	Phone no 970 - 923-0174			

Luther King Capital Management

003046

Period Ending: 12/31/2012

Walter O. Caldwell Foundation

Realized Gain/Loss						7/01/2012 - 12/31/2012	
Purchase	Sell					Gain/Loss	
Date	Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
2/3/2003	7/16/2012	505	ALCANTARA CORP	3,535.00	660.27	0.00	(2,874.73)
2/3/2003	7/16/2012	675	FRONTIER COMMUNICATIONS CORP	6,712.20	2,564.76	0.00	(4,147.44)
2/3/2003	7/16/2012	10,000	JP MORGAN & COMPANY INC	235,800.00	347,667.18	0.00	111,867.18
2/3/2003	7/16/2012	151	LSI CORPORATION	653.53	838.15	0.00	184.62
2/3/2003	7/16/2012	250	NCR CORPORATION	2,262.43	5,854.87	0.00	3,592.44
2/3/2003	7/16/2012	3,000	AT&T CORPORATION	75,840.00	105,673.12	0.00	29,833.12
2/3/2003	7/16/2012	250	TECHNICAL CORP	2,487.58	16,027.90	0.00	13,540.32
2/3/2003	9/12/2012	7,000	JP MORGAN & COMPANY INC	165,060.00	277,673.25	0.00	112,613.25
2/3/2003	10/5/2012	8,000	JP MORGAN & COMPANY INC	188,640.00	334,774.87	0.00	146,134.87
2/3/2003	10/5/2012	3,000	PFIZER INC	91,290.00	75,981.09	0.00	(15,308.91)
2/3/2003	10/5/2012	3,000	AT&T CORPORATION	75,840.00	113,313.75	0.00	37,473.75
2/3/2003	10/5/2012	500	VERIZON COMMUNICATIONS	21,762.72	23,344.47	0.00	1,581.75
2/3/2003	10/31/2012	600	COMCAST CORPORATION CL A	15,630.00	22,154.20	0.00	6,524.20
2/3/2003	10/31/2012	1,300	JP MORGAN & COMPANY INC	33,012.00	57,768.58	0.00	24,756.58
2/3/2003	10/31/2012	1,500	PFIZER INC	35,645.00	37,074.66	0.00	(1,570.34)
9/12/2012	11/15/2012	700	NI TAPP INC	21,255.70	20,775.15	(3,450.52)	0.00
2/3/2003	12/5/2012	2,500	JP MORGAN & COMPANY INC	58,950.00	102,424.94	0.00	43,474.94
2/3/2003	12/11/2012	5,692	BANK OF AMERICA CORP	398,610.76	59,270.18	0.00	(339,340.58)
9/12/2012	12/11/2012	600	DEWON ENERGY CORPORATION	36,806.10	31,168.13	(5,637.97)	0.00
10/5/2012	12/11/2012	200	DEWON ENERGY CORPORATION	17,774.10	10,389.38	(7,384.72)	0.00
2/3/2003	12/11/2012	4,212	PFIZER INC	128,171.16	107,309.57	0.00	(20,861.59)
2/3/2003	12/11/2012	1,750	VODAFONE GROUP PLC	64,382.50	44,969.94	0.00	(19,412.56)
Total Realized Gain/Loss				\$1,687,621.08	\$1,797,689.44	(\$11,003.21)	\$121,071.57
Net Realized Gain/Loss						\$110,068.36	

WALTER O CALDWELL FOUNDATION
71-6060080
DONATIONS FOR 2012
PART XV LINE 3a
Schedule 4

Recipient all in Fort Smith Ark	If recipient is an individual	Foundation status of recipient	purpose of grant	Amount
RONALD MC DONALD ROOM MERCY MEDICAL FORT SMITH	none	tax exempt	General purpose of exempt organization	\$ 5,000.00
AMERICAN RED CROSS, WESTERN ARK CHAPTER	none	tax exempt	General purpose of exempt organization	\$ 12,822.00
GOOD SAMARITAN CLINIC	none	tax exempt	General purpose of exempt organization	\$ 12,099.00
SALVATION ARMY	none	tax exempt	General purpose of exempt organization	\$ 11,401.00
UAMS FOUNDATION, FORT SMITH	none	tax exempt	General purpose of exempt organization	\$ 10,000.00
ARK, VALLEY HABITAT FOR HUMANITY, INC	none	tax exempt	General purpose of exempt organization	\$ 3,637.00
CRISIS INTERVENTION FOR WOMEN	none	tax exempt	General purpose of exempt organization	\$ 3,255.00
GIRLS, INC OF FT SMITH SCHOLARSHIP FUND	none	tax exempt	General purpose of exempt organization	\$ 3,000.00
HEART TO HEART, PREGANANCY SUPPORT CENTER, INC	none	tax exempt	General purpose of exempt organization	\$ 1,500.00
GOSPEL RESCUE MISSION	none	tax exempt	General purpose of exempt organization	\$ 2,225.00
RIVER VALLEY REGIONAL FOODBANK	none	tax exempt	General purpose of exempt organization	\$ 5,000.00
COMMUNITY RESCUE MISSION OF FT SMITH, ARK	none	tax exempt	General purpose of exempt organization	\$ 2,500.00
DONALD W REYNOLDS CANCER SUPPORT FOUNDATION	none	tax exempt	General purpose of exempt organization	\$ 3,000.00
FORT SMITH MUSEUM OF HISTORY	none	tax exempt	General purpose of exempt organization	\$ 1,495.00
THE BOYS SHELTER, INC	none	tax exempt	General purpose of exempt organization	\$ 1,500.00
CHILDREN'S EMERGENCY SHELTER	none	tax exempt	General purpose of exempt organization	\$ 2,100.00
GIRL SCOUT COUNCIL OF MT MAGAZINE AREA, FT SMITH, AR	none	tax exempt	General purpose of exempt organization	\$ 1,495.00
GIRL'S SHELTER OF FORT SMITH	none	tax exempt	General purpose of exempt organization	\$ 1,500.00
HANNA HOUSE	none	tax exempt	General purpose of exempt organization	\$ 1,500.00
GREGORY KISTLER TREATMENT CENTER	none	tax exempt	General purpose of exempt organization	\$ 1,500.00
ABILITIES UNLIMITED	none	tax exempt	General purpose of exempt organization	\$ 1,205.00
FORT SMITH BOYS & GIRLS CLUB	none	tax exempt	General purpose of exempt organization	\$ 1,200.00
INTER-FAITH COMMUNITY PRESCHOOL	none	tax exempt	General purpose of exempt organization	\$ 1,200.00
PROJECT COMPASSION, INC	none	tax exempt	General purpose of exempt organization	\$ 1,200.00
SEBASTIAN COUNTY HUMANE SOCIETY	none	tax exempt	General purpose of exempt organization	\$ 1,200.00
BOY SCOUTS OF AMERICA, WESTARK AREA COUNCIL	none	tax exempt	General purpose of exempt organization	\$ 1,105.00
GATEWAY HOUSE, INC	none	tax exempt	General purpose of exempt organization	\$ 2,500.00
COMMUNITY SERVICES CLEARINGHOUSE, INC	none	tax exempt	General purpose of exempt organization	\$ 1,000.00
COMMUNITY DENTAL CLINIC	none	tax exempt	General purpose of exempt organization	\$ 900.00
HARBOR HOUSE, INC	none	tax exempt	General purpose of exempt organization	\$ 900.00
LITERACY COUNCIL OF WESTERN ARK, FT SMITH CHAPTER	none	tax exempt	General purpose of exempt organization	\$ 5,000.00
NEXT STEP DAY ROOM	none	tax exempt	General purpose of exempt organization	\$ 2,500.00
FOUNTAIN OF YOUTH, INC	none	tax exempt	General purpose of exempt organization	\$ 5,000.00
COMPRESNSIVE JUVENILE SERVICES CAPITAL DRIVE	none	tax exempt	General purpose of exempt organization	\$ 1,000.00
BOST FOUNDATION, INC	none	tax exempt	General purpose of exempt organization	\$ 1,000.00
GOLDEN RULE CLOTHES CLOSET	none	tax exempt	General purpose of exempt organization	\$ 1,000.00
WE CARE FOUNDATION	none	tax exempt	General purpose of exempt organization	\$ 1,500.00
FORT SMITH PUBLIC LIBRARY FOUNDATION	none	tax exempt	General purpose of exempt organization	\$ 1,000.00
FORT SMITH PREGNANCY HELP CENTER	none	tax exempt	General purpose of exempt organization	\$ 5,000.00
TOTAL				\$122,139.00