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Form 990-PF

## Return of Private Foundation

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

- Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public  
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation THE HAPPY WAY FOUNDATION		A Employer identification number 45-3796054
% KARA WRIGHT		B Telephone number (see instructions) (260) 672-3580
Number and street (or P O box number if mail is not delivered to street address) 3251 EAST 1200 NORTH Suite		C If exemption application is pending, check here ► <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code ROANOKE, IN 46783		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 244,980	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	25,000			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	4,114	4,114		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	6,643			
	b Gross sales price for all assets on line 6a 65,344				
	7 Capital gain net income (from Part IV, line 2) . . .		6,643		
	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) . . . . .	547	547		
	12 Total. Add lines 1 through 11 . . . . .	36,304	11,304		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	9,938	0	0	9,938
	b Accounting fees (attach schedule) . . . . .	2,875	0	0	2,875
	c Other professional fees (attach schedule) . . . . .	1,386	1,386		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	152	82		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	850			850
	24 Total operating and administrative expenses.				
	Add lines 13 through 23 . . . . .	15,201	1,468	0	13,663
	25 Contributions, gifts, grants paid. . . . .	10,000			10,000
	26 Total expenses and disbursements. Add lines 24 and 25	25,201	1,468	0	23,663
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	11,103			
	b Net investment income (if negative, enter -0-) . . .		9,836		
	c Adjusted net income (if negative, enter -0-) . . .				

<b>Part III Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>				
1	Cash—non-interest-bearing . . . . .			
2	Savings and temporary cash investments . . . . .	35,405	29,492	29,492
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) . . . . .	179,499	197,097	215,488
c	Investments—corporate bonds (attach schedule) . . . . .			
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	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	214,904	226,589	244,980
<b>Liabilities</b>				
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
<b>Net Assets or Fund Balances</b>				
24	Unrestricted . . . . .			
25	Temporarily restricted . . . . .			
26	Permanently restricted . . . . .			
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	214,904	226,589	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	214,904	226,589	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	214,904	226,589	

**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	214,904
2	Enter amount from Part I, line 27a . . . . .	2	11,103
3	Other increases not included in line 2 (itemize) ►	3	582
4	Add lines 1, 2, and 3 . . . . .	4	226,589
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	226,589

**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)
<b>1 a</b>	SHORT TERM GAIN/LOSS		2013-04-01	2013-10-14
<b>b</b>	LONG TERM GAIN/LOSS		2011-12-21	2013-10-14
<b>c</b>	CAPITAL GAIN DIVIDENDS	P		
<b>d</b>				
<b>e</b>				
(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)
<b>a</b>	6,200		6,076	124
<b>b</b>	57,247		52,625	4,622
<b>c</b>				1,897
<b>d</b>				
<b>e</b>				
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	
<b>a</b>				124
<b>b</b>				4,622
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }		<b>2</b> 6,643
<b>3</b>	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 }		<b>3</b>

**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))
2012	18,330	306,932	0 05972
2011	455	8,238	0 055232
2010			
2009			
2008			
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b> 0 114952
<b>3</b>	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		<b>3</b> 0 038317
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		<b>4</b> 330,766
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 12,674
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 98
<b>7</b>	Add lines 5 and 6.		<b>7</b> 12,772
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b> 23,663

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		
Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>		1	98
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	98
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	98
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	0
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	98
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

		<b>Yes</b>	<b>No</b>
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? <input checked="" type="checkbox"/>	1a	No
1b	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 <b>Form 1120-POL</b> 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> <input checked="" type="checkbox"/>	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 <b>Form 990-T</b> 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> <input checked="" type="checkbox"/>	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"/> IN		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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	Yes

**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). . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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) . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	<input checked="" type="checkbox"/> Yes	

Website address ►

14 The books are in care of ► **KARA WRIGHT** Telephone no ► (317) 805-5044  
 Located at ► **PO BOX 40856 INDIANAPOLIS IN** ZIP +4 ► **462400856**

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 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? . . . . . **16**  Yes  No  
 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.

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? ( <b>Exception</b> . Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . .		<b>1b</b>
	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? . . . . .		<b>1c</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .		<b>2b</b>
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 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) . . . . .		<b>3b</b>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		<b>4a</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 2013? . . . . .		<b>4b</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <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 <b>any</b> 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? . . . . . <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No	No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <i>If "Yes" to 6b, file Form 8870.</i>		6b
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 officers, directors, trustees, foundation managers and their compensation (see instructions)**

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

**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".**

## **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
<b>1</b> _____ _____	
<b>2</b> _____ _____	

All other program-related investments See page 24 of the instructions

**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 317,036
b	Average of monthly cash balances. . . . .	1b 18,767
c	Fair market value of all other assets (see instructions). . . . .	1c 0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d 335,803
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. . . . .	3 335,803
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4 5,037
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 330,766
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6 16,538

**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 16,538
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a 98
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b
c	Add lines 2a and 2b. . . . .	2c 98
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3 16,440
4	Recoveries of amounts treated as qualifying distributions. . . . .	4
5	Add lines 3 and 4. . . . .	5 16,440
6	Deduction from distributable amount (see instructions). . . . .	6
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7 16,440

**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 23,663
b	Program-related investments—total from Part IX-B. . . . .	1b 0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2 0
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required). . . . .	3a 0
b	Cash distribution test (attach the required schedule). . . . .	3b 0
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 23,663
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 98
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6 23,565

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				16,440
<b>2</b> Undistributed income, if any, as of the end of 2013			0	
<b>a</b> Enter amount for 2012 only. . . . .				
<b>b</b> Total for prior years 2011, 2010, 2009		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .	429			
<b>e</b> From 2012. . . . .	3,123			
<b>f Total of lines 3a through e. . . . .</b>	3,552			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ 23,663			0	
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2013 distributable amount. . . . .				16,440
<b>e</b> Remaining amount distributed out of corpus	7,223			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:	10,775			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5			0	
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a. . . . .	10,775			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .	429			
<b>d</b> Excess from 2012. . . . .	3,123			
<b>e</b> Excess from 2013. . . . .	7,223			

**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.			
1b	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.			
2b	85% of line 2a.			
2c	Qualifying distributions from Part XII, line 4 for each year listed.			
2d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
2e	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))

DR AND MRS RONALD AND JANE CALDWE

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 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	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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	10,000
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

**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**

<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
JANE E CALDWELL  3251 EAST 1200 NORTH ROANOKE, IN 46783	PRESIDENT 1 0	0	0	0
RONALD G CALDWELL  3251 EAST 1200 NORTH ROANOKE, IN 46783	TREASURER 1 0	0	0	0
DANIEL S CALDWELL  3251 EAST 1200 NORTH ROANOKE, IN 46783	VICE-PRESIDENT 1 0	0	0	0
JOHN T CALDWELL  3251 EAST 1200 NORTH ROANOKE, IN 46783	VICE-PRESIDENT 1 0	0	0	0
JOSEPH M CALDWELL  3251 EAST 1200 NORTH ROANOKE, IN 46783	VICE-PRESIDENT 1 0	0	0	0

## 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)				
<b>a Paid during the year</b>				
IPFW 3251 EAST 1200 NORTH ROANOKE, IN 46783	NONE	PC	SCHOLARSHIP	1,000
INDIANA CENTER FOR MIDDLE EAST PEACE INC 3251 EAST 1200 NORTH ROANOKE, IN 46783	NONE	PC	OPERATIONAL SUPPORT	4,000
CANTERBURY SCHOOL 3210 SMITH ROAD FORT WAYNE, IN 46804	NONE	PC	SCHOLARSHIP	3,000
UNITED WAY OF ALLEN COUNTY 3334 E BERRY STREET FORT WAYNE, IN 46802	NONE	PC	OPERATIONAL SUPPORT	1,000
BLOOMINGTON HOSPITAL FOUNDATION 405 N ROGERS STREET BLOOMINGTON, IN 47404	NONE	PC	PROGRAM SUPPORT	1,000
<b>Total</b>			► 3a	10,000

2013

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

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

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at  
[www.irs.gov/form990](http://www.irs.gov/form990).**Name of the organization**  
THE HAPPY WAY FOUNDATION**Employer identification number**

45-3796054

**Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization  
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation  
 4947(a)(1) nonexempt charitable trust treated as a private foundation  
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1/3</sup>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of \$5,000 or more during the year . . . . . ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**Name of organization**  
 THE HAPPY WAY FOUNDATION
**Employer identification number**

45-3796054

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DR AND MRS RONALD CALDWELL 3251 EAST 1200 NORTH  ROANOKE, IN 46783	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II for noncash contributions )



<b>Name of organization</b> THE HAPPY WAY FOUNDATION	<b>Employer identification number</b> 45-3796054
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**Part III** *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* Complete columns (a) through (e) and the following line entry  
For organizations completing Part III, enter the total of *exclusively religious, charitable, etc., contributions of \$1,000 or less* for the year (Enter this information once See instructions ) ► \$  
Use duplicate copies of Part III if additional space is needed

## TY 2013 Accounting Fees Schedule

**Name:** THE HAPPY WAY FOUNDATION

**EIN:** 45-3796054

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES-BKD, LLP	2,875			2,875

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

## TY 2013 Depreciation Schedule

**Name:** THE HAPPY WAY FOUNDATION

**EIN:** 45-3796054

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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## TY 2013 Investments Corporate Stock Schedule

**Name:** THE HAPPY WAY FOUNDATION

**EIN:** 45-3796054

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHMENT	197,097	215,488

## TY 2013 Investments - Land Schedule

**Name:** THE HAPPY WAY FOUNDATION

**EIN:** 45-3796054

## TY 2013 Land, Etc. Schedule

**Name:** THE HAPPY WAY FOUNDATION

**EIN:** 45-3796054

## TY 2013 Legal Fees Schedule

**Name:** THE HAPPY WAY FOUNDATION

**EIN:** 45-3796054

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CARSON BOXBERGER LLP	9,938			9,938

## TY 2013 Other Expenses Schedule

**Name:** THE HAPPY WAY FOUNDATION

**EIN:** 45-3796054

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FORM 1023 APPLICATION FEE	850			850

## TY 2013 Other Income Schedule

**Name:** THE HAPPY WAY FOUNDATION**EIN:** 45-3796054

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTIES	547	547	

## TY 2013 Other Increases Schedule

**Name:** THE HAPPY WAY FOUNDATION

**EIN:** 45-3796054

Description	Amount
CASH ADJUSTMENT	582

## TY 2013 Other Professional Fees Schedule

**Name:** THE HAPPY WAY FOUNDATION**EIN:** 45-3796054

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES-TRUST COMPANY				
O F OXFORD	1,386	1,386		

## TY 2013 Taxes Schedule

**Name:** THE HAPPY WAY FOUNDATION**EIN:** 45-3796054

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES	70			
FOREIGN TAXES	82	82		



## ACCOUNT STATEMENT

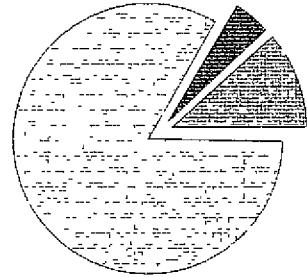
PAGE 2

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: CALDWELL FDN  
ACCOUNT NUMBER: 1050051235

### ACCOUNT DIVERSIFICATION SUMMARY

MARKET VALUE AS OF	12/01/2013	12/31/2013	% OF ACCOUNT
CASH	45.77	29,491.52	12.0%
CASH EQUIVALENTS	1,049.18	0.00	0.0%
EQUITIES	11,392.50	11,587.50	4.7%
MUTUAL FUNDS	205,507.96	203,900.93	83.3%
<b>Total</b>	<b>217,995.41</b>	<b>244,979.95</b>	<b>100.0%</b>



### ACCOUNT ACTIVITY SUMMARY

THIS PERIOD	YEAR TO DATE	REALIZED CAPITAL GAINS / LOSSES		YEAR TO DATE
		THIS PERIOD	YEAR TO DATE	
BEGINNING MARKET VALUE	217,995.41	226,013.62		
DIVIDENDS	890.41	4,149.71		
LTCG DIVIDENDS	1,866.75	1,866.80	LONG TERM	1,866.75
STCG DIVIDENDS	494.73	494.78	SHORT TERM	494.73
OTHER INCOME	144.68	547.18		618.56
ACCOUNT FEES	0.00	1,385.76	TOTAL GAINS / LOSSES	2,361.48
TAXES	0.00	70.00		7,106.90
RECEIPTS	25,000.00	25,000.00		
DISBURSEMENTS	0.00	23,663.01		
CHANGE IN MARKET VALUE	1,412.03	12,026.63		
ENDING MARKET VALUE	244,979.95	244,979.95		

### STATEMENT OF ASSETS

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CASH						
CASH			29,491.52	29,491.52 0.00		
<b>TOTAL CASH</b>			<b>29,491.52</b>	<b>29,491.52 0.00</b>	<b>0.00</b>	<b>0.00</b>



## ACCOUNT STATEMENT

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DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: CALDWELL.FDN  
ACCOUNT NUMBER 1050051235

### STATEMENT OF ASSETS (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>EQUITIES</b>						
46625H365 JPMORGAN ALERIAN MLP INDEX ETN	AMJ	250.000	11,587.50 46.35	9,498.60 2,088.90	547.25	4.72
<b>TOTAL EQUITIES</b>			<b>11,587.50</b>	<b>9,498.60 2,088.90</b>	<b>547.25 0.00</b>	<b>4.72</b>
<b>MUTUAL FUNDS</b>						
00203H859 AQR MANAGED FUTURES FUND CLASS I	AQMIX	639.784	6,775.10 10.59	6,500.00 275.10	47.98	0.71
003021847 ABERDEEN ASIA BOND INSTL CLASS	CSABX	493.274	4,814.35 9.76	5,500.00 685.65-	122.33	2.54
00758M162 CAMBIAR ACADIAN EMERGING MARKETS PORTFOLIO FUND INSTL CLASS	AEMGX	379.857	6,966.58 18.34	6,157.48 809.10	80.15	1.15
25852M204 E.I.I. GLOBAL PROPERTY INSTL	EIGX	287.191	4,801.83 16.72	5,000.00 198.17-	107.70	2.24
277923728 EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FUND CLASS I FUND	EIGMX	1,434.831	13,516.11 9.42	14,161.78 645.67-	556.71	4.12
317609683 VULCAN VALUE PARTNERS SMALL CAP	VVPSX	412.621	8,046.11 19.50	6,923.78 1,122.33	23.11	0.29
41664M185 HARTFORD WORLD BOND	HWDYX	1,025.163	10,856.48 10.59	11,000.00 143.52-	135.32 64.72	1.25
45070A206 IVA WORLDWIDE FUND CLI	IVWIX	505.618	9,010.11 17.82	9,000.00 10.11	124.38	1.38
577130842 MATTHEWS ASIAN GROWTH & INCOME INSTL	MICSX	377.307	7,131.10 18.90	7,300.00 166.90-	194.69	2.73
693390700 PIMCO TOTAL RETURN FUND INSTL CLASS	PTTRX	5,983.601	63,964.69 10.69	65,278.19 1,313.50-	1,651.47 137.62	2.58
742935406 OSTERWEIS FUND	OSTFX	300,712	10,416.66 34.64	7,611.01 2,805.65	187.04	1.80
74925K581 ROBECO BOSTON PARTNERS LONG/SHORT RESEARCH FUND INSTL CLASS	BPIRX	505.837	7,299.23 14.43	6,500.00 799.23		



## ACCOUNT STATEMENT

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DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: CALDWELL.FDN  
ACCOUNT NUMBER: 1050051235

### STATEMENT OF ASSETS (CONTINUED.)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
<b>MUTUAL FUNDS</b>						
74972H648 RS GLOBAL NATURAL RESOURCES FUND CLASS Y						
	RSNYX	141,882	5,072.99 35.76	5,500.00 427.01	6.67	0.13
81063U503 SCOUT INTERNATIONAL	UMBWX	404,428	15,068.99 37.26	11,165.25 3,902.74	177.95	1.18
922908488 VANGUARD TOTAL STOCK MARKET INDEX FUND SIGNAL SHARES	VTSSX	669,343	30,160.60 45.06	20,000.00 10,160.60	526.10	1.74
<b>TOTAL MUTUAL FUNDS</b>			<b>203,900.93</b>	<b>187,598.49 16,302.44</b>	<b>3,941.60 202.34</b>	
<b>TOTAL ASSETS</b>			<b>244,979.95</b>	<b>226,588.61 18,391.34</b>	<b>4,488.85 202.34</b>	<b>1.83</b>
<b>TOTAL ACCRUED INC</b>			<b>202.34</b>	<b>202.34</b>		
<b>GRAND TOTAL ASSETS</b>			<b>245,182.29</b>	<b>226,790.95 18,391.34</b>	<b>4,488.85 202.34</b>	<b>1.83</b>

### TRANSACTION DETAIL

DATE	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST	GAIN / LOSS
12/01/13	<b>BEGINNING BALANCE</b>	12,506.59	12,552.36	198,146.27	
12/02/13	316176106 DIVIDEND ON FIDELITY INSTL MM TAX EXEMPT - CLASS I (0056) PAYABLE 11/30/2013 EFFECTIVE 11/30/2013		0.01		
12/02/13	693390700 DIVIDEND ON PIMCO TOTAL RETURN FUND INSTL CLASS PAYABLE 11/30/2013 EFFECTIVE 11/30/2013		120.40		
12/03/13	317609683 LONG TERM CAPITAL GAINS DIVIDEND ON 412,621 SHS VULCAN VALUE PARTNERS SMALL CAP AT 27005 PER SHARE PAYABLE 12/02/2013 EX DATE 11/29/2013 EFFECTIVE 12/02/2013	111.43			111.43