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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 06-01-2013 , and ending 05-31-2014

Name of foundation WADDELL FOUNDATION		A Employer identification number 31-4386851	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 358		B Telephone number (see instructions) (740) 389-6335	
City or town, state or province, country, and ZIP or foreign postal code MARION, OH 43302		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)▶\$ 4,247,297		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ 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)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	52	52		
	4 Dividends and interest from securities.	101,920	101,920		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,687,722			
	b Gross sales price for all assets on line 6a 2,314,552				
	7 Capital gain net income (from Part IV, line 2) . . .		1,687,722		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,789,694	1,789,694		
	13 Compensation of officers, directors, trustees, etc	17,400			17,600
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	6,880			6,880
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	35,994			200
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	3,447	2,922		525
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	63,721	2,922		25,205
	25 Contributions, gifts, grants paid	144,970			144,970
	26 Total expenses and disbursements. Add lines 24 and 25	208,691	2,922		170,175
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,581,003			
	b Net investment income (if negative, enter -0-)		1,786,772		
	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	23,098	39,982	39,982
	2	Savings and temporary cash investments	6,206	93,256	93,256
	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)	3,722,870	4,114,059	4,114,059
	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	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,752,174	4,247,297	4,247,297	
Liabilities	17	Accounts payable and accrued expenses	200		
	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 ▶ _____)	1,407	32,674	
	23	Total liabilities (add lines 17 through 22)	1,607	32,674	
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	3,750,567	4,214,623	
	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 page 17 of the instructions)	3,750,567	4,214,623	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,752,174	4,247,297	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 3,750,567
2	Enter amount from Part I, line 27a	2 1,581,003
3	Other increases not included in line 2 (itemize) ▶ _____	3 -113,497
4	Add lines 1, 2, and 3	4 5,218,073
5	Decreases not included in line 2 (itemize) ▶ _____	5 1,003,450
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 4,214,623

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,687,722
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	146,329	3,362,852	0 043513
2011	128,602	3,054,422	0 042104
2010	108,983	2,865,238	0 038036
2009	160,327	2,527,312	0 063438
2008	158,753	2,795,553	0 056788

2	Total of line 1, column (d).	2	0 243879
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 048776
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	3,939,740
5	Multiply line 4 by line 3.	5	192,165
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	17,868
7	Add lines 5 and 6.	7	210,033
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	170,175

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 ☐ and enter "N/A" on line 1		1	35,735		
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 ☐ and enter 1% of Part I, line 27b		2			
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	35,735
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	35,735		
6 Credits/Payments		7	3,120		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			3,120	
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	3,120		
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	32,615		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded		11			

Part VII-A Statements Regarding Activities			
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?		Yes	No
	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)? 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.			No
	1b		No
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 \$ (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? If "Yes," attach a detailed description of the activities.	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? If "Yes," attach a conformed copy of the changes	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? If "Yes," attach the statement required by General Instruction T.	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? If "Yes," complete Part II, col. (c), and Part XV.	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) OH			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	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)? If "Yes," complete Part XIV	9		No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

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		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)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of TIMOTHY WADDELL Telephone no (740) 225-5733 Located at P O BOX 358 MARION OH ZIP+4 43302			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.			
		15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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.			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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes 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.).	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 2013?	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))?

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)?

5b

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?

6b

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?

7b

Part VIII

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

1

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

NONE

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

Part IX-A

Expenses

1

Part IX-B

Amount

1 N/A

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	3,918,465
b	Average of monthly cash balances.	1b	81,271
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,999,736
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	3,999,736
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	59,996
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,939,740
6	Minimum investment return. Enter 5% of line 5.	6	196,987

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	196,987
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	35,735
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	35,735
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	161,252
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	161,252
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	161,252

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	170,175
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	170,175
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	170,175
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				161,252
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			165,026	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 170,175				
a Applied to 2012, but not more than line 2a			165,026	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				5,149
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				156,103
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 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	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address of the person to whom applications should be addressed

JAMES WADDELL
P O BOX 358
MARION,OH 43302
(740) 389-6335

b

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

APPLICATION FOR FUNDS MUST BE FOR CHARITIES AND ACTIVITIES ASSISTING SENIOR CITIZENS

c

Any submission deadlines

ANY TIME DURING THE YEAR

d

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

AWARDS ARE RESTRICTED TO MARION AND ADJACENT COUNTIES

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	144,970
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

[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 or fiduciary) is based on all information of which preparer has any knowledge.		
	*****	2014-10-06	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name E FREDERICK MANTER	Preparer's Signature	Date 2014-10-06	Check if self-employed ☒	PTIN P00319585
	Firm's name ☒ HOLBROOK & MANTER INC			Firm's EIN ☒ 31-0998651	
	Firm's address ☒ 181 E CENTER ST MARION, OH 433023813			Phone no (740) 387-8620	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ABBOTT LABORATORIES	P		2014-04-29
GENERAL MILLS	P		2014-04-29
WAL-MART STORES	P		2014-04-29
ABBVIE	P		2014-04-29
HEWLETT-PACKARD	P		2014-04-29
WALT DISNEY COMPANY	P		2013-10-22
AUTOMATIC DATA PROCESSING	P		2014-04-29
JOHNSON & JOHNSON	P		2013-10-29
WALT DISNEY COMPANY	P		2014-04-29
BANK AMERICA CORP	P		2013-10-22
JOHNSON & JOHNSON	P		2014-04-29
BRISTOL MYERS SQUIBB	P		2014-01-10
KIMBERLY CLARK	P		2014-04-29
BRISTOL MYERS SQUIBB	P		2014-04-29
MCDONALDS	P		2013-10-29
CAPITAL ONE	P		2014-04-29
MCDONALDS	P		2014-04-29
CHEVRON	P		2014-04-29
MICROSOFT CORP	P		2014-04-29
CITIGROUP	P		2013-10-22
PEPSICO	P		2013-10-29
COCA-COLA COMPANY	P		2013-10-29
PEPSICO	P		2014-04-29
COCA-COLA COMPANY	P		2014-04-29
PROCTOR & GAMBLE	P		2014-04-29
DOW CHEMICAL	P		2014-04-29
STATE STREET CORP	P		2014-04-29
EMC CORP MASS	P		2014-04-29
U S BANCORP	P		2014-04-29
EXXON MOBIL CORP	P		2014-04-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
WALGREEN COMPANY	P		2014-01-10
GENERAL ELECTRIC	P		2014-04-29
WALGREEN COMPANY	P		2014-04-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
42,360		1,560	40,800
100,717		22,925	77,792
131,556		9,859	121,697
56,198		1,692	54,506
39,515		10,101	29,414
68,346		15,108	53,238
61,191		9,696	51,495
64,117		2,119	61,998
156,117		30,216	125,901
23,546		51,776	-28,230
111,604		3,354	108,250
34,629		7,279	27,350
51,059		6,123	44,936
87,604		20,963	66,641
47,581		4,321	43,260
73,458		68,469	4,989
136,405		11,668	124,737
82,600		55,918	26,682
85,469		55,542	29,927
7,522		15,651	-8,129
59,283		1,627	57,656
29,039		1,327	27,712
90,791		2,441	88,350
87,503		3,857	83,646
88,161		12,483	75,678
43,766		30,729	13,037
57,955		38,747	19,208
37,784		36,294	1,490
60,539		35,517	25,022
71,659		41,254	30,405

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
34,504		2,726	31,778
66,574		6,700	59,874
125,400		8,788	116,612

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			40,800
			77,792
			121,697
			54,506
			29,414
			53,238
			51,495
			61,998
			125,901
			-28,230
			108,250
			27,350
			44,936
			66,641
			43,260
			4,989
			124,737
			26,682
			29,927
			-8,129
			57,656
			27,712
			88,350
			83,646
			75,678
			13,037
			19,208
			1,490
			25,022
			30,405

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			31,778
			59,874
			116,612

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
JAMES P WADDELL  P O BOX 358 MARION, OH 43302	PRESIDENT 1 00	3,000	0	0
MICHAEL PAYETTE  P O BOX 358 MARION, OH 43302	VICE PRESIDE 1 00	3,000	0	0
BETTY DENDINGER  P O BOX 358 MARION, OH 43302	TRUSTEE 1 00	3,000	0	0
DAVID WILLIAMSON  P O BOX 358 MARION, OH 43302	ATTORNEY 1 00	3,000	0	0
TIM WADDELL  P O BOX 358 MARION, OH 43302	SECRETARY 1 00	5,400	0	0
WILLIAM DUNN  P O BOX 358 MARION, OH 43302	TRUSTEE 1 00	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)				
a Paid during the year				
ADULT RESIDENTS MINISTRIAL SERVICES P O BOX 2372 MARION, OH 43302	NONE	PC	UNRESTRICTED	25,500
CALEDONIA SENIOR CENTER P O BOX 5 CALEDONIA, OH 43314	NONE	PC	UNRESTRICTED	2,500
GREENCAMP SENIOR CENTER P O BOX 201 GREEN CAMP, OH 43322	NONE	PC	UNRESTRICTED	2,500
MARION COUNTY FED WOMENS EAST CENTER ST MARION, OH 43302	NONE	PC	UNRESTRICTED	2,500
MARION GENERAL HOSPITAL HOSPICE 278 BARKS ROAD WEST MARION, OH 43302	NONE	PC	UNRESTRICTED	20,000
MARION SENIOR CENTER 2375 HARDING HWY EAST MARION, OH 43302	NONE	PC	UNRESTRICTED	3,500
MARION TOWERS 400 DELAWARE AVE MARION, OH 43302	NONE	PC	UNRESTRICTED	10,120
MOBILE MEALS 326 S PROSPECT ST MARION, OH 43302	NONE	PC	UNRESTRICTED	20,000
NEW VISION SENIOR DELAWARE AVE MARION, OH 43302	NONE	PC	UNRESTRICTED	2,500
OHIO HISTORICAL SOCIETY 800 E 17TH AVE COLUMBUS, OH 43211	NONE	PC	UNRESTRICTED	46,000
OHIO STATE MARION 1465 MT VERNON AVE MARION, OH 43302	NONE	PC	SR CITIZEN TICKETS FOR CAMPUS EVENT	4,000
PALACE THEATRE 276 W CENTER STREET MARION, OH 43302	NONE	PC	UNRESTRICTED	850
PLEASANT SENIOR CENTER 1036 OWENS RD W MARION, OH 43302	NONE	PC	UNRESTRICTED	2,500
PROSPECT SENIOR CENTER 318 N ELM ST PROSPECT, OH 43342	NONE	PC	UNRESTRICTED	2,500
Total  3a				144,970

TY 2013 Accounting Fees Schedule

Name: WADDELL FOUNDATION

EIN: 31-4386851

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	6,880			6,880

TY 2013 Compensation Explanation**Name:** WADDELL FOUNDATION**EIN:** 31-4386851

Person Name	Explanation
JAMES P WADDELL	
MICHAEL PAYETTE	
BETTY DENDINGER	
DAVID WILLIAMSON	
TIM WADDELL	
WILLIAM DUNN	

TY 2013 Investments Corporate
Stock Schedule

Name: WADDELL FOUNDATION
EIN: 31-4386851

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS	44,011	44,011
ABBVIE, INC	59,763	59,763
ARTISAN MID CAP VALUE	58,415	58,415
AUTOMATED DATA PROCESSING	63,744	63,744
BANK OF AMERICA		
BLACKROCK EQUITY DIVIDEND INSTL	97,637	97,637
BRISTOL MYERS/SQUIBB CO.	108,185	108,185
CAPITAL ONE	102,557	102,557
CHEVRON	98,232	98,232
CITIGROUP		
COCA-COLA	87,956	87,956
COLUMBIA CONTRARIAN CORE	98,698	98,698
DODGE & COX INCOME	96,847	96,847
DODGE & COX INTL STOCK	113,009	113,009
DOW CHEMICAL	109,452	109,452
EAGLE SMALL CAP GROWTH	28,664	28,664
EATON VANCE INCOME FUND OF BOSTON	38,524	38,524
EMC CORP MASS	39,840	39,840
EXXON MOBIL CORP	70,371	70,371
FIDELITY ADVISOR NEW INSIGHTS INTL	108,203	108,203
FLEMING CAPITAL JP MORGAN MID CAP	58,708	58,708
FRANKLIN US GOVERNMENT SECS ADV	38,461	38,461
GENERAL ELECTRIC	93,765	93,765
GENERAL MILLS	104,367	104,367
GOLDMAN SACHS GOV INC INSTL	38,618	38,618
HARBOR BOND INSTL	97,262	97,262
HARBOR INTL INSTL	111,587	111,587
HEARTLAND VALUE PLUS INSTL	37,923	37,923
HEWLETT PACKARD	40,200	40,200
INVESTCO INTL GROWTH	112,134	112,134

Name of Stock	End of Year Book Value	End of Year Fair Market Value
IVEY MID CAP GROWTH	58,363	58,363
JOHN HANCOCK DISCIPLINED VALUE	98,375	98,375
JOHNSON & JOHNSON	111,606	111,606
JPMORGAN US EQUITY INSTL	98,856	98,856
KIMBERLY CLARK CORP.	51,344	51,344
MCDONALDS	136,930	136,930
MFS INTL GROWTH	112,054	112,054
MICROSOFT CORP.	102,350	102,350
NATIONWIDE GENEVA MID CAP GR	57,411	57,411
OPPENHEIMER DEVELOPING MARKETS	69,342	69,342
PEPSICO	92,746	92,746
PIMCO HIGH YIELD	38,580	38,580
PIONEER OAK RIDGE SM CAP GR	28,989	28,989
PROCTOR & GAMBLE	85,961	85,961
RIDGWORTH SMALL CAP VALUE EQ	38,483	38,483
STATE STREET BANK	91,378	91,378
T ROWE PRICE BLUE CHIP GROWTH	109,798	109,798
US BANCORP	101,256	101,256
VIRTUS EMERGING MARKETS OPPTYS	69,145	69,145
WAL-MART STORES INC.	126,670	126,670
WALGREEN CO.	134,472	134,472
WALT DISNEY CO.	142,817	142,817

TY 2013 Other Decreases Schedule**Name:** WADDELL FOUNDATION**EIN:** 31-4386851

Description	Amount
BEGINNING UNREALIZED GAIN(LOSS)	2,691,171
LESS:GAIN REALIZED CURRENTLY	-1,687,721

TY 2013 Other Expenses Schedule**Name:** WADDELL FOUNDATION**EIN:** 31-4386851

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
POSTAGE/OFFICE SUPPLIES	266			266
INSURANCE	144			144
MISCELLANEOUS EXPENSE	115			115
BUSINESS SVC ACCOUNT FEE	2,922	2,922		

TY 2013 Other Increases Schedule**Name:** WADDELL FOUNDATION**EIN:** 31-4386851

Description	Amount
ENDING UNREALIZED GAIN(LOSS)	1,574,224
LESS:GAIN REALIZED CURRENTLY	-1,687,721

TY 2013 Other Liabilities Schedule

Name: WADDELL FOUNDATION

EIN: 31-4386851

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	1,407	
TAXES PAYABLE - UNDISTRIB INCOM		32,674

TY 2013 Taxes Schedule

Name: WADDELL FOUNDATION

EIN: 31-4386851

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OHIO REGISTRATION	200			200
FEDERAL EXCISE TAX	35,794			