



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

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

OMB No 1545-0052

2008Department of the Treasury
Internal Revenue Service

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

For calendar year 2008, or tax year beginning 11/01/08, and ending 10/31/09G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

| | | | | |
|---|---|---|--|--|
| Use the IRS label. Otherwise, print or type. See Specific Instructions. | Name of foundation The William R. Watts Fndn, Inc. c/o Greateon & Greateon | | A Employer identification number 59-1971220 | |
| | Number and street (or P O box number if mail is not delivered to street address) Room/suite PO Box 39238 | | B Telephone number (see page 10 of the instructions) 954-561-0313 | |
| | City or town, state, and ZIP code Fort Lauderdale FL 33339-9238 | | C If exemption application is pending, 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 | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 21,132,515 | | J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| | | (Part I, column (d) must be on cash basis.) | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see pg 11 of the instructions))

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 676 | 676 | | |
| 4 Dividends and interest from securities | 664,659 | 664,659 | | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | -1,211,428 | | | |
| b Gross sales price for all assets on line 6a | 4,017,346 | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 0 | | |
| 8 Net short-term capital gain | | | 0 | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns & allowances | | | | |
| b Less: Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) Stmt 1 | 37,054 | 37,054 | | |
| 12 Total. Add lines 1 through 11 | -509,039 | 702,389 | 0 | |
| 13 Compensation of officers, directors, trustees, etc | | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) Stmt 2 | 12,000 | 1,200 | | 10,800 |
| c Other professional fees (attach schedule) Stmt 3 | 177,893 | 109,848 | | 74,854 |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see page 14 of the instructions) Stmt 4 | 5,888 | | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (att sch) Stmt 5 | 1,401 | 509 | | 892 |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 197,182 | 111,057 | | 86,546 |
| 25 Contributions, gifts, grants paid | 900,000 | | | 900,000 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 1,097,182 | 111,057 | 0 | 986,546 |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses & disbursements | -1,606,221 | | | |
| b Net investment income (if negative, enter -0-) | | 591,332 | | |
| c Adjusted net income (if negative, enter -0-) | | | 0 | |

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2008)

DAA

P 18

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

| | | Beginning of year | End of year | |
|------------------------------------|--|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash—non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 138,741 | 37,830 | 37,830 |
| | 3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶ | 86,664 | | |
| | 4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) | | | |
| | 7 Other notes and loans receivable (att schedule) ▶ Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | 15,833 | 15,833 | 15,833 |
| | 10a Investments—U S and state government obligations (attach schedule) | | | |
| | b Investments—corporate stock (attach schedule) See Stmt 6 | 9,432,748 | 9,391,020 | 9,391,020 |
| | c Investments—corporate bonds (attach schedule) See Stmt 7 | 3,961,150 | 5,031,081 | 5,031,081 |
| | 11 Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶ | | | |
| | 12 Investments—mortgage loans | 481,306 | 404,193 | 404,193 |
| | 13 Investments—other (attach schedule) See Statement 8 | 4,728,457 | 6,246,961 | 6,246,961 |
| | 14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶ | | | |
| | 15 Other assets (describe ▶ See Statement 9) | 3,804 | 5,597 | 5,597 |
| | 16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) | 18,848,703 | 21,132,515 | 21,132,515 |
| Liabilities | 17 Accounts payable and accrued expenses | 13,933 | 6,924 | |
| | 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) | 13,933 | 6,924 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 18,834,770 | 21,125,591 | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 Total net assets or fund balances (see page 17 of the instructions) | 18,834,770 | 21,125,591 | |
| | 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) | 18,848,703 | 21,132,515 | |

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 | 18,834,770 |
| 2 Enter amount from Part I, line 27a | 2 | -1,606,221 |
| 3 Other increases not included in line 2 (itemize) ▶ See Statement 10 | 3 | 3,897,042 |
| 4 Add lines 1, 2, and 3 | 4 | 21,125,591 |
| 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 | 21,125,591 |

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 Mutual Funds - See Attached Schedule | P | Various | Various |
| b Brandywine Global Fixed Income | P | Various | Various |
| c Class Action Settlements | P | Various | Various |
| 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 3,566,481 | | 4,788,071 | -1,221,590 |
| b 446,732 | | 440,703 | 6,029 |
| c 4,133 | | | 4,133 |
| 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 | | | -1,221,590 |
| b | | | 6,029 |
| c | | | 4,133 |
| d | | | |
| e | | | |

| | | | |
|---|---|---|------------|
| 2 Capital gain net income or (net capital loss) | <div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> | 2 | -1,211,428 |
| 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 pages 13 and 17 of the 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)) |
|---|---------------------------------------|---|--|
| 2007 | 1,084,867 | 20,998,035 | 0.051665 |
| 2006 | 1,084,213 | 21,911,365 | 0.049482 |
| 2005 | 968,938 | 19,346,606 | 0.050083 |
| 2004 | 912,214 | 16,273,007 | 0.056057 |
| 2003 | 765,825 | 16,972,828 | 0.045121 |

| | | |
|---|---|------------|
| 2 Total of line 1, column (d) | 2 | 0.252408 |
| 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 | 0.050482 |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 | 4 | 19,368,066 |
| 5 Multiply line 4 by line 3 | 5 | 977,739 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 5,913 |
| 7 Add lines 5 and 6 | 7 | 983,652 |
| 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 on page 18. | 8 | 986,546 |

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 letter: (attach copy of ruling letter if necessary—see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 5,913 |
| 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 | 5,913 |
| 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 | 5,913 |
| 6 | Credits/Payments | | |
| a | 2008 estimated tax payments and 2007 overpayment credited to 2008 | 6a | 11,604 |
| 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 | 11,604 |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 5,691 |
| 11 | Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> 1,479 Refunded <input type="checkbox"/> | 11 | 4,212 |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> FL | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

N/A

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 page 20 of the instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► None | 13 | X | |
| 14 | The books are in care of ► Greateon & Greateon PO Box 39238 Located at ► Fort Lauderdale, FL | Telephone no ► 954-561-0313 ZIP+4 ► 33339 | | |
| 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 | | |

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? | <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 checked="" type="checkbox"/> Yes | <input 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? (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.) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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 | | <input checked="" type="checkbox"/> |
| 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 2008? | | <input checked="" type="checkbox"/> |
| 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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ► 20 , 20 , 20 , 20 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 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 page 20 of the instructions.) | 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 | N/A | |
| 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 2008 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 2008.) | N/A | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | <input checked="" type="checkbox"/> |
| 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 2008? | | <input checked="" type="checkbox"/> |

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))? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| (2) | Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| (3) | Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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 page 22 of the instructions) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| b | If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here | N/A <input 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? If "Yes," attach the statement required by Regulations section 53.4945-5(d) | N/A <input type="checkbox"/> Yes <input type="checkbox"/> 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? If you answered "Yes" to 6b, also file Form 8870. | | | 6b X |
| 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? | N/A | | 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 page 22 of the 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 Statement 11 | | | | |
| | | | | |
| | | | | |
| | | | | |
| 2 Compensation of five highest-paid employees (other than those included on line 1 —see page 23 of the instructions). If none, enter "NONE." | | | | |
| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total number of other employees paid over \$50,000 | | | | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| Hammond Associates 101 S Hanley Rd, Ste 300, St. Louis MO 63105 | Investment | 101,732 |
| Greaton & Greaton PO Box 39238, Fort Lauderdale FL 33339-9238 | Management | 76,161 |
| | | |
| | | |
| | | |

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

0

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 N/A

2

3

4

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

Amount

1 N/A

2

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

3

Total. Add lines 1 through 3

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 | 19,395,709 |
| b | Average of monthly cash balances | 1b | 267,302 |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 0 |
| d | Total (add lines 1a, b, and c) | 1d | 19,663,011 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0 |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0 |
| 3 | Subtract line 2 from line 1d | 3 | 19,663,011 |
| 4 | Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 294,945 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 19,368,066 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 968,403 |

Part XI Distributable Amount (see page 25 of the 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 | 968,403 |
| 2a | Tax on investment income for 2008 from Part VI, line 5 | 2a | 5,913 |
| b | Income tax for 2008. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 5,913 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 962,490 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 962,490 |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 962,490 |

Part XII Qualifying Distributions (see page 25 of the 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 | 986,546 |
| 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 | 986,546 |
| 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 page 26 of the instructions) | 5 | 5,913 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 980,633 |

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 page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2007 | (c) 2007 | (d) 2008 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2008 from Part XI, line 7 | | | | 962,490 |
| 2 Undistributed income, if any, as of the end of 2007 | | | | |
| a Enter amount for 2007 only | | | | |
| b Total for prior years: 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2008. | | | | |
| a From 2003 | | | | |
| b From 2004 | | | | 106,989 |
| c From 2005 | | | | 24,034 |
| d From 2006 | | | | 19,693 |
| e From 2007 | | | | 58,167 |
| f Total of lines 3a through e | 208,883 | | | |
| 4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 986,546 | | | | |
| a Applied to 2007, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required—see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required—see page 26 of the instructions) | | | | |
| d Applied to 2008 distributable amount | | | | 962,490 |
| e Remaining amount distributed out of corpus | 24,056 | | | |
| 5 Excess distributions carryover applied to 2008 (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 | 232,939 | | | |
| 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 page 27 of the instructions | | | | |
| e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions | | | | |
| f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a | 232,939 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2004 | | | | 106,989 |
| b Excess from 2005 | | | | 24,034 |
| c Excess from 2006 | | | | 19,693 |
| d Excess from 2007 | | | | 58,167 |
| e Excess from 2008 | | | | 24,056 |

Part XIV Private Operating Foundations (see page 27 of the 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 2008, enter the date of the ruling

| | | | |
|----------|---|--|-------------------------------------|
| b | Check box to indicate whether the foundation is a private operating foundation described in section | <input type="checkbox"/> 4942(j)(3) or | <input type="checkbox"/> 4942(j)(5) |
|----------|---|--|-------------------------------------|

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon.

a "Assets" alternative test—enter.

(1) Value of all assets

(2) Value of assets qualifying under section 4942(1)(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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

N/A

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

N/A

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 page 28 of the 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:

Wilson B. Greation, Jr., President 954-561-0313
PO Box 39238, Fort Lauderdale FL 33339

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

See Attached Statement Grant Guidelines

c Any submission deadlines:

See Statement 12

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

See Statement 13

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 Statement 14 | | | | 900,000 |
| Total | | | ▶ 3a | 900,000 |
| b Approved for future payment N/A | | | | |
| 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 page 28 of the 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 | | | 14 | 676 | |
| 4 Dividends and interest from securities | | | 14 | 664,659 | |
| 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 | | | 14 | 37,054 | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | -1,211,428 | |
| 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 | | -509,039 | 0 |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | -509,039 | -509,039 |

(See worksheet in line 13 instructions on page 28 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

- 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?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of:
- (1)** Cash
- (2)** Other assets
- b** Other transactions:
- (1)** Sales of assets to a noncharitable exempt organization
- (2)** Purchases of assets from a noncharitable exempt organization
- (3)** Rental of facilities, equipment, or other assets
- (4)** Reimbursement arrangements
- (5)** Loans or loan guarantees
- (6)** Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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 organization. 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

| | Yes | No |
|-------|-----|----|
| 1a(1) | | X |
| 1a(2) | | X |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

[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 |
|--------------------------|--------------------------|---------------------------------|
| N/A | | |
| | | |
| | | |
| | | |
| | | |

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.

Signature of officer or trustee

Date _____

Title

Sign Here

**Paid
Preparer's
Use Only**Preparer's
signature

Firm's name (or yours if self-employed), address, and ZIP code

ROBBINS & LANDINO, PA
222 S.E. 10th Street
Fort Lauderdale, FL 33316

Date _____

1/19/10

Check if
self-employed

Preparer's identifying
number (see **Signature** on
page 30 of the instructions)
041-62-5023

EIN ▶ 65-0356804

Phone no 954-467-3100

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

| Description | Revenue per Books | Net Investment Income | Adjusted Net Income |
|------------------------------|----------------------|--------------------------|------------------------|
| Mortgage Interest | \$ 28,987 | \$ 28,987 | \$ |
| Dist. from Lim. Partnerships | 8,067 | 8,067 | |
| Total | \$ 37,054 | \$ 37,054 | \$ 0 |

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|--------------------------|-----------|-------------------|-----------------|-----------------------|
| Indirect Accounting Fees | \$ 12,000 | \$ 1,200 | \$ | \$ 10,800 |
| Total | \$ 12,000 | \$ 1,200 | \$ 0 | \$ 10,800 |

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|-------------------------|------------|-------------------|-----------------|-----------------------|
| Investment Advisory Fee | \$ 101,732 | \$ 101,732 | \$ | \$ 74,854 |
| Office Management Fee | 76,161 | 7,616 | | |
| Total | \$ 177,893 | \$ 109,348 | \$ 0 | \$ 74,854 |

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|--------------------|----------|-------------------|-----------------|-----------------------|
| Federal Excise Tax | \$ 5,888 | \$ | \$ | \$ |
| Total | \$ 5,888 | \$ 0 | \$ 0 | \$ 0 |

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

| Description | Total | Net Investment | Adjusted Net | Charitable Purpose |
|---------------|--------------|-------------------|-----------------|-----------------------|
| Expenses | | | | |
| Insurance | 768 | 192 | | 576 |
| Miscellaneous | 633 | 317 | | 316 |
| Total | <u>1,401</u> | <u>509</u> | <u>0</u> | <u>892</u> |
| | \$ | \$ | \$ | \$ |

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

| Description | Beginning of Year | End of Year | Basis of Valuation | Fair Market Value |
|-------------|----------------------|---------------------|-----------------------|----------------------|
| Equities | \$ 9,432,748 | \$ 9,391,020 | Market | \$ 9,391,020 |
| Total | <u>\$ 9,432,748</u> | <u>\$ 9,391,020</u> | | <u>\$ 9,391,020</u> |

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

| Description | Beginning of Year | End of Year | Basis of Valuation | Fair Market Value |
|-----------------|----------------------|---------------------|-----------------------|----------------------|
| Debt Securities | \$ 3,961,150 | \$ 5,031,081 | Market | \$ 5,031,081 |
| Total | <u>\$ 3,961,150</u> | <u>\$ 5,031,081</u> | | <u>\$ 5,031,081</u> |

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

| Description | Beginning of Year | End of Year | Basis of Valuation | Fair Market Value |
|---------------------|----------------------|---------------------|-----------------------|----------------------|
| Real Estate | \$ 959,489 | | Market | \$ |
| Commodities | 780,069 | 950,612 | Market | 950,612 |
| Hedge Fund | 2,053,284 | 2,204,831 | Market | 2,204,831 |
| Private Equity Fund | 935,615 | 1,094,294 | Cost | 1,094,294 |
| Private Bond Fund | | 1,997,224 | Market | 1,997,224 |
| Total | <u>\$ 4,728,457</u> | <u>\$ 6,246,961</u> | | <u>\$ 6,246,961</u> |

Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets

| Description | Beginning of Year | End of Year | Fair Market Value |
|-----------------------|----------------------|-----------------|----------------------|
| Refundable Excise Tax | \$ 3,804 | \$ 5,597 | \$ 5,597 |
| Total | <u>\$ 3,804</u> | <u>\$ 5,597</u> | <u>\$ 5,597</u> |

Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

| Description | Amount |
|---------------------------------|---------------------|
| Unrealized Gains on Investments | \$ 3,897,042 |
| Total | <u>\$ 3,897,042</u> |

Statement 11 - Form 990 PF, Part VIII, Line 1 – List of Officers, Directors, Trustees and Foundation Managers

| a Name and address | b Title and Average hours per week devoted to position | c Compensation (if not paid, enter -0-) | d Contribution to employee benefit plans and deferred compensation | e Expense Acc other allowances |
|---|--|---|---|-----------------------------------|
| Wilson B. Greateon, Jr PO Box 39238 Fort Lauderdale, FL 33339-9238 | President / 10 | 0 | 0 | 0 |
| Elizabeth Greateon Stephany PO Box 39238 Fort Lauderdale, FL 33339-9238 | VP/Secretary/Treasurer / 1+ | 0 | 0 | 0 |
| William J. Rotella PO Box 39238 Fort Lauderdale, FL 33339-9238 | Director / 1+ | 0 | 0 | 0 |
| Javier Alberto Soto PO Box 39238 Fort Lauderdale, FL 33339-9238 | Director / 1+ | 0 | 0 | 0 |
| E. Hugh Chappell, Jr PO Box 39238 Fort Lauderdale, FL 33339-9238 | Director / 1+ | 0 | 0 | 0 |
| Paul E. Daly PO Box 39238 Fort Lauderdale, FL 33339-9238 | Director / 1+ | 0 | 0 | 0 |
| Alan Loehr PO Box 39238 Fort Lauderdale, FL 33339-9238 | Director / 1+ | 0 | 0 | 0 |
| Mary E. Donworth PO Box 39238 Fort Lauderdale, FL 33339-9238 | Director / 1+ | 0 | 0 | 0 |
| Richard G. Coker, Jr PO Box 39238 Fort Lauderdale, FL 33339-9238 | Director / 1+ | 0 | 0 | 0 |

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description**

See Attached Statement Grant Guidelines

Statement 12 - Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description**

Requests must be submitted by August 1 of each fiscal year.

Statement 13 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

The foundation accepts unsolicited requests for funds. Donations are restricted to those charities whose principle offices are located in Dade and Broward counties of Florida with two exceptions. It will accept requests for funds from Presbyterian Theological Seminaries (for scholarships or tuition grants) and from Washington University in St. Louis, MO. A copy of the foundation's grant guidelines is attached.

Grant Guidelines

Foundation Purpose

The Foundation shall distribute portions of its income and principal each taxable year as determined by its Board. Distributions from the Foundation are restricted to charities whose principal offices and activities are located in Miami-Dade or Broward County, Florida, with exception, however, that distributions may be made to a Presbyterian Theological Seminary (regardless of its location) for their use in granting scholarships or tuition grants, and to Washington University, St. Louis, Missouri. No charity shall receive an annual distribution greater than 10% of the Foundation's total grants for the year

Foundation Board

The Board of the Foundation consists of members appointed by the Dade Community Foundation, the Community Foundation of Broward, the Broward County Chapter of the Salvation Army, the Boys & Girls Club of Broward County, First Presbyterian Church of Fort Lauderdale, United Way of Broward and United Way of Miami-Dade. The attorney for the founder of the Foundation is also a member of the Board. It was Mr. Watts' anticipation that the Board would support the charities who appoint its members but would also have additional grants available for other worthy charities in Miami-Dade and Broward County, Florida.

Eligibility

Only nonprofit tax exempt organizations as defined by 501(c)(3) of the Internal Revenue Code are eligible to apply for grants. Grants to governmental agencies are made on a very restricted basis. Grants are not made to individuals, for memberships, for fund-raising events, nor for memorials.

Applying for a Grant

Please submit one, stapled (not bound) copy of your proposal. We will not accept faxed proposals. Please do not spend money or time on elaborate presentations. Address all applications to Wilson B. Greateon, Jr., President, The William R. Watts Foundation, Inc., Post Office Box 39238, Fort Lauderdale, Florida 33339-9238. Proposals are due by 5 p.m. August 1 (or the next business day if August 1 falls on a Saturday, Sunday or legal holiday) and should include the following:

A Cover Letter

The cover letter should be written on the organization's letterhead, addressed to the Foundation and signed by either the organization's chief executive officer or the chair/president of its governing board, and should include:

- Purpose of the grant, amount requested and grant start and end dates.
- Contact person, title, address and phone number.
- Fiscal agent if applicable, with contact person, title, address and phone number.
- A narrative consisting of no more than three typed pages.

The Budget

On a separate page, present a line-item budget reflecting all expenses and income for the project and identifying clearly how the Foundation's funds will be used. For income indicate what has been received and what is pending.

Attachments

Required attachments include:

- A list of the governing board and its officers.
- A copy of the IRS Determination Letter of 501(c)(3) status or fiscal agent's letter.
- Evidence of registration as a charitable organization with the Florida Department of Agriculture and Consumer Services.
- A copy of the organization's current fiscal year operating budget.
- Most recent Form 990 and audit.

Review Process

Applications are screened first for completeness and compliance with Foundation requirements. We may request additional information or conduct site visits as needed. Proposals are then reviewed by the Board of Directors. Final approval of grants rest with the Board which meets annually in September to consider grant requests. Applicants will be notified in writing of the Board's decision as quickly as possible following this meeting.

For more information, contact:
Wilson B. Greateon, Jr., President
The William R. Watts Foundation, Inc.
Post Office Box 39238
Fort Lauderdale, Florida 33339-9238
Telephone: (954) 561-0313

Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

| <u>Recipient</u> | <u>Relationship of Individual</u> | <u>Foundation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|---|---------------------------------------|------------------------------|----------------|---------------|
| First Presbyterian Church of Ft Laud. 401 SE 15 Avenue Ft. Laud , FL 33301 | N/A | Public | General | 90,000 |
| Boys & Girls Clubs of Broward County 877 NW 61 St Ft. Laud , FL 33309 | N/A | Public | General | 90,000 |
| United Way of Broward County 1300 S Andrews Ave Ft. Laud , FL 33316 | N/A | Public | General | 90,000 |
| United Way of Miami-Dade 3250 SW 3 Avenue Miami, FL 33129 | N/A | Public | General | 90,000 |
| Broward County Chapter/Salvation Army PO Box 230 Ft Laud , FL 33302 | N/A | Public | General | 90,000 |
| Dade Community Foundation 200 S Biscayne Blvd , #505 Miami, FL 33131 | N/A | Public | General | 90,000 |
| Community Foundation of Broward 1401 E Broward Blvd , #100 Ft. Laud , FL 33301 | N/A | Public | General | 90,000 |
| Habitat for Humanity of Broward, Inc. 3564 N Ocean Blvd. Ft Laud , FL 33308 | N/A | Public | General | 10,000 |
| Gilda's Club of South Florida, Inc. 119 Rose Drive Ft Laud , FL 33316 | N/A | Public | General | 5,000 |
| Light of the World Clinic 806 E Prospect Rd. Oakland Park, FL 33334 | N/A | Public | General | 5,000 |
| Washington University Campus Box 1228 One Brookings Drive St Louis, MO 63130 | N/A | Public | General | 25,000 |

Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

| <u>Recipient</u> | <u>Relationship of Individual</u> | <u>Foundation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|--|---------------------------------------|------------------------------|----------------|---------------|
| So. Fla. Council Boy Scouts of America 15255 NW 82 Ave Miami Lakes, FL 33016 | N/A | Public | General | 25,000 |
| HANDY, Inc 501 NE 8th Street Ft Laud., FL 33304 | N/A | Public | General | 20,000 |
| Stranahan House, Inc. 335 SE 6 Avenue Ft. Laud , FL 33301 | N/A | Public | General | 15,000 |
| Kids in Distress, Inc 819 NE 26 St. Ft Laud , FL 33305 | N/A | Public | General | 15,000 |
| SOS Children's Village of Fla., Inc 3681 NW 59 Place Coconut Creek, FL 33073 | N/A | Public | General | 15,000 |
| Gateway Community Outreach, Inc 291 SE First Terrace Deerfield Beach, FL 33441 | N/A | Public | General | 5,000 |
| Hope Pregnancy Centers, Inc. P.O Box 668205 Pompano Beach, FL 33066 | N/A | Public | General | 15,000 |
| Leadership Broward Foundation, Inc 1640 West Oakland Park Blvd , #400 Ft Laud., FL 33311 | N/A | Public | General | 10,000 |
| Women in Distress P O Box 676 Ft Laud., FL 33302 | N/A | Public | General | 10,000 |
| Jack & Jill Children's Center 1315 W Broward Blvd Ft Laud., FL 33312 | N/A | Public | General | 20,000 |
| Children's Home Society of Fla 401 NE 4th St. Ft Laud., FL 33301 | N/A | Public | General | 10,000 |
| Bonnet House 900 N Birch Rd Ft. Laud , FL 33304 | N/A | Public | General | 10,000 |

Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

| <u>Recipient</u> | <u>Relationship of Individual</u> | <u>Foundation Status</u> | <u>Purpose</u> | <u>Amount</u> |
|---|--|-------------------------------------|-----------------------|----------------------|
| Covenant House Fla., Inc. 733 Breakers Av Ft. Laud , FL 33304 | N/A | Public | General | 10,000 |
| Henderson Mental Health Ctr 4740 N State Road 7 #201 Lauderdale Lakes , FL 33319 | N/A | Public | General | 10,000 |
| Broward Partnership for the Homeless 920 NW 7 Ave Ft Laud., FL 33311 | N/A | Public | General | 5,000 |
| Church of Brotherly Love King's Table Corp 81 N Deerfield Avenue, Ste 3 Deerfield Beach, FL 33441 | N/A | Public | General | 5,000 |
| Children's Harbor, Inc 19425 SW 58 Manor Pembroke Pines, FL 33332 | N/A | Public | General | 5,000 |
| Susan B Anthony Recovery Center, Inc 1633 Poinciana Drive Pembroke Pines, FL 33025 | N/A | Public | General | 5,000 |
| YMCA of Broward County, Inc 1830 West Broward Boulevard Fort Lauderdale, FL 33312 | N/A | Public | General | 15,000 |
| Total Line 3a | | | | 900,000 |

The William R. Watts Foundation, Inc.
Realized Gain (Loss) - Securities
Form 990-PF, Part IV-Capital Gains and Losses for Tax on Investment Income
FYE 10/31/09

| Security | Symbol | Qty | Date Acquired | Date Sold | Proceeds | Cost | Gain (Loss) |
|--|--------|-------------|------------------|--------------|---------------------|---------------------|-----------------------|
| Mutual Funds - Sales: | | | | | | | |
| SSGA Emerging Markets | SSEM | 1,757 0000 | 2/8/05 | 4/1/09 | 20,556 90 | 27,218 00 | (6,661 10) |
| Vanguard Developed Mkts Index Fund | VDMIX | 5,350 0000 | 2/9/05 | 5/15/09 | 39,817 64 | 48,420 41 | (8,602 77) |
| Vanguard REIT Index Fund | VGRSX | 4,647 8640 | various | 6/4/09 | 60,790 40 | 72,280 53 | (11,490 13) |
| Dodge & Cox Int'l Stock Fund | DODFX | 23,220 0000 | 10/21/05 | 6/4/09 | 605,759 85 | 753,579 96 | (147,820 11) |
| SSGA Emerging Markets | SSEM | 32,788 0000 | various | 6/4/09 | 502,262 21 | 533,752 72 | (31,490 51) |
| Vanguard Growth Index Fund | VIGSX | 7,181 0000 | 11/22/06 | 6/4/09 | 151,038 29 | 199,842 36 | (48,804 07) |
| Vanguard REIT Index Fund | VGRSX | 59,039 0110 | various | 6/4/09 | 772,183 98 | 1,349,652 61 | (577,468 63) |
| Vanguard REIT Index Fund | | | | | | 11,551 45 | (11,551 45) |
| Vanguard 500 Index | VIFSX | 2,810 0000 | 3/14/08 | 6/4/09 | 202,326 25 | 276,483 58 | (74,157 33) |
| SSGA Emerging Markets | SSEM | 16,017 0000 | various | 8/14/09 | 268,074 63 | 474,988 76 | (206,914 13) |
| Vanguard Developed Mkts Index Fund | VDMIX | 67,195 0000 | 2/9/05 | 8/14/09 | 595,969 70 | 608,151 24 | (12,181 54) |
| Vanguard 500 Index | VIFSX | 3,881 0000 | 3/14/08 | 8/14/09 | 297,467 51 | 381,862 20 | (84,394 69) |
| Vanguard Inflation Protected | VAIPX | 2,030 0000 | 9/13/05 | 10/7/09 | 50,233 15 | 50,287 08 | (53 93) |
| Total - Mutual Funds Sales - FYE 10/31/09 | | | | | <u>3,566,480 51</u> | <u>4,788,070 90</u> | <u>(1,221,590 39)</u> |