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

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation WATERFIELD FOUNDATION, INC.		A Employer identification number 35-1872984
	Number and street (or P O box number if mail is not delivered to street address) 7221 ENGLE ROAD SUITE 250	Room/suite	B Telephone number (see page 10 of the instructions) (260) 434-8415
	City or town, state, and ZIP code FORT WAYNE, IN 46804		C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <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			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 7,721,809.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
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 page 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)
Revenue	1 Contributions, gifts, grants, etc. received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	121,897.	89,368.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-3,238,511.			
	b Gross sales price for all assets on line 6a 4,304,244.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	15,339.	0.	0.	ATCH 2	
12 Total. Add lines 1 through 11	-3,101,275.	89,368.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	7.	7.	0.	0.
	b Accounting fees (attach schedule) ATCH 3	5,760.	2,880.	0.	2,880.
	c Other professional fees (attach schedule) *	24,477.	24,477.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	259.	638.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,033.	5,033.	0.	0.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	393.	624.	0.	122.
	24 Total operating and administrative expenses. Add lines 13 through 23	35,929.	33,659.	0.	3,002.
	25 Contributions, gifts, grants paid	606,906.			606,906.
26 Total expenses and disbursements. Add lines 24 and 25	642,835.	33,659.	0.	609,908.	
27 Subtract line 26 from line 12	-3,744,110.				
a Excess of revenue over expenses and disbursements		55,709.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			-00.		

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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	5,125,057.	2,736,559.	2,736,559.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	0.	1,475,527.	1,488,255.
	b	Investments - corporate stock (attach schedule) <u>ATCH 8</u>	6,513,283.	3,679,226.	3,496,995.
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	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)	11,638,340.	7,891,312.	7,721,809.
17		Accounts payable and accrued expenses			
18		Grants payable			
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	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	11,638,340.	7,891,312.	
	30	Total net assets or fund balances (see page 17 of the instructions)	11,638,340.	7,891,312.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	11,638,340.	7,891,312.		

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	11,638,340.
2	Enter amount from Part I, line 27a	2	-3,744,110.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	7,894,230.
5	Decreases not included in line 2 (itemize) <u>ATTACHMENT 9</u>	5	2,918.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,891,312.

** ATCH 7

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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 PART IV SCHEDULE					
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					
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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="font-size: 2em; margin: 0 5px;">}</div> </div>		2	-3,238,511.
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,		<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;"> 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, </div> <div style="font-size: 2em; margin: 0 5px;">}</div> </div>		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))
2008	763,917.	10,196,022.	0.074923
2007	628,519.	12,375,621.	0.050787
2006	240,700.	4,338,660.	0.055478
2005	390,826.	4,083,092.	0.095718
2004	307,325.	4,339,050.	0.070828
2 Total of line 1, column (d)			2 0.347734
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 0.069547
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 7,701,389.
5 Multiply line 4 by line 3			5 535,609.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 557.
7 Add lines 5 and 6			7 536,166.
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.			8 609,908.

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

1a	Exempt operating foundations described in section 4940(d)(2) check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)	1	557.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	557.
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	557.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,640.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,640.
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	3,083.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 3,083. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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?		X
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"/> IN,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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 2009 or the taxable year beginning in 2009 (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

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?	13	X	
Website address N/A				
14	The books are in care of RICHARD WATERFIELD Telephone no 260-434-8415			
Located at 7221 ENGLE ROAD, SUITE 250 FORT WAYNE, IN ZIP + 4 46804				
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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
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)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
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 2009 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 2009)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2009?	4b	X

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

5 a 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 page 22 of the 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 page 22 of the 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)

6 a 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** X

If "Yes" to 6b, file Form 8870

7 a 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 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
ATTACHMENT 10		0.	0.	0.

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
NONE		

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	3,557,250.
b	Average of monthly cash balances	1b	4,261,419.
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	7,818,669.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,818,669.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	117,280.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,701,389.
6	Minimum investment return. Enter 5% of line 5	6	385,069.

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	385,069.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	557.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	557.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	384,512.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	384,512.
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	384,512.

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	609,908.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	609,908.
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	557.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	609,351.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				384,512.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 <u>07</u> , 20 <u>06</u> , 20 <u>05</u>				
3 Excess distributions carryover, if any, to 2009				
a From 2004 91,322.				
b From 2005 189,799.				
c From 2006 24,990.				
d From 2007 32,337.				
e From 2008 261,358.				
f Total of lines 3a through e	599,806.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>609,908.</u>				
a Applied to 2008, 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 2009 distributable amount				384,512.
e Remaining amount distributed out of corpus	225,396.			
5 Excess distributions carryover applied to 2009 . (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	825,202.			
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 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	91,322.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	733,880.			
10 Analysis of line 9				
a Excess from 2005 189,799.				
b Excess from 2006 24,990.				
c Excess from 2007 32,337.				
d Excess from 2008 261,358.				
e Excess from 2009 225,396.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a 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) 2009

(b) 2008

(c) 2007

(d) 2006

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 foundation had \$5,000 or more in assets at any time during the year - see page 28 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))

RICHARD D. WATERFIELD

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

ATTACHMENT 11

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

SEE ATTACHED GRANT REQUEST INFORMATION SHEET. Stmt 12

c Any submission deadlines

NONE

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

NONE

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div>SEE ATTACHED STATEMENT 13</div>				<div>606,906.</div>
<div>Total.</div>			<div>▶ 3a</div>	<div>606,906.</div>
<div>b Approved for future payment</div>				
<div>Total.</div>			<div>▶ 3b</div>	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 28 to verify calculations)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
----------------------	---

[illegible]

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d	If the answer to any of the above is "Yes," complete the following schedule			
	Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation			
	If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[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

[illegible]

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

Stephen E. Hoff, CPA

Date _____

NOV - 5 2010

Check if self-employed ☐

Preparer's identifying
number (See Signature on
page 30 of the instructions)

FIN ▶ 35-0921680

46825-1612

Phone no 260-489-1949

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,304,244.		SALES OF SECURITIES				P	VAR	VAR
		PROPERTY TYPE: SECURITIES					-3238511.	
		7,542,755.						
TOTAL GAIN (LOSS)							<u>-3238511.</u>	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	93,702.	89,340.
NONTAXABLE DISTRIBUTIONS	28,195.	0.
INTEREST FROM SCH K-1	0.	28.
TOTAL	121,897.	89,368.

FORM 990PF, PART I - OTHER INCOME

ATTACHMENT 2

DESCRIPTION TAX REFUND	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
	15,339.	0.	0.
TOTALS	15,339.	0.	0.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CROWE HORWATH LLP FEES	5,760.	2,880.	0.	2,880.
TOTALS	<u>5,760.</u>	<u>2,880.</u>	<u>0.</u>	<u>2,880.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WATERFIELD CAPITAL MGMT FEES	17,402.	17,402.
MGMT AND TRANSACTION FEES	7,075.	7,075.
TOTALS	<u>24,477.</u>	<u>24,477.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	259.	638.
TOTALS	<u>259.</u>	<u>638.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OFFICE SUPPLIES	243.	121.	0.	122.
PORTFOLIO FEES FROM SCH K-1	0.	353.	0.	0.
MISCELLANEOUS	150.	150.	0.	0.
TOTALS	393.	624.	0.	122.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BARCLAYS ACCT 01853	0.	244,677.	252,207.
BARCLAYS ACCT 02034	0.	350,609.	364,688.
BARCLAYS ACCT 02037	0.	152,923.	157,629.
BARCLAYS ACCT 02082	0.	125,397.	129,256.
US OBLIGATIONS TOTAL	0.	873,606.	903,780.
BARCLAYS ACCT 01853	0.	234,352.	227,404.
BARCLAYS ACCT 02037	0.	244,533.	237,679.
BARCLAYS ACCT 02082	0.	123,036.	119,392.
STATE OBLIGATIONS TOTAL	0.	601,921.	584,475.
US AND STATE OBLIGATIONS TOTAL	0.	1,475,527.	1,488,255.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BARCLAYS ACCT 01853	594,618.	418,112.	500,387.
BARCLAYS ACCT 02032	167,971.	119,938.	75,513.
BARCLAYS ACCT 02034	1,067,708.	1,178,847.	1,384,342.
BARCLAYS ACCT 02037	1,335,478.	1,466,923.	717,371.
BARCLAYS ACCT 02082	3,177,508.	325,406.	348,967.
HUMANIZING TECHNOLOGY	170,000.	170,000.	470,415.
TOTALS	6,513,283.	3,679,226.	3,496,995.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

COST BASIS ADJUSTMENT

2,918.

TOTAL

2,918.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
FRANCES W. SWANSON 712 W. FAIRFAX FORT WAYNE, IN 46807	VICE PRESIDENT 1.00	0.	0.	0.
ELIZABETH W. CHAPMAN 7014 WOODCROFT LANE FORT WAYNE, IN 46804	SECRETARY/DIRECTOR 1.00	0.	0.	0.
RICHARD D. WATERFIELD 12918 LIBERTY MILLS ROAD FORT WAYNE, IN 46814	TREASURER/DIRECTOR 5.00	0.	0.	0.
HOWARD L. CHAPMAN 7014 WOODCROFT LANE FORT WAYNE, IN 46804	PRESIDENT 2.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

HOWARD L. CHAPMAN
7221 ENGLE ROAD, SUITE 250
FORT WAYNE, IN 46804

THE WATERFIELD FOUNDATION GRANT REQUEST INFORMATION SHEET

Legal Name of Organization: _____

Address: _____

Amount of Request: \$ _____ Type of Grant Requested: _____
(project support, program support, endowment support, capital support)

Purpose of Request: _____

Staff/Volunteers/Board Members:

Number of FTE staff: _____

Staff payroll: \$ _____

Number of volunteers: _____

Attach a listing of current Board Members _____

Fundraising:

Number of dedicated FTE employees: _____

Total expenses related to fundraising: \$ _____

2009 Funding Sources and Amount: (please attach a separate listing if additional space is needed)

Funds Received From: _____ Amount: _____

Pending Requests From: _____ Amount: _____

Is the organization supported by Arts United or United Way? _____(yes) _____(no)

If yes, percentage of budget support: _____

____ If this is your first grant request, attach a copy of your most recent letter from the IRS advising of your organization 501(c)(3) status.

Contact Name and Title: _____ Date: _____

Contact Phone Number and email: _____

Please return the completed form along with any other supporting documentation to: The Waterfield Foundation;
Mr. Howard Chapman, president; 7221 Engle Road, Suite 250; Fort Wayne, IN 46804

STATEMENT 12

WATERFIELD FOUNDATION

35-1872984

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING 2009

=====

RECIPIENT NAME	ADDRESS	PURPOSE OF CONTRIBUTION	AMOUNT	RELATIONSHIP	STATUS
Allen County Education Partnership	Fort Wayne, Indiana	For General Operating Support	\$ 2,500 00	None	501(c)(3)
Arts United	Fort Wayne, Indiana	For General Operating Support	\$ 1,300 00	None	501(c)(3)
Audiences Unlimited	Fort Wayne, Indiana	For General Operating Support	\$ 1,000 00	None	501(c)(3)
Blue Jacket Inc	Fort Wayne, Indiana	For General Operating Support	\$ 5,000 00	None	501(c)(3)
Cancer Services of Northeast Indiana	Fort Wayne, Indiana	For General Operating Support	\$ 500 00	None	501(c)(3)
Children's Autism Center	Fort Wayne, Indiana	For General Operating Support	\$ 3,000 00	None	501(c)(3)
Canterbury School	Fort Wayne, Indiana	For General Operating Support	\$ 500 00	None	501(c)(3)
Fort Wayne Sister Cities, International	Fort Wayne, Indiana	For General Operating Support	\$ 1,000 00	None	501(c)(3)
Clear Lake Township Land Conservancy, Inc	Fremont, Indiana	Clear Lake Hentage Archives	\$ 455 00	None	501(c)(3)
Coalition to Salute America's Heroes	Washington, DC	Aid to Wounded Troops & Their Families	\$ 50 00	None	501(c)(3)
Consumer Credit Counseling Services of NE Indiana	Fort Wayne, Indiana	For General Operating Support	\$ 50,000 00	None	501(c)(3)
Community Foundation of Greater Fort Wayne	Fort Wayne, Indiana	For General Operating Support	\$ 53,000 00	None	501(c)(3)
Community Harvest Food Bank	Fort Wayne, Indiana	For General Operating Support	\$ 10,000 00	None	501(c)(3)
Community Transportation Network	Fort Wayne, Indiana	For General Operating Support	\$ 2,000 00	None	501(c)(3)
Allen County Courthouse Preservation Trust	Fort Wayne, Indiana	Annual Fund	\$ 5,000 00	None	501(c)(3)
Culver Educational Foundation	Culver, Indiana	For General Operating Support	\$ 200,000 00	None	501(c)(3)
Disabled American Vets	Cincinnati, Ohio	For General Operating Support	\$ 1,375 00	None	501(c)(3)
Early Childhood Alliance	Fort Wayne, Indiana	For General Operating Support	\$ 1,500 00	None	501(c)(3)
East Allen Family Resource Center	Fort Wayne, Indiana	For General Operating Support	\$ 2,500 00	None	501(c)(3)
Easter Seals ARC of NE Indiana	Fort Wayne, Indiana	For General Operating Support	\$ 43,332 00	None	501(c)(3)
Euell A Wilson Center	Fort Wayne, Indiana	For General Operating Support	\$ 2,000 00	None	501(c)(3)
Evans Scholar Foundation	Golf, Illinois	Indiana Caddie Scholarship Fund	\$ 200 00	None	501(c)(3)
Farmers and Hunters Feeding the Hungry	Williamsport, MD	For General Operating Support	\$ 1 000 00	None	501(c)(3)
First Presbyterian Church	Fort Wayne, Indiana	For General Operating Support	\$ 5,059 90	None	501(c)(3)
Community Foundation of Greater Fort Wayne	Fort Wayne, Indiana	For General Operating Support	\$ 100 00	None	501(c)(3)
Fort Wayne Museum of Art	Fort Wayne, Indiana	For General Operating Support	\$ 10,000 00	None	501(c)(3)
Fort Wayne Philharmonic	Fort Wayne, Indiana	For General Operating Support	\$ 10,000 00	None	501(c)(3)
Fort Wayne Sexual Assault Treatment Center	Fort Wayne, Indiana	For General Operating Support	\$ 500 00	None	501(c)(3)
Fort Wayne Sports Foundation	Fort Wayne, Indiana	For General Operating Support	\$ 500 00	None	501(c)(3)
Fort Wayne Rescue Ministries	Fort Wayne, Indiana	For General Operating Support	\$ 1,000 00	None	501(c)(3)
Fort Wayne Youth Theatre	Fort Wayne, Indiana	For General Operating Support	\$ 3,525 00	None	501(c)(3)
Heartland Chamber Chorale	Fort Wayne, Indiana	For General Operating Support	\$ 1,000 00	None	501(c)(3)
Hoosier Environmental Council	Indianapolis, Indiana	For General Operating Support	\$ 250 00	None	501(c)(3)
Indiana Development Council, Inc	Fort Wayne, Indiana	For General Operating Support	\$ 5,000 00	None	501(c)(3)
Indiana Purdue Foundation	Fort Wayne, Indiana	For General Operating Support	\$ 5,000 00	None	501(c)(3)
Interfaith Hospitality Network	Fort Wayne, Indiana	For General Operating Support	\$ 5,000 00	None	501(c)(3)
Invent Tomorrow, Inc	Fort Wayne, Indiana	Support High-Speed Rail Initiative	\$ 200 00	None	501(c)(3)
Junior Achievement	Fort Wayne, Indiana	For General Operating Support	\$ 600 00	None	501(c)(3)
Kellogg School of Mgmt-Northwestern University	Evanston, Illinois	Scholarships	\$ 500 00	None	501(c)(3)
League for the Blind and Disabled Inc	Fort Wayne, Indiana	For General Operating Support	\$ 1,000 00	None	501(c)(3)
Little River Wetlands Project Inc	Fort Wayne, Indiana	For General Operating Support	\$ 3,000 00	None	501(c)(3)
Mad Anthony's Children's Hope House	Fort Wayne, Indiana	For General Operating Support	\$ 500 00	None	501(c)(3)
Mustard Seed Furniture Bank	Fort Wayne, Indiana	For General Operating Support	\$ 1,000 00	None	501(c)(3)
Noble County Community Foundation, Inc	Ligonier, Indiana	Black Pine Animal Park Fund	\$ 100 00	None	501(c)(3)
Northwestern University	Evanston, Illinois	For General Operating Support	\$ 25 000 00	None	501(c)(3)
Power House Youth Center	New Haven, Indiana	For General Operating Support	\$ 1,000 00	None	501(c)(3)
Riley Children's Foundation	Indianapolis, Indiana	For General Operating Support	\$ 39,834 00	None	501(c)(3)
Riley Society-Riley Children's Foundation	Indianapolis, Indiana	For General Operating Support	\$ 1,000 00	None	501(c)(3)
Robots to the Rescue/United Cerebral Palsy of IN	Indianapolis, Indiana	For General Operating Support	\$ 2,500 00	None	501(c)(3)
Science Central	Fort Wayne, Indiana	For General Operating Support	\$ 3,000 00	None	501(c)(3)
St Vincent Foundation	Indianapolis, Indiana	For General Operating Support	\$ 750 00	None	501(c)(3)
Special Olympics of Indiana	Fort Wayne, Indiana	For General Operating Support	\$ 250 00	None	501(c)(3)
Turnstone Center for Disabled	Fort Wayne, Indiana	For General Operating Support	\$ 2,675 00	None	501(c)(3)
United Way of Allen County	Fort Wayne, Indiana	For General Operating Support	\$ 53,500 00	None	501(c)(3)
United Hispanic-Americans	Fort Wayne, Indiana	For General Operating Support	\$ 5,000 00	None	501(c)(3)
Vera Bradley Foundation for Breast Cancer, Inc	Fort Wayne, Indiana	For General Operating Support	\$ 5,000 00	None	501(c)(3)
Visiting Nurse & Hospice Home	Fort Wayne, Indiana	For General Operating Support	\$ 3,000 00	None	501(c)(3)
WFWA-TV PBS Channel 39	Fort Wayne, Indiana	For General Operating Support	\$ 200 00	None	501(c)(3)
Women's Care Center	Fort Wayne, Indiana	For General Operating Support	\$ 500 00	None	501(c)(3)
YMCA	Fort Wayne, Indiana	For General Operating Support	\$ 22,500 00	None	501(c)(3)
Youth for Christ	Fort Wayne, Indiana	For General Operating Support	\$ 150 00	None	501(c)(3)

\$ 606,905.90

STATEMENT 13

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- **Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization WATERFIELD FOUNDATION, INC.	Employer identification number 35-1872984
	Number, street, and room or suite no. If a P.O. box, see instructions 7221 ENGLE ROAD SUITE 250	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions FORT WAYNE, IN 46804	

Check type of return to be filed (file a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► **RICHARD WATERFIELD**

Telephone No ► **260 434-8415**

FAX No ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/16, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☒ calendar year **2009** or
 ► ☐ tax year beginning _____, _____, and ending _____, _____

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 1,400.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 3,640.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization WATERFIELD FOUNDATION, INC.	Employer identification number 35-1872984
	Number, street, and room or suite no. If a P.O. box, see instructions 7221 ENGLE ROAD, SUITE 250	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions FORT WAYNE, IN 46804	

Check type of return to be filed (File a separate application for each return)

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ RICHARD WATERFIELD
Telephone No. ☒ 260 434-8415 FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15/2010
- 5 For calendar year 2009, or other tax year beginning , and ending
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	1,400.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	3,640.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *Charles E. Horwath* Title CPA Date 7/26/10

Form 8868 (Rev. 4-2009)

CROWE HORWATH LLP
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