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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

OMB No 1545-0052

**2010**Department 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 2010, or tax year beginning , 2010, 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

Name of foundation <b>Emily Waters Foundation</b>		<b>A</b> Employer identification number <b>34-1475809</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>10 Center Street</b>	Room/suite	<b>B</b> Telephone number (see page 10 of the instructions) <b>(440) 247-9100</b>
City or town, state, and ZIP code <b>Chagrin Falls, OH 44022</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> 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		
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 424,962.78</b>	<b>J</b> 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)	

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	6.12	6.12	6.12	
	<b>4</b> Dividends and interest from securities	9,951.36	9,951.36	9,951.36	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10				
	<b>b</b> Gross sales price for all assets on line 6a				
	<b>7</b> Capital gain net income (from Part IV, line 2)		34,822.47		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12</b> Total. Add lines 1 through 11	9,957.48	44,779.95	9,957.48		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	20,000.00	20,000.00	20,000.00	20,000.00
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	4,000.00	4,000.00	4,000.00	4,000.00
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see page 14 of the instructions)				
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications	60.00	60.00	60.00	60.00
	<b>23</b> Other expenses (attach schedule)	433.93	433.93	433.93	433.93
	<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	24,493.93	24,493.93	24,493.93	24,493.93
	<b>25</b> Contributions, gifts, grants paid	13,320.00			13,320.00
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	37,813.93	24,493.93	24,493.93	37,813.93	
<b>27</b> Subtract line 26 from line 12	(27,856.45)				
<b>a</b> Excess of revenue over expenses and disbursements					
<b>b</b> Net investment income (if negative, enter -0-)		20,286.02			
<b>c</b> Adjusted net income (if negative, enter -0-)			-0-		

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

Cat No 11289x

Form 990-PF (2010)

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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	2,969.13	1,848.67	1,848.67
	2 Savings and temporary cash investments	12,264.75	6,096.66	
	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 15 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			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	271,945.59	287,359.44	423,114.11
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ )			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	287,179.47	295,304.77	424,962.78
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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)			
	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 ▶ <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)			
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	287,179.47	295,304.77	

## 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	287,179.47
2	Enter amount from Part I, line 27a	2	(27,856.45)
3	Other increases not included in line 2 (itemize) ▶ Capital Gains	3	34,822.47
4	Add lines 1, 2, and 3	4	294,145.44
5	Decreases not included in line 2 (itemize) ▶ Cash Error	5	1,159.28
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	295,304.77

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0- ) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>	SEE ATTACHED SCHEDULE			
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		<b>2</b>	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>	34,822.47

**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.

<b>1</b> 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))
2009			
2008			
2007			
2006			
2005			
<b>2</b> Total of line 1, column (d)			<b>2</b>
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			<b>4</b>
<b>5</b> Multiply line 4 by line 3			<b>5</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b>
<b>7</b> Add lines 5 and 6			<b>7</b>
<b>8</b> 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.			<b>8</b>

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

<b>1a</b>	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 letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	405	72
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	-0-	
<b>3</b>	Add lines 1 and 2	3	405	72
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	-0-	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	405	72
<b>6</b>	<b>Credits/Payments:</b>			
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
<b>b</b>	Exempt foreign organizations—tax withheld at source	6b		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	6c	400	00
<b>d</b>	Backup withholding erroneously withheld	6d		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	7	400	00
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	5	72
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	-0-	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	-0-	

**Part VII-A Statements Regarding Activities**

<b>1a</b>	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
<b>1a</b>			X
<b>b</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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>1b</b>			
<b>c</b>	Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>1c</b>			
<b>d</b>	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"/> \$ _____		
<b>e</b>	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b>	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b>	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>3</b>			
<b>4a</b>	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>4a</b>			
<b>b</b>	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		X
<b>4b</b>			
<b>5</b>	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b>	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?		
<b>6</b>		X	
<b>7</b>	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		X
<b>7</b>		X	
<b>8a</b>	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/>		
<b>b</b>	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		
<b>8b</b>		X	
<b>9</b>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
<b>9</b>			
<b>10</b>	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X
<b>10</b>			

**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 ▶				
14	The books are in care of ▶ Don P. Brown Telephone no. ▶ (440) 247-9100			
	Located at ▶ 10 Center Street, Chagrin Falls, OH ZIP+4 ▶ 44022			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

**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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is 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 22 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. ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010.)	3b	N/A
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 2010?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)? ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No  
If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b	N/A
6b	X
7b	X

**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
Don P. Brown 10 Center Street Chagrin Falls, OH 44022	Executive Director 10 Hours	20,000.00	-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

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
N/A		

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2 N/A	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see page 24 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	
2 N/A	
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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	387,052.12
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	2,776.42
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	389,828.54
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	389,828.54
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) . . . . .	<b>4</b>	5,847.43
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	383,981.11
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	19,199.06

**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 )

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	19,199.06
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5 . . . . .	<b>2a</b>	-0-
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	405.72
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	<b>3</b>	18,793.34
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	18,793.34
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	18,793.34

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	37,813.93
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	37,813.93
<b>5</b>	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) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	37,813.93

**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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7 . . . . .				18,793.34
2 Undistributed income, if any, as of the end of 2010.				
a Enter amount for 2009 only . . . . .			-0-	
b Total for prior years: 20____, 20____, 20____		-0-		
3 Excess distributions carryover, if any, to 2010				
a From 2005 . . . . .				
b From 2006 . . . . . 22,830.28				
c From 2007 . . . . . 12,209.20				
d From 2008 . . . . . 35,288.77				
e From 2009 . . . . . 28,506.31				
f Total of lines 3a through e . . . . .	98,834.55			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 37,813.93				
a Applied to 2009, but not more than line 2a			-0-	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		-0-		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	-0-			
d Applied to 2010 distributable amount				18,793.34
e Remaining amount distributed out of corpus	19,020.59			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	-0-			-0-
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	117,855.14			
b Prior years' undistributed income. Subtract line 4b from line 2b		-0-		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		-0-		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		-0-		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			-0-	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				-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)	-0-			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	-0-			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	117,855.15			
10 Analysis of line 9:				
a Excess from 2006 . . . . . 22,830.28				
b Excess from 2007 . . . . . 12,209.20				
c Excess from 2008 . . . . . 35,288.77				
d Excess from 2009 . . . . . 28,506.31				
e Excess from 2010 . . . . . 19,020.59				

**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 2010, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon . . . . .					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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).)

---

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

---

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

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

Don P. Brown - 10 Center Street, Chagrin Falls, OH 44022

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

No specific form

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**c** Any submission deadlines

None

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**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

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 ATTACHED SCHEDULE				
Total			3a	13,320.00
b Approved for future payment				
NONE				
Total			3b	-0-



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

- |          |   |              |           |
|----------|---|--------------|-----------|
| <b>1</b> | <p>Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p>  | <b>Yes</b>   | <b>No</b> |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:  |              |           |
|          | (1) Cash  | <b>1a(1)</b> | <b>X</b>  |
|          | (2) Other assets  | <b>1a(2)</b> | <b>X</b>  |
| <b>b</b> | Other transactions:   |              |           |
|          | (1) Sales of assets to a noncharitable exempt organization  | <b>1b(1)</b> | <b>X</b>  |
|          | (2) Purchases of assets from a noncharitable exempt organization  | <b>1b(2)</b> | <b>X</b>  |
|          | (3) Rental of facilities, equipment, or other assets  | <b>1b(3)</b> | <b>X</b>  |
|          | (4) Reimbursement arrangements  | <b>1b(4)</b> | <b>X</b>  |
|          | (5) Loans or loan guarantees  | <b>1b(5)</b> | <b>X</b>  |
|          | (6) Performance of services or membership or fundraising solicitations  | <b>1b(6)</b> | <b>X</b>  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees  | <b>1c</b>    | <b>X</b>  |
| <b>d</b> | 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

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

**Sign** 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: Don Brown Date: 8/15/2011 Title: Executive Director

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>Don P. Brown</b>	Preparer's signature 	Date <b>8/15/2011</b>	Check <input checked="" type="checkbox"/> if self-employed	PTIN <b>9144</b>
	Firm's name ▶ <b>Don P. Brown, Attorney At Law</b>			Firm's EIN ▶ <b>34-1823195</b>	
	Firm's address ▶ <b>10 Center Street, Chagrin Falls, OH 44022</b>			Phone no <b>(440) 247-9100</b>	

**EMILY WATERS FOUNDATION**  
**RETURN OF PRIVATE FOUNDATION**

**2010 FORM 990-PF**  
**34-1475809**

**PART 1**

**ANALYSIS OF REVENUE AND EXPENSES**

LINE 3 – Robert W. Baird & Company	\$6.12
Account Number 7115-2908	

TOTAL:	<hr/> \$6.12
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LINE 4 – DIVIDENDS – ROBERT W. BAIRD & COMPANY  
ACCOUNT NUMBER 7115-2908

AT & T	\$1,512.00
Ameriprise Financial	85.20
American Express Company	288.00
Emerson Electric Company	1,350.00
Century Telephone	26.12
Corning Inc.	45.00
Dow Chemical	180.00
General Electric	378.00
Kraft Foods, Inc.	401.36
PPG Industries	599.00
Altria Group	710.00
Peoples Bancorp.	448.00
IBM	500.00
Microsoft	532.00
Home Depot	378.00
International Flavor & Frag.	408.00
Western Union	100.00
Phillip Morris Int'l.	580.00
Merck	963.68
General Mills	140.00
Marsh & McLennan	147.00
Pfizer	180.00

TOTAL:	<hr/> \$9,951.36
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**EMILY WATERS FOUNDATION**  
**RETURN OF PRIVATE FOUNDATION**  
**2010 FORM 990-PF**  
**34-1475809**

**PART 1 (Continued)**

**LINE 13 – COMPENSATION OF OFFICERS, DIRECTORS, TRUSTEES, ETC.**

Don P. Brown, Trustee – 2010 Fees	\$20,000.00
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**LINE 22 – PRINTING AND PUBLICATIONS**

Daily Legal News	\$60.00
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**LINE 23 – OTHER EXPENSES**

Ohio Attorney General	\$200.00
Bank service charge	8.63
Subscriptions	119.00
Trustee expense advanced	106.30

<b>TOTAL:</b>	<b>\$433.93</b>
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**LINE 16(b) – ACCOUNTING FEES**

Tax return preparation – 2010	\$4,000.00
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<b>Total:</b>	<b>\$4,000.00</b>
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EMILY WATERS FOUNDATION

RETURN OF PRIVATE FOUNDATION

2010 FORM 990-PF

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PART II

	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
Line 2: Savings and Temporary Cash Investments			
Robert W. Baird & Company	\$12,264.75	\$6,096.66	\$6,096.66
Huntington Bank	\$2,962.60	\$1,848.67	\$1,848.67
TOTAL:	\$15,227.35	\$7,945.33	\$7,945.33
Line 10b: Investments - Securities			
400 shs American Express	\$5,865.00	\$5,865.00	\$17,168.00
300 shs Corning, Inc	3,273.45	0.00	0.00
300 shs Dow Chemical	5,983.44	5,983.44	10,242.00
900 shs General Electric	8,396.86	8,396.86	16,461.00
600 shs Microsoft Corporation	4,380.25	4,380.25	11,164.00
400 shs. Microsoft Corporation	2,920.00	0.00	0.00
200 shs. Microsoft Corporation	1,460.00	0.00	0.00
1,012 shs Moog, Inc Class B	2,850.18	2,850.18	40,277.60
200 shs Park Ohio Industries	2,878.50	2,878.50	4,182.00
500 shs Altria Corp	7,963.33	7,963.33	12,310.00
1,000 shs Emerson Electric	29,842.05	29,842.05	57,170.00

EMILY WATERS FOUNDATION

RETURN OF PRIVATE FOUNDATION

2010 FORM 990-PF

34-1475809

PART II (Continued)

	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
200 shs. IBM	\$22,982.60	\$22,982.60	\$29,352 00
600 shs Peoples Bancorp	6,865.19	0.00	0 00
670 shs. Peoples Bancorp	7,666.11	7,666.11	10,485 50
500 shs Charter Communications	11,701 03	11,701 03	0.00
1,000 shs Ford Motor Company	15,959 70	15,959.70	16,796 00
100 shs. PPG Industries	6,043.30	0 00	0.00
200 shs PPG Industries	12,086.60	12,086 60	16,814.00
400 shs Home Depot, Inc.	15,048.39	15,048 39	14,024 00
400 shs. International Flavors & Frag.	14,619.62	14,619.62	22,236 00
900 shs AT & T	22,940.30	22,940 30	26,442 00
41 shs Time Warner Cable	2,235.57	0 00	0.00
100 shs. Ebay	3,829 00	0 00	0 00
300 shs. Ebay	11,487 00	0.00	0 00
120 shs Ameriprise Financial	0.00	0 00	6,906 00
2,000 shs Central Fed Corp	16,154 40	16,154 40	1,020 00
400 shs Western Union	0 00	0 00	7,428 00
1,500 shs. Brocade Comm.	14,908.33	14,908 33	7,935 00
346 shs. Kraft Foods, Inc	0 00	0 00	10,902 46
634 shs Merck	11,605 39	11,605 39	22,849 36
9 shs Century Link, Inc.	0.00	0 00	415 53
500 shs General Mills	0.00	18,643.38	17,795 00
700 shs. Marsh & McLennan	0.00	17,293 89	19,138 00
1,000 shs Pfizer, Inc.	0.00	17,579 09	17,510.00
TOTALS	\$271,945 59	\$287,359 44	\$417,023 45



**EMILY WATERS FOUNDATION**

**2010 FORM 990-PF**

**34-1475809**

**PART XV**

**GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR**

<u>Name and Address</u>	<u>Foundation Status of recipient</u>	<u>Purpose of Grant or contribution</u>	<u>Amount</u>
Chagrin Falls Booster Club P.O. Box 454 Chagrin Falls, OH 44022	501(c)(9)	Operating	\$300.00
Chagrin Falls Meals on Wheels P.O. Box 23497 Chagrin Falls, OH 44023	501(c)(9)	Operating	\$100.00
Federated Church 76 Bell Street Chagrin Falls, OH 44022	501(c)(9)	Operating	\$4,000.00
Village of Chagrin Falls 21 West Washington Street Chagrin Falls, OH 44022	501(c)(9)	Operating	\$250.00
Denison University Granville, OH 43023	501(c)(9)	Operating	\$1,350.00
Cramer Creek School 12508 Cramer Creek Road Clinton, MT 59825	501(c)(9)	Operating	\$2,500.00
DKMS Americas P.O. Box 131 Chagrin Falls, OH 44022	501(c)(9)	Operating	\$200.00
Circus Smirkus 1 Circus Road Greensboro, VT 05841	501(c)(9)	Operating	\$1,000.00

Chagrin Valley Little Theatre 40 River Street Chagrin Falls, OH 44022	501(c)(9)	Operating	\$1,070.00
Chagrin Falls Schools 400 East Washington Street Chagrin Falls, OH 44011	501(c)(9)	Operating	\$700.00
Shadow Lake Association P.O. Box 135 Glover, VT 05839	501(c)(9)	Operating	\$1,000.00
Chagrin Falls Documentary Film Festival P.O. Box 239 Chagrin Falls, OH 44022	501(c)(9)	Operating	\$200.00
Old Stone House Museum 28 Old Stone House Road Brownington, VT 05860	501(c)(9)	Operating	\$100.00
Ohio State University 1480 West Lane Avenue Columbus, OH 43221	501(c)(9)	Operating	\$200.00
Chagrin Falls Historical Society 21 Walnut Street Chagrin Falls, OH 44022	501(c)(9)	Operating	\$100.00
Barton Public Library P.O. Box 549 100 Church Street Barton, VT 05822	501(c)(9)	Operating	\$250.00
<b>TOTAL:</b>			<hr/> <b>\$13,320.00</b>

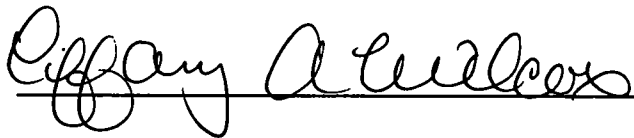
STATE OF OHIO,  
COUNTY OF CUYAHOGA } SS.

Case No.

Caption: Foundation Notice Emily Waters  
Foundation

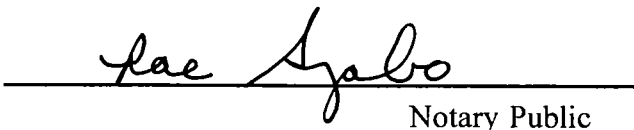
I, Tiffany Wilcox, being duly sworn upon my oath, depose and say that I am the agent of the DAILY LEGAL NEWS, and that the annexed advertisement attached hereto was published in the DAILY LEGAL NEWS, a daily newspaper of general circulation, printed in the City of Cleveland, County of Cuyahoga, Ohio for a period of one time on the 27th day of July A.D. 2011.

Publication Fee \$55.00



**Foundation Notice**  
Pursuant to the provisions of Section 6104 (d) of the Internal Revenue Code, notice is hereby given that the 2010 Annual Return of the Emily Waters Foundation, a private foundation, is available for inspection during regular business hours by any citizen on request made within 180 days after July 27, 2011, the date of this publication, at 10 Center Street, Suite G, Chagrin Falls, Ohio 44022. Such requests should be made to the undersigned.  
EMILY WATERS FOUNDATION.  
By Don P. Brown, Trustee.  
(440) 247-9100  
Jul27, 2011

Sworn to and subscribed in my presence this  
27th day of July A.D. 2011.

  
Notary Public

Rae Szabo

STATE OF OHIO (Cuyahoga County)  
My Commission Expires March 19, 2015.

Daily Legal News  
2935 Prospect Avenue  
Cleveland, OH 44115  
(216) 696-3322

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