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

2011

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 2011 or tax year beginning 11/01/11, and ending 10/31/12

<p>Name of foundation The William R. Watts Fndn, Inc. c/o Greadon & Greadon</p> <p>Number and street (or P O box number if mail is not delivered to street address) PO Box 39238</p> <p>City or town, state, and ZIP code Fort Lauderdale FL 33339-9238</p> <p>G Check all that apply</p> <table style="margin-left: 20px; border: none;"> <tr><td><input type="checkbox"/></td><td>Initial return</td><td><input type="checkbox"/></td><td>Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/></td><td>Final return</td><td><input type="checkbox"/></td><td>Amended return</td></tr> <tr><td><input type="checkbox"/></td><td>Address change</td><td><input type="checkbox"/></td><td>Name change</td></tr> </table> <p>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</p> <p>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 22,858,470 (Part I, column (d) must be on cash basis)</p>		<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity	<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return	<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change	<p>A Employer identification number 59-1971220</p> <p>B Telephone number (see instructions) 954-561-0313</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>																																																																																																																																																																																														
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<p>Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</p> <p>Revenue</p> <table style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 10%;">1</td><td>Contributions, gifts, grants, etc., received (attach schedule)</td><td style="width: 10%;"></td><td style="width: 10%;"></td><td style="width: 10%;"></td></tr> <tr><td>2</td><td>Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B</td><td></td><td></td><td></td></tr> <tr><td>3</td><td>Interest on savings and temporary cash investments</td><td>40</td><td>40</td><td></td></tr> <tr><td>4</td><td>Dividends and interest from securities</td><td>487,563</td><td>487,563</td><td></td></tr> <tr><td>5a</td><td>Gross rents</td><td></td><td></td><td></td></tr> <tr><td>b</td><td>Net rental income or (loss)</td><td></td><td></td><td></td></tr> <tr><td>6a</td><td>Net gain or (loss) from sale of assets not on line 10</td><td>380,045</td><td></td><td></td></tr> <tr><td>b</td><td>Gross sales price for all assets on line 6a</td><td>3,971,985</td><td></td><td></td></tr> <tr><td>7</td><td>Capital gain net income (from Part IV, line 2)</td><td>380,045</td><td></td><td></td></tr> <tr><td>8</td><td>Net short-term capital gain</td><td></td><td></td><td>0</td></tr> <tr><td>9</td><td>Income modifications</td><td></td><td></td><td></td></tr> <tr><td>10a</td><td>Gross sales less returns & allowances</td><td></td><td></td><td></td></tr> <tr><td>b</td><td>Less Cost of goods sold</td><td></td><td></td><td></td></tr> <tr><td>c</td><td>Gross profit or (loss) (attach schedule)</td><td>2013</td><td></td><td></td></tr> <tr><td>11</td><td>Other income (attach schedule)</td><td>Stmt</td><td></td><td></td></tr> <tr><td>12</td><td>Total. 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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
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		27,408	26,229	26,229
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (att schedule) ►		0		
	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)	See Stmt 6	8,900,969	9,497,221	9,497,221
	c Investments—corporate bonds (attach schedule)	See Stmt 7	7,110,233	6,955,200	6,955,200
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	See Statement 8	6,142,290	6,379,820	6,379,820
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
	15 Other assets (describe ►))		
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		22,180,900	22,858,470	22,858,470
	17 Accounts payable and accrued expenses		15,312	11,787	
	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 ►)	See Statement 9	21,179	29,196	
	23 Total liabilities (add lines 17 through 22)		36,491	40,983	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		22,144,409	22,817,487	
	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 instructions)		22,144,409	22,817,487	
	31 Total liabilities and net assets/fund balances (see instructions)		22,180,900	22,858,470	

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	22,144,409
2 Enter amount from Part I, line 27a	2	-294,925
3 Other increases not included in line 2 (itemize) ► See Statement 10	3	968,003
4 Add lines 1, 2, and 3	4	22,817,487
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	22,817,487

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 Worksheet					
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)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	380,045	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	-514	

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 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))
2010	1,085,550	22,217,878	0.048859
2009	991,997	21,123,351	0.046962
2008	980,633	19,368,066	0.050631
2007	1,084,867	20,998,035	0.051665
2006	1,084,213	21,911,365	0.049482

- 2 Total of line 1, column (d) 2 0.247599
- 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 0.049520
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 22,560,025
- 5 Multiply line 4 by line 3 5 1,117,172
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 8,238
- 7 Add lines 5 and 6 7 1,125,410
- 8 Enter qualifying distributions from Part XII, line 4 8 1,084,414

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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 letter if necessary—see instructions)	1 16,476
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	
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-)	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	
6	Credits/Payments	6a 15,916 6b 6c 6d 7 15,916
a	2011 estimated tax payments and 2010 overpayment credited to 2011	
b	Exempt foreign organizations—tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8 9 560 10 11
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► Refunded ►	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?
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

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► FL
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		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 instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► None	13	X
14	The books are in care of ► Greadon & Greadon PO Box 39238	Telephone no ►	954-561-0313
	Located at ► Fort Lauderdale	FL	ZIP+4 ► 33339
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	► <input type="checkbox"/>
16	At any time during calendar year 2011, 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 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 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 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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 2011?	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20	2b	
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 2011 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 2011)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2011?	4a	X
		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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

► 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Mercer/Hammond Associates 101 S Hanley Rd, Ste 300	St. Louis MO 63105	Investment 99,003
Greaton & Greaton PO Box 39238	Fort Lauderdale FL 33339-9238	Management 91,597
Total number of others receiving over \$50,000 for professional services	►	0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A

2

3

4

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

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

Amount

1 N/A

2

All other program-related investments. See instructions

3

Total. Add lines 1 through 3 ►

Form 990-PF (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	22,562,053
b	Average of monthly cash balances	1b	341,526
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	22,903,579
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	22,903,579
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	343,554
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,560,025
6	Minimum investment return. Enter 5% of line 5	6	1,128,001

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,128,001
2a	Tax on investment income for 2011 from Part VI, line 5	2a	16,476
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	16,476
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,111,525
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,111,525
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,111,525

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	1,084,414
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	1,084,414
b	Cash distribution test (attach the required schedule)	5	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	1,084,414
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,111,525
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2011.				
a From 2006	19,693			
b From 2007	58,167			
c From 2008	24,056			
d From 2009				
e From 2010				
f Total of lines 3a through e	101,916			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 1,084,414				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				1,084,414
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	27,111			27,111
6 Enter the net total of each column as indicated below:	74,805			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	74,805			
10 Analysis of line 9				
a Excess from 2007	50,749			
b Excess from 2008	24,056			
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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 instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
N/A

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

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

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a The name, address, and telephone number of the person to whom applications should be addressed
Wilson B. Greaton, Jr., President 954-561-0313
PO Box 39238, Fort Lauderdale FL 33339
- b The form in which applications should be submitted and information and materials they should include
See Attached Statement Grant Guidelines
- c Any submission deadlines.
See Statement 12
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
See Statement 13

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 14				1,000,000
Total			► 3a	1,000,000
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments			14	40
3	Interest on savings and temporary cash investments			14	487,563
4	Dividends and interest from securities				
5	Net rental income or (loss) from real estate				
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income			14	76,376
8	Gain or (loss) from sales of assets other than inventory			18	380,045
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue a				
b					
c					
d					
e					
12	Subtotal. Add columns (b), (d), and (e)		0		944,024
13	Total. Add line 12, columns (b), (d), and (e)		0		944,024

(See worksheet in line 13 instructions to verify calculations)

13 944,024

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return
with the preparer shown below
(see instructions)? Yes No

**Sign
Here**

10 Feb 19

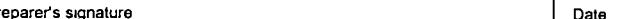
Signature of officer or trustee

2-6-13

Date

President

Title

Paid Preparer Use Only	Print/Type preparer's name Michael J. Robbins	Preparer's signature 	Date 01/25/13	Check <input type="checkbox"/> if self-employed
	Firm's name ► ROBBINS & LANDINO, PA	PTIN P01210648	Firm's EIN ► 65-0356804	
	Firm's address ► 222 S.E. 10th Street Fort Lauderdale, FL 33316	Phone no 954-467-3100		

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2011

For calendar year 2011, or tax year beginning

11/01/11, and ending 10/31/12

Name

The William R. Watts Fndn, Inc.
c/o Greaton & Greaton

Employer Identification Number

59-1971220

(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)
(1) Vanguard Inflation Prot. Securities		P	Various	11/19/11
(2) Vanguard Inflation Prot. Securities		P	06/22/07	01/19/12
(3) Vanguard Dividend Apprec. Index		P	10/02/06	03/02/12
(4) Vanguard Growth Index		P	11/22/06	03/02/12
(5) Vanguard Inflation Prot. Securities		P	Various	03/02/12
(6) PIMCO Total Return		P	Various	04/09/12
(7) PIMCO Total Return		P	Various	06/13/12
(8) Vanguard Inflation Prot. Securities		P	12/05/07	06/13/12
(9) Vanguard MSCI Emerging Markets		P	10/19/11	07/11/12
(10) Vanguard 500 Index		P	03/14/08	07/11/12
(11) PIMCO Total Return		P	Various	10/10/12
(12) Brandywine Global Fixed Income		P	Various	11/01/11
(13) Brandywine Global Fixed Income		P	Various	02/01/12
(14) Brandywine Global Fixed Income		P	Various	05/01/12
(15) Brandywine Global Fixed Income		P	Various	08/01/12

(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)
(1) 50,000		41,401	8,599
(2) 50,000		40,666	9,334
(3) 200,000		177,988	22,012
(4) 400,000		338,187	61,813
(5) 400,000		338,581	61,419
(6) 1,400,000		1,312,057	87,943
(7) 200,000		186,906	13,094
(8) 40,000		34,143	5,857
(9) 50,180		50,765	-585
(10) 100,000		96,323	3,677
(11) 125,014		115,884	9,130
(12) 1,632		1,022	610
(13) 1,648		1,008	640
(14) 1,709		1,029	680
(15) 1,731		1,017	714

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) OR Losses (from col (h))
(1)			8,599
(2)			9,334
(3)			22,012
(4)			61,813
(5)			61,419
(6)			87,943
(7)			13,094
(8)			5,857
(9)			-585
(10)			3,677
(11)			9,130
(12)			610
(13)			640
(14)			680
(15)			714

Form **990-PF****Capital Gains and Losses for Tax on Investment Income****2011**

For calendar year 2011, or tax year beginning

11/01/11, and ending

10/31/12

Name

The William R. Watts Fndn, Inc.
c/o Greaton & Greaton

Employer Identification Number

59-1971220

(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)
(1) Brandywine Global Fixed Income		P	Various	08/01/12
(2) AOL Time Warner		P	Various	Various
(3) Mercer Access Hedge Fund		P	Various	08/01/12
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

(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)
(1) 150,000		88,106	61,894
(2) 71			71
(3) 800,000		766,857	33,143
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) OR Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			61,894
(2)			71
(3)			33,143
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

Federal Statements

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

<u>Description</u>	<u>Revenue per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>
Dist. from Lim. Partnerships	\$ 76,376	\$ 76,376	\$ 76,376
Total	<u><u>\$ 76,376</u></u>	<u><u>\$ 76,376</u></u>	<u><u>0</u></u>

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

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Indirect Accounting Fees	\$ 12,000	\$ 2,000	\$ 0	\$ 10,000
Total	<u><u>\$ 12,000</u></u>	<u><u>\$ 2,000</u></u>	<u><u>0</u></u>	<u><u>\$ 10,000</u></u>

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

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Investment Advisory Fee	\$ 99,003	\$ 99,003	\$ 0	\$ 73,098
Office Management Fee	\$ 91,597	\$ 18,319	\$ 0	\$ 73,098
Total	<u><u>\$ 190,600</u></u>	<u><u>\$ 117,322</u></u>	<u><u>0</u></u>	<u><u>\$ 73,098</u></u>

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

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Federal Excise Tax	\$ 34,143	\$ 34,143	\$ 0	\$ 0
Total	<u><u>\$ 34,143</u></u>	<u><u>\$ 34,143</u></u>	<u><u>0</u></u>	<u><u>0</u></u>

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

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
	\$	\$	\$	\$
Expenses				
Insurance	851	213		638
Miscellaneous	1,355	678		678
Total	\$ 2,206	\$ 891	\$ 0	\$ 1,316

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
Equities	\$ 8,900,969	\$ 9,497,221	Market	\$ 9,497,221
Total	\$ 8,900,969	\$ 9,497,221		\$ 9,497,221

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
Debt Securities	\$ 7,110,233	\$ 6,955,200	Market	\$ 6,955,200
Total	\$ 7,110,233	\$ 6,955,200		\$ 6,955,200

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
Commodities	\$ 1,079,356	\$ 1,509,919	Market	\$ 1,509,919
Hedge Fund	2,333,830	1,652,055	Market	1,652,055
Private Equity Fund	1,481,372	1,465,942	Market	1,465,942
Private Bond Fund	1,247,732	1,235,767	Market	1,235,767
Blended Mutual Funds		516,137	Market	516,137
Total	\$ 6,142,290	\$ 6,379,820		\$ 6,379,820

Federal Statements**Statement 9 - Form 990-PF, Part II, Line 22 - Other Liabilities**

Description	Beginning of Year	End of Year
Excise Tax Payable	\$ 2,223	\$ 560
Deferred Excise Tax	18,956	28,636
Total	<u>21,179</u>	<u>29,196</u>

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

Description	Amount
Unrealized Gains on Investments	\$ 968,003
Total	<u>\$ 968,003</u>

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

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

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

Description

See Attached Statement Grant Guidelines

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

Description

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

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

Description

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

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

<u>Recipient</u>	<u>Relationship of Individual</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
First Presbyterian Church of Ft. Laud. 401 SE 15 Avenue Ft Laud., FL 33301	N/A	Public	General	100,000
Boys & Girls Clubs of Broward County 877 NW 61 St. Ft. Laud., FL 33309	N/A	Public	General	100,000
United Way of Broward County 1300 S. Andrews Ave Ft. Laud., FL 33316	N/A	Public	General	100,000
United Way of Miami-Dade 3250 SW 3 Avenue Miami, FL 33129	N/A	Public	General	100,000
Broward County Chapter of the Salvation Army PO Box 230 Ft. Laud., FL 33302	N/A	Public	General	100,000
The Miami Foundation, Inc. 200 S. Biscayne Blvd., #505 Miami, FL 33131	N/A	Public	General	100,000
Community Foundation of Broward 1401 E. Broward Blvd., #200 Ft. Laud., FL 33301	N/A	Public	General	100,000
Habitat for Humanity of Broward, Inc. 3564 N. Ocean Blvd. Ft. Laud., FL 33308	N/A	Public	General	10,000
Gilda's Club of South Florida, Inc. 119 Rose Drive Ft. Laud., FL 33316	N/A	Public	General	7,500
Washington University Campus Box 1163 One Brookings Drive St. Louis, MO 63130	N/A	Public	General	25,000
So. Fla. Council, Inc., Boy Scouts of America 15255 NW 82 Ave. Miami Lakes, FL 33016	N/A	Public	General	25,000
HANDY, Inc. 501 NE 8th Street	N/A	Public	General	20,000

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

<u>Recipient</u>	<u>Relationship of Individual</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Ft. Laud., FL 33304				
Stranahan House, Inc. 335 SE 6 Avenue Ft. Laud., FL 33301	N/A	Public	General	15,000
Kids in Distress, Inc. 819 NE 26 St. Ft. Laud., FL 33305	N/A	Public	General	15,000
SOS Children's Village of Fla., Inc. 3681 NW 59 Place Coconut Creek, FL 33073	N/A	Public	General	15,000
Gateway Community Outreach, Inc. 291 SE First Terrace Deerfield Beach, FL 33441	N/A	Public	General	5,000
Hope Women's Centers, Inc. 943 SW 71 Ave. North Lauderdale, FL 33068	N/A	Public	General	15,000
Leadership Broward Foundation, Inc. 1640 West Oakland Park Blvd., #400 Ft. Laud., FL 33311	N/A	Public	General	10,000
Women in Distress P O Box 50187 Lighthouse Pt., FL 33074	N/A	Public	General	10,000
Jack & Jill Children's Center 1315 W. Broward Blvd. Ft. Laud., FL 33312	N/A	Public	General	20,000
Children's Home Society of Fla. 401 NE 4th St. Ft. Laud., FL 33301	N/A	Public	General	7,500
Bonnet House 900 N. Birch Rd. Ft. Laud., FL 33304	N/A	Public	General	10,000
Covenant House Fla., Inc 733 Breakers Av. Ft. Laud., FL 33304	N/A	Public	General	10,000
Henderson Behavioral Health 4740 N. State Road 7 #201	N/A	Public	General	10,000

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

Recipient	Relationship of Individual	Foundation Status	Purpose	Amount
Lauderdale Lakes., FL 33319				
Broward Partnership for the Homeless 920 NW 7 Ave. Ft. Laud., FL 33311	N/A	Public	General	5,000
Children's Harbor, Inc. 19425 SW 58 Manor Pembroke Pines, FL 33332	N/A	Public	General	5,000
Rebuilding Together Broward County, Inc. 4824 N.E. 12 Ave. Oakland Park, FL 33334	N/A	Public	General	10,000
HOPE South Florida, Inc. P.O. Box 14156 Ft. Laud., FL 33302	N/A	Public	General	10,000
Heart Gallery of Broward County, Inc. 827 S. State Road 7, Building 1 North Lauderdale, FL 33068	N/A	Public	General	5,000
Junior Achievement of South Florida, Inc. 1130 Coconut Creek Blvd. Coconut Creek, FL 33066	N/A	Public	General	10,000
H.O.M.E.S , Inc. 690 N.E. 13th St. #102 Ft. Laud., FL 33304	N/A	Public	General	10,000
Achievement & Rehabilitation Centers, Inc. 10250 NW 53 St. Sunrise, FL 33351	N/A	Public	General	10,000
Insight for the Blind 1401 NE 4th Avenue Ft. Laud., FL 33304	N/A	Public	General	5,000

Total Line 3a**1,000,000**

Form 990 PF, Part XV, 2b - Application Format and Required Content

Grant Guidelines

Foundation Purpose

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

Foundation History

The Foundation was created in 1979 by William R. Watts and was substantially funded after his death.

Foundation Board

The Board of the Foundation consists of members appointed by the Miami Foundation, the Community Foundation of Broward, the Broward County Chapter of the Salvation Army, the Boys & Girls Club of Broward County, First Presbyterian Church of Fort Lauderdale, United Way of Broward and United Way of Miami-Dade. The attorneys for Mr. Watts and the Foundation are also members of the Board. It was Mr. Watts' anticipation that the Board would utilize 70% of its grants to support the charities who appoint its members but would also have additional grants available for other worthy charities in Miami-Dade and Broward County, Florida.

Eligibility

Only nonprofit tax exempt organizations as defined by 501(c)(3) and designated as a public charity in the Internal Revenue Code are eligible to apply for grants. Grants are not made to individuals, for memberships, nor for memorials.

Areas of Support, Grant Range, Types of Funding

Areas of support are: social services, children and youth, health, and community development. Grants range from \$5,000 to \$25,000 (other than those to board appointed charities). We do not offer multi-year funding. Types of funding include project support, equipment, endowment, general support and building funds. Grants are made on an annual basis in September or October of each year.

Applying for a Grant

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

A Cover Letter

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

- Purpose of the grant, amount requested and grant start and end dates
- Contact person, title, address and phone number
- A narrative consisting of no more than three typed pages

The Budget

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

Attachments

For all applications filed after November 1, 2011, required attachments include:

1. A list of the governing board and its officers
2. A copy of the IRS Determination Letter of 501(c)(3) status
3. Evidence of unexpired registration as a charitable organization with the Florida Department of Agriculture and Consumer Services
4. A Copy of the organization's current fiscal year operating budget
5. Page 1 of your most recent Form 990 and a copy of your financial statements

If you are applying for a grant and have previously submitted the above information, items 2 and 3 do not need to be resubmitted.

Review Process

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

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