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

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

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation NAUTILUS FOUNDATION, INC.		A Employer identification number 23-7010100
Number and street (or P.O. box number if mail is not delivered to street address) 101 SPRINGER BLDG, 3411 SILVERSIDE RD		B Telephone number (302) 478-4383
City or town, state, and ZIP code WILMINGTON, DE 19810-4811		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1379303.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Other (specify) TAX BASIS		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1.	1.		Statement 1
4 Dividends and interest from securities		15865.	15865.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		77127.			
b Gross sales price for all assets on line 6a		159670.			
7 Capital gain net income (from Part IV, line 2)			77127.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		92993.	92993.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 3		284.	213.		71.
b Accounting fees Stmt 4		8628.	6471.		2157.
c Other professional fees					
17 Interest					
18 Taxes Stmt 5		1764.	46.		15.
19 Depreciation and depletion					
20 Occupancy		1267.	950.		317.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 6		226.	169.		57.
24 Total operating and administrative expenses. Add lines 13 through 23		12169.	7849.		2617.
25 Contributions, gifts, grants paid		65000.			65000.
26 Total expenses and disbursements. Add lines 24 and 25		77169.	7849.		67617.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		15824.			
b Net investment income (if negative, enter -0-)			85144.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1291.	1821.	1821.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less allowance for doubtful accounts	502.		
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	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 Stmt 8	483264.	509636.	509636.
	b Investments - corporate stock Stmt 9	524580.	515605.	867846.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	1009637.	1027062.	1379303.	
Liabilities	17 Accounts payable and accrued expenses		1603.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe Statement 10)	1.	-1.	
23 Total liabilities (add lines 17 through 22)	1.	1602.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	1009636.	1025460.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	1009636.	1025460.		
31 Total liabilities and net assets/fund balances	1009637.	1027062.		

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	1009636.
2 Enter amount from Part I, line 27a	2	15824.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	1025460.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1025460.

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 SCHEDULE ATTACHED		Various	Various
b SCHEDULE ATTACHED		Various	Various
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 12522.		13831.	-1309.
b 147148.		68712.	78436.
c			
d			
e			

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	
a			-1309.
b			78436.
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	77127.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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))
2011	67187.	1315738.	.051064
2010	66440.	1313746.	.050573
2009	71036.	1249768.	.056839
2008	69689.	1384042.	.050352
2007	71448.	1516863.	.047102

2 Total of line 1, column (d)	2	.255930
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	.051186
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1383260.
5 Multiply line 4 by line 3	5	70804.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	851.
7 Add lines 5 and 6	7	71655.
8 Enter qualifying distributions from Part XII, line 4	8	67617.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Values include 1703, 0, 100, and 1603.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, Yes, and No. Includes 'N/A' and 'DE' entries.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of JAMES R. WEAVER, SECRETARY Telephone no (302) 478-4383 Located at 101 SPRINGER BLDG, 3411 SILVERSIDE RD, WILMINGTON ZIP+4 19810-4811
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 N/A
16 At any time during calendar year 2012, 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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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
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 2012?
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2012 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 2012.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2012?

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

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 ▶	0.

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	1400007.
b	Average of monthly cash balances	1b	4318.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1404325.
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	1404325.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21065.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1383260.
6	Minimum investment return. Enter 5% of line 5	6	69163.

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	69163.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1703.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1703.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	67460.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	67460.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	67460.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	67617.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	67617.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	67617.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				67460.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008	5247.			
c From 2009	8768.			
d From 2010	1925.			
e From 2011	1572.			
f Total of lines 3a through e	17512.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	67617.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				67460.
e Remaining amount distributed out of corpus	157.			
5 Excess distributions carryover applied to 2012 (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	17669.			
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 instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	17669.			
10 Analysis of line 9				
a Excess from 2008	5247.			
b Excess from 2009	8768.			
c Excess from 2010	1925.			
d Excess from 2011	1572.			
e Excess from 2012	157.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	

b 85% of line 2a

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

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

e Qualifying distributions made directly for active conduct of exempt activities

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

a "Assets" alternative test - enter:

(1) Value of all assets

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

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

None

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

HOPE P. ANNAN, PRESIDENT, (302) 478-4383
101 SPRINGER BLDG, 3411 SILVERSIDE RD, WILMINGTON, DE 19810

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

STATEMENT ATTACHED

c Any submission deadlines:

NONE

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

STATEMENT ATTACHED

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
FIDELITY INVESTMENTS CHECKING	1.
FIDELITY INVESTMENTS CORE ACCOUNT	0.
Total to Form 990-PF, Part I, line 3, Column A	1.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
FIDELITY INVESTMENTS - AGENT	15865.	0.	15865.
Total to Fm 990-PF, Part I, ln 4	15865.	0.	15865.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	284.	213.		71.
To Fm 990-PF, Pg 1, ln 16a	284.	213.		71.

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	8628.	6471.		2157.
To Form 990-PF, Pg 1, ln 16b	8628.	6471.		2157.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FEDERAL EXCISE TAX	1703.	0.		0.	
DELAWARE ANNUAL FEE	61.	46.		15.	
To Form 990-PF, Pg 1, ln 18	1764.	46.		15.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
POSTAGE	115.	86.		29.	
STATIONERY & SUPPLIES	111.	83.		28.	
To Form 990-PF, Pg 1, ln 23	226.	169.		57.	

Footnotes Statement 7

TRUSTEES AND OFFICERS SERVE AS REQUIRED WITHOUT COMPENSATION
 CORRESPONDENCE FOR ANY TRUSTEE SHOULD BE ADDRESSED TO
 THE FOUNDATION OFFICE IN WILMINGTON, DELAWARE

Form 990-PF U.S. and State/City Government Obligations Statement 8

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U S GOVERNMENT OBLIGATIONS	X		509636.	509636.
Total U.S. Government Obligations			509636.	509636.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			509636.	509636.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
EXCHANGE TRADED FUNDS	209048.	218722.
CORPORATION STOCK	306557.	649124.
Total to Form 990-PF, Part II, line 10b	515605.	867846.

Form 990-PF Other Liabilities Statement 10

Description	BOY Amount	EOY Amount
ROUNDING ADJUSTMENT	1.	-1.
Total to Form 990-PF, Part II, line 22	1.	-1.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 11

Name and Address	Title and Avg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
HOPE P. ANNAN SEE NOTE ATTACHED PALM BEACH, FL 33480	TRUSTEE & PRESIDENT 0.00	0.	0.	0.
E. HEWLETT KENT SEE NOTE ATTACHED GULFSTREAM, FL 33483	TRUSTEE & VICE-PRESIDENT 0.00	0.	0.	0.
ALLISON K. BOURKE SEE NOTE ATTACHED GREENWICH, CT 06830	TRUSTEE & VICE-PRESIDENT 0.00	0.	0.	0.
JAMES R. WEAVER 1343 WEST BALTIMORE PIKE A-302 MEDIA, PA 19063	SECRETARY 0.00	0.	0.	0.
JOANNE STEPPI 8 SANDALWOOD DRIVE, APT 6 NEWARK, DE 19713	ASSISTANT SECRETARY 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

REALIZED GAINS AND LOSSES

NAUTILUS FOUNDATION

NF-FID

From 01-01-12 Through 12-31-12

23-7010100

PART I - LINE 6a

Security Description						Gains/Loss	
Security	Quantity	Buy Date	Date Sold	Proceeds	Cost Basis	Short Term	Long Term
TARGET CORP	125 000	10-14-02	01-12-12	6,140 32	3,845.00		2,295 32
TARGET CORP	175 000	02-02-09	01-12-12	8,596 44	5,441 86		3,154 58
TARGET CORP	40 000	02-02-09	01-12-12	1,966.03	1,243.85		722.18
APPLE INC	4.000	04-26-10	02-13-12	1,991 49	1,083.14		908 35
GOOGLE INC CLASS A	8 000	04-22-10	02-24-12	4,860.28	4,422 89		437.39
EXPRESS SCRIPTS HLDG CO COMMON	10.000	01-04-12	02-27-12	541.40	462 39	79.01	0 00
EXPRESS SCRIPTS HLDG CO COMMON	70.000	01-13-12	02-27-12	3,789.77	3,398 75	391 02	0 00
MASTERCARD INC CL A COM	7 000	06-16-08	03-01-12	2,923 24	2,074 44		848 80
APPLE INC	6.000	04-26-10	03-21-12	3,626.60	1,624.71		2,001 89
MEDCO HEALTH SOLUTIONS INC	1,778 000	07-01-69	04-03-12	51,206 40	0.00		51,206 40
MEDCO HEALTH SOLUTIONS INC	30.000	02-11-02	04-03-12	864 00	0 00		864 00
EXPRESS SCRIPTS HLDG CO COMMON	0 480	04-03-12	04-04-12	27 32	0 00	27 32	0 00
MASTERCARD INC CL A COM	11.000	06-16-08	04-16-12	4,821.38	3,259.83		1,561.55
RALPH LAUREN CORP. CLASS A	15 000	06-10-08	04-16-12	2,592.54	992.38		1,600 16
ORACLE CORP	90 000	05-04-11	05-31-12	2,367 98	3,193 95		-825 97
ORACLE CORP	100 000	05-06-11	05-31-12	2,631.09	3,515 89		-884 80
ORACLE CORP	100 000	05-06-11	05-31-12	2,631 09	3,507 70		-876 61
ORACLE CORP	50 000	05-06-11	05-31-12	1,315 55	1,754.00		-438 45
ORACLE CORP	100 000	06-30-11	05-31-12	2,631 10	3,280.84	-649 74	0 00
ORACLE CORP.	25 000	06-30-11	05-31-12	657.77	818 25	-160 48	0 00
ORACLE CORP.	125.000	10-27-11	05-31-12	3,288.87	4,220 41	-931.54	0 00
PRAXAIR INC	10.000	06-16-09	07-12-12	1,057.32	716.58		340 74
PRAXAIR INC.	5.000	12-23-09	07-12-12	528 66	399 38		129 28
PRAXAIR INC	15 000	03-01-12	07-12-12	1,585.99	1,650 30	-64 31	0 00
GOOGLE INC CLASS A	8 000	02-01-10	07-17-12	4,555 38	4,276 80		278 58
URBAN OUTFITTERS INC	15 000	09-27-10	08-01-12	461.57	517 62		-56 05
URBAN OUTFITTERS INC	110.000	09-29-10	08-01-12	3,384.87	3,572 84		-187.97
URBAN OUTFITTERS INC	60 000	09-29-10	08-01-12	1,846.29	1,939.25		-92 96
URBAN OUTFITTERS INC.	100.000	10-26-10	08-01-12	3,077.15	3,178 95		-101 80
AMPHENOL CORP. NEW CL A	30.000	08-30-10	08-31-12	1,806.40	1,263 45		542 95
ANSYS INC	55 000	04-28-10	09-13-12	3,953.06	2,499 80		1,453 26
GOOGLE INC CLASS A	10 000	03-03-09	10-04-12	7,624 47	3,283 99		4,340 47
PROCTER & GAMBLE CO COM	4 000	05-03-05	10-19-12	269 06	219 42		49 64
PROCTER & GAMBLE CO COM	26 000	05-03-05	10-19-12	1,800 45	1,426.25		374.20
GOOGLE INC CLASS A	10.000	03-03-09	10-23-12	6,826 27	3,283 99		3,542 27
GOOGLE INC CLASS A	10 000	03-06-09	10-23-12	6,826.27	2,992 59		3,833 68
ANSYS INC	35 000	04-28-10	11-26-12	2,332.79	1,590.78		742.01

REALIZED GAINS AND LOSSES
NAUTILUS FOUNDATION
NF-FID
From 01-01-12 Through 12-31-12

23-7010100
PART I - LINE 6a

<u>Security Description</u>		<u>Buy Date</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost Basis</u>	<u>Gains/Loss</u>	
<u>Security</u>	<u>Quantity</u>					<u>Short Term</u>	<u>Long Term</u>
ANSYS INC	35.000	04-28-10	11-28-12	2,263.18	1,590.78		672.40
						497.35	
						-1,806.07	
				159,669.84	82,543.06	-1,308.72	78,435.50
	77,126.78						

<u>Summary</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain or (Loss)</u>
Short Term	12,522.22	13,830.94	(1,308.72)
Long Term	<u>147,147.62</u>	<u>68,712.12</u>	<u>78,435.50</u>
Totals	<u>159,669.84</u>	<u>82,543.06</u>	<u>77,126.78</u>

PART XV – Line 2b & d

SUGGESTED PROCEDURE FOR GRANT APPLICATION

Application for a grant from the Nautilus Foundation, Inc., should be made in writing and directed to the attention of Hope P. Annan, President, in care of the foundation office, 101 Springer Building, 3411 Silverside Road, Wilmington, Delaware 19810. No special form is required; just describe the general activities of your organization and the specific need for, and purpose of, the requested grant.

Please be sure that your application includes the following information:

- (1) The complete legal name and address of your organization.
- (2) Determination letters from Internal Revenue Service indicating:
 - (a) Approval of tax exempt status under Section 501(c)(3) or other appropriate section of the Internal Revenue Code.
 - (b) That the organization is not a private foundation.
 - (c) For private schools and colleges only, that the institution meets the non-discriminatory policy guidelines of the Internal Revenue Service.
- (3) Your most recent annual report and certified financial statements.
- (4) A detailed project budget.
- (5) For public supported charities qualifying under the provisions of Sections 170(b)(1)(A)(vi) or 509(a)(2) of the Internal Revenue Code, a statement that compliance by the Foundation with the grant request will not result in an adverse impact on this exemption status.

Proposals received by the Foundation are reviewed periodically by the Trustees.

Applications will not be considered in the following circumstances:

- (1) Organizations which have applied for tax exempt status but have not yet received their ruling.
- (2) Organizations whose purposes or programs are not in accordance with Internal Revenue Service regulations or guidelines.
- (3) Organizations which act as conduits to pass funds.
- (4) Grants to individuals.
- (5) Institutions which in policy or practice unfairly discriminate against race, age, creed or sex.

Historically, the Foundation has focused its program of gifts principally in the metropolitan Philadelphia, Pennsylvania and Palm Beach County, Florida areas. Such emphasis is not designed, however, to preclude organizations in other areas with worthwhile projects and demonstrated needs from applying for consideration. In recent years, annual grants have totaled \$45,000 and have ranged in size from \$50 to \$5,000..

GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2012 - 12/31/2012 23-7010100
 PART XV - LINE 3a

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
ANIMAL WELFARE				
	Audubon Greenwich	Greenwich	Meadow Fund	\$3,500.00
	Peggy Adams AnimalRescueLeague	West Palm Beach	current operations	\$250.00
Total forANIMAL WELFARE				\$3,750.00
CHARITABLE - COMMUNITY ORGANIZATIONS				
	Boys & Girls Clubs of PB Co.	West Palm Beach	current operations	\$250 00
	Colony Club	New York City	current operations	\$1,000.00
	Family Center of Greenwich	Greenwich	current operations	\$2,000.00
	Garden Club of Palm Beach	Palm Beach	current operations	\$1,000 00
	Maine Granite Industry Hist So	Mt Desert	current operations	\$100.00
	Mounts Botanical Garden	West Palm Beach	current operations	\$500 00
	NEH Village Improvement Assn	Nrtheast Harbor	current operations	\$250 00
	Palm Beach Crime Watch,Inc.	Palm Beach	current operations	\$500.00
	Rockend Art Barn	NorthEst Hbr.	current operations	\$500.00
	The Garden Conservancy	Cold Spring	current operations	\$3,500.00
Total forCHARITABLE - COMMUNITY ORGANIZATIONS				\$9,600.00
CHARITABLE - HOSPITALS				
	Memorial Sloan-Kettering	New York	current operations	\$2,000.00
Total forCHARITABLE - HOSPITALS				\$2,000.00
CHARITABLE - OTHER MEDICAL & HEALTH				
	American Cancer Society	New Castle	current operations	\$100.00
	NEH Ambulance Svs.	NortheastHarbor	current operations	\$200.00
	Rehab Ctr Children & Adults	Palm Beach	current operations	\$1,500 00
Total forCHARITABLE - OTHER MEDICAL & HEALTH				\$1,800.00
CHARITABLE - RELIEF				
	Boys & Girls RepublicHenry St.	New York	current operations	\$250.00
Total forCHARITABLE - RELIEF				\$250.00
EDUCATIONAL - CULTURAL INSTITUTIONS				
	Atwater Kent Museum	Philadelphia	current operations	\$500.00
	Bath & Tennis Historic Bldg.	Palm Beach	current operations	\$1,000 00
	Bowne House Historical Society	Flushing	current operations	\$200.00
	Central Park Conservancy	New York	current operations	\$2,000.00
	Fairchild Tropical Garden	Coral Gables	current operations	\$200.00
	Friends of Acadia	Bar Harbor	current operations	\$250.00
	Great Harbor Maritime Museum	Nrtheast Harbor	current operations	\$250.00
	Independence Seaport Museum	Philadelphia	"Cruiser Olympia"	\$100.00
	Metropolitan Museum of Art	New York	current operations	\$2,000.00

GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2012 - 12/31/2012

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
EDUCATIONAL - CULTURAL INSTITUTIONS				
	Nat'l Capital Radio&Television	Bowie	current operations	\$100.00
	New York Botanical Gardens	Bronx	current operations	\$2,000.00
	Norton Museum of Art	West Palm Beach	current operations	\$2,000.00
	Raymond F Kravis Ctr,Perf.Arts	West Palm Beach	current operations	\$1,000.00
	Rock Hall Museum	Lawrence	current operations	\$1,200.00
	Society of the Four Arts	Palm Beach	current operations	\$10,500.00
	The Fund for Park Avenue	New York	current operations	\$1,000.00
Total for EDUCATIONAL - CULTURAL INSTITUTIONS				\$24,300.00
EDUCATIONAL - PUBLIC INFORMATION				
	Achiev Ctr, Children & Fam	Delray Beach	current operations	\$250.00
	NEH Sailing School	Northeast Harb	current operations	\$1,000.00
Total for EDUCATIONAL - PUBLIC INFORMATION				\$1,250.00
EDUCATIONAL - SCHOOLS & COLLEGES				
	Duke University	Durham	current operations	\$500.00
	Garrison Forest School	Owings Mills	current operations	\$250.00
	Greenwich Country Day School	Greenwich	current operations	\$500.00
	Gulf Stream School	Gulf Stream	"Annual Giving"	\$6,000.00
	Hill School	Pottstown	current operations	\$1,000.00
	Kent School	Kent	current operations	\$9,500.00
	Outward Bound USA	Long Island Cit	current operations	\$100.00
	Palm Beach Day Academy	Palm Beach	current operations	\$500.00
	Putnam Indian Field School	Greenwich	current operations	\$200.00
	The HMS School	Philadelphia	memoryof Mrs. Olive Gowen	\$100.00
Total for EDUCATIONAL - SCHOOLS & COLLEGES				\$18,650.00
LITERARY				
	NEH Harbor Library	Nrtheast Harbor	current operations	\$200.00
Total for LITERARY				\$200.00
RELIGIOUS				
	Bethesda By The Sea	Palm Beach	current operations	\$1,000.00
	Campus Crusade for Christ	Orlando	current operations	\$250.00
	Church of the Ascension	Claymont	"Organ Fund"	\$100.00
	Parish of St Mary & Jude	Nrtheast Harbor	current operations	\$500.00
	Seed Faith Mission	Boynton Beach	current operations	\$100.00
	St. David's Church (Episcopal)	Wayne	current operations	\$600.00
	United Methodist Church of ELAM	Glen Mills	United Methodist Bldg. Fund	\$250.00
Total for RELIGIOUS				\$2,800.00

GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2012 - 12/31/2012

23-7010100

PART XV - LINE 3a
AMOUNT

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
SCIENTIFIC				
	Buckminster Fuller Institute	Brooklyn	current operations	\$400.00
		Total forSCIENTIFIC		\$400.00
			Grand Total	\$65,000.00