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

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

For calendar year 2012 or tax year beginning , **2012, and ending** , **20**

Name of foundation Blue Waters Foundation		A Employer identification number 27-4297287
Number and street (or P O box number if mail is not delivered to street address) P.O. Box 372	Room/suite	B Telephone number (see instructions) 231-929-4878
City or town, state, and ZIP code Eastport, MI 49627		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,806,660	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
(Part I, column (d) must be on cash basis.)		

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	95,259	95,259		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(51,848)			
	b Gross sales price for all assets on line 6a 2,470,901				
	7 Capital gain net income (from Part IV, line 2)		308,919		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) STATEMENT 1	7,828	7,828		
	12 Total. Add lines 1 through 11	51,239	412,006		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STATEMENT 2	3,734	0		3,734
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STAT. 3	7,096	7,096		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STAT. 4	7,686	249		249
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	18,516	7,345		3,983
	25 Contributions, gifts, grants paid	141,000			141,000
	26 Total expenses and disbursements. Add lines 24 and 25	159,516	7,345		144,983
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	(108,277)			
	b Net investment income (if negative, enter -0-)		404,661		
	c Adjusted net income (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	54,659	28,131	28,131
	2 Savings and temporary cash investments			
	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 (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)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) STATEMENTS	2,705,760	2,778,529	2,778,529
	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)	2,760,419	2,806,660	2,806,660
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule) . . .			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,760,419	2,806,660	
	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) . . .	2,760,419	2,806,660	
	31 Total liabilities and net assets/fund balances (see instructions)	2,760,419	2,806,660	

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	2,760,419
2 Enter amount from Part I, line 27a	2	(108,277)
3 Other increases not included in line 2 (itemize) ▶ Unrealized gain from securities: STATEMENT 6	3	154,518
4 Add lines 1, 2, and 3	4	
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	2,806,660

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 Publicly traded securities				
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 2,470,901		2,161,982	308,919	
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	308,919	
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 }		3	0	

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.

(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	138,098	2,727,982	.0506
2010	0	2,804,590	0
2009			
2008			
2007			
2 Total of line 1, column (d)		2	.050623
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	.025312
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	2,800,278
5 Multiply line 4 by line 3		5	70,881
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	4,047
7 Add lines 5 and 6		7	74,928
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8	140,936

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1		4,047
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3		4,047
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		4,047
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		4,000
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		4,000
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		47
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>	1b	✓
c Did the foundation file Form 1120-POL for this year?	1c	✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e 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? <i>If "Yes," attach a detailed description of the activities.</i>	2	✓
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? <i>If "Yes," attach a conformed copy of the changes.</i>	3	✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	✓
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?	6	✓
7 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>	7	✓
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>Michigan</u>		
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>	8b	✓
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>	9	✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► None				
14	The books are in care of ► Scott D. Harvey, Esq.	Telephone no. ►	231-929-4878	
	Located at ► 101 N. Park Street, Suite 100, Traverse City, MI	ZIP+4 ►	49684	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here.	15		☐
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?	16	Yes	No
	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.

		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? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)?	1b	
	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?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ 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 instructions.)	2b	
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? ☐ Yes ☒ No		
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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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?	4b	✓

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 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 instructions)? ☐ Yes ☒ NoOrganizations 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**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
STATEMENT 7				

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
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 NONE	
2	
3	
4	
	0

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 NONE	
2	
All other program-related investments See instructions	
3	
	0
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	2,487,904
b	Average of monthly cash balances	1b	355,018
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,842,922
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	2,842,922
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	42,644
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,800,278
6	Minimum investment return. Enter 5% of line 5	6	140,014

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	140,014
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,047
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,047
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	135,967
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	135,967
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	135,967

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	144,983
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	144,983
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)	5	4,047
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	140,936

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				135,967
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			243	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 144,983				
a Applied to 2011, but not more than line 2a			243	
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				135,967
e Remaining amount distributed out of corpus	8,773			
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	8,773			
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 instructions			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) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	8,773			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	8,773			

Part XIV Private Operating Foundations (see 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 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)

2a 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. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon.				
a "Assets" alternative test—enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test—enter ² / ₃ of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

Phillip Elbert

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:

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	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
a Paid during the year				
PAWS Chicago, 1997 N. Clybourn, Chicago, IL 60614		PC	General support	2,500
Ronald McDonald House Charities, 1301 W. 22nd St., Suite 905, Chicago, IL 60523		PC	General support	10,000
Wallace R. Bostwic Memorial, 121 W. 48th St., Apt. 1906, Kansas City, MO 64112		PC	Gifts to soldiers in Afghanistan	2,500
LUNgevity Foundation, 435 N. LaSalle St., Suite 310, Chicago, IL 60654		PC	General support	2,500
Pat Tillman Foundation, 2141 E. Broadway Rd., Suite 115, Tempe, AZ 85282		PC	General support	2,500
Chicago Food Depository, 4100 W. Ann Lurie Place, Chicago, IL 60632		PC	General support	10,000
Folds of Honor Foundation, 5800 N. Patriot Dr., Oawasso, OK 74055		PC	General support	25,000
Salvation Army of Chicago, 5040 N. Pulaski Rd., Chicago, IL 60630		PC	General support	30,000
Salvation Army of Traverse City, P.O. Box 5228, Traverse City, MI 49696		PC	General support	15,000
Lincoln Park Zoo, 2001 N. Clark St., Chicago, IL 60614		PC	General support	15,000
Munson Healthcare, 210 Beaumont Place, Traverse City, MI 49684		PC	General support	25,000
Total			3a	140,000
b Approved for future payment				
Chicago Yacht Club Foundation, 400 E. Monroe St., Chicago, IL 60603		PC	Education	1,000
Total			3b	1,000

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	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	95,259	
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	7,828	
8	Gain or (loss) from sales of assets other than inventory			18	(51,848)	
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)				51,239	
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations.)

13 51,239

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

[illegible]

1		Yes	No
Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash			✓
(2) Other assets			✓
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization			✓
(2) Purchases of assets from a noncharitable exempt organization			✓
(3) Rental of facilities, equipment, or other assets			✓
(4) Reimbursement arrangements			✓
(5) Loans or loan guarantees			✓
(6) Performance of services or membership or fundraising solicitations			✓
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees			✓
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting 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 Here 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.

Signature of officer or trustee: [Signature] Date: 5/13/13 Title: President

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

**Paid
Preparer
Use Only**

Print/Type preparer's name Scott D. Harvey, Esq.	Preparer's signature 	Date 5/13/13	Check ☐ if self-employed	PTIN P01690983
Firm's name ▶ Smith Haughey Rice & Roegge, P.C.			Firm's EIN ▶ 38-2234596	
Firm's address ▶ 101 N. Park Street, Suite 100, Traverse City, MI 49684			Phone no 231-929-4878	

Attachment to Form 990-PF (TY 2012)
Blue Waters Foundation
EIN: 27-4297287

STATEMENT 1

Part I

Item No.

11 (Other Income):

Non-dividend distributions in the amount of \$7,782.00; capital gain distributions in the amount of \$27.00; unrecaptured Section 1250 gain in the amount of \$19.00.

STATEMENT 2

Part I

Item No.

16a (Legal Fees):

Legal Fees in the amount of \$3,734.00 charged by Smith Haughey Rice & Roegge P.C.

STATEMENT 3

Part I

Item No.

16c (Other professional fees):

Trustee fees in the amount of \$5,814.00 charged by National Financial Services LLC/Northern Trust Securities, Inc.; Investment Management fees in the amount of \$1,282.00 charged by National Financial Services LLC/Northern Trust Securities, Inc.

STATEMENT 4

Part I

Item No.

18 (Taxes):

2011 excise taxes paid in 2012 in the amount of \$3,437.00; estimated 2012 tax payments paid in the amount of \$4,000.00; foreign taxes paid on dividends and interest in the amount of \$249.00.

STATEMENT 5

Part II

Item No.

13 (Investments-other):

See attached schedule.

STATEMENT 6

Part III

Item No.

3 (Other increases not included in line 2):

Unrealized gain from securities

FMV Beginning of Yr.

\$1,031,740

FMV End of Yr.

\$1,186,258

Unrealized Gain

\$154,518

Attachment to Form 990-PF (TY 2012)

Blue Waters Foundation

EIN: 27-4297287

STATEMENT 7

PART VIII

Item 1: List of all officers, directors, foundation managers and their compensation:

(a) <u>Name and Address</u>	(b) <u>Title and avg. hrs./week</u>	(c) <u>Compensation</u>	(d) <u>Contributions</u>	(e) <u>Expense Account</u>
Kristin Elbert 1456 Leech Lane Eastport, MI 49627	President/Secretary 5 hours	0	0	0
Phillip Elbert 1456 Leech Lane Eastport, MI 49627	V.P./Treasurer 1 hour	0	0	0
Charles W. Elbert 1360 N. Lake Shore Dr. Apt. 1017 Chicago, IL 60610	Director 0.5 hours	0	0	0
Linlee Elbert 1360 N. Lake Shore Dr. Apt. 1017 Chicago, IL 60610	Director 0.5 hours	0	0	0
Lauren E. Elbert 505 W. 37 th St., #3907 New York, NY 10018	Director 0.5 hours	0	0	0

Report : Holdings As of Date (All Asset Classes)

Account / Consolidation : xxx4019 - BLUE WATERS FOUNDATION - B&G

As Of : 12/31/12

EIN: 27-9297287

Description	Asset Class	% of Assets	Quantity	Market Price	Market Value
ABT - ABBOTT LAB COM	Equity Securities	2.93%	379 000	\$65.50	\$24,824.50
ADI - ANALOG DEVICES INC COM	Equity Securities	2.60%	523 000	\$42.06	\$21,997.38
ADP - AUTOMATIC DATA PROCESSING INC COM	Equity Securities	1.88%	280 000	\$57.01	\$15,962.80
AJG - GALLAGHER ARTHUR J & CO COM	Equity Securities	1.50%	367 000	\$34.65	\$12,716.55
BAX - BAXTER INTL INC COM	Equity Securities	1.83%	233 000	\$66.66	\$15,531.78
BCE - BCE INC COM NEW	Equity Securities	2.18%	431 000	\$42.94	\$18,507.14
BLK - BLACKROCK INC COM STK	Equity Securities	2.27%	93 000	\$206.71	\$19,224.03
BMJ - BRISTOL MYERS SQUIBB CO COM	Equity Securities	2.69%	700 000	\$32.59	\$22,813.00
BNS - BANK N S HALIFAX COM STK	Equity Securities	1.78%	261 000	\$57.88	\$15,106.68
CM - CDN IMPERIAL BK COMM TORONTO ONT COM STK	Equity Securities	1.02%	107 000	\$80.61	\$8,625.27
CSCO - CISCO SYSTEMS INC	Equity Securities	2.21%	955 000	\$19.65	\$18,765.75
CSCFT - CRESCENT POINT ENERGY CORP COM	Equity Securities	1.00%	223 000	\$37.82	\$8,433.86
CVX - CHEVRON CORP COM	Equity Securities	1.81%	142 000	\$108.14	\$15,355.88
DLR - DIGITAL RLTY TR INC COM	Equity Securities	2.34%	292 000	\$67.89	\$19,823.88
EMR - EMERSON ELECTRIC CO COM	Equity Securities	2.62%	419 000	\$52.96	\$22,190.24
GE - GENERAL ELECTRIC CO	Equity Securities	2.64%	1,064 000	\$20.99	\$22,333.36
GPC - GENUINE PARTS CO COM	Equity Securities	1.88%	250 000	\$63.58	\$15,895.00
GSK - GLAXOSMITHKLINE PLC SPONSORED ADR	Equity Securities	1.75%	341 000	\$43.47	\$14,823.27
HCN - HEALTH CARE REIT INC COM	Equity Securities	2.39%	330 000	\$61.29	\$20,225.70
HCP - HCP INC COM REIT	Equity Securities	2.20%	413 000	\$45.18	\$18,659.34
HNZ - H J HEINZ	Equity Securities	3.45%	507 000	\$57.68	\$29,243.76
INTC - INTEL CORP COM	Equity Securities	2.67%	1,095 000	\$20.63	\$22,589.85
JNJ - JOHNSON & JOHNSON COM USD1	Equity Securities	2.56%	309 000	\$70.10	\$21,660.90
KMB - KIMBERLY-CLARK CORP COM	Equity Securities	2.87%	288 000	\$84.43	\$24,315.84
KMI - KINDER MORGAN INC DEL COM	Equity Securities	3.21%	771 000	\$35.33	\$27,239.43
KO - COCA COLA CO COM	Equity Securities	2.22%	520 000	\$36.25	\$18,850.00
KRFT - KRAFT FOODS GROUP INC COM	Equity Securities	2.29%	426 000	\$45.47	\$19,370.22
MAT - MATTEL INC COM	Equity Securities	2.50%	578 000	\$36.62	\$21,166.36
MCD - MC DONALDS CORP COM	Equity Securities	4.08%	392 000	\$88.21	\$34,578.32
MO - ALTRIA GROUP INC COM	Equity Securities	2.19%	591 000	\$31.42	\$18,569.22
MRK - MERCK & CO INC NEW COM	Equity Securities	1.05%	218 000	\$40.94	\$8,924.92
NEE - NEXTERA ENERGY INC COM	Equity Securities	1.00%	122 000	\$69.19	\$8,441.18
NNN - NATIONAL RETAIL PTYS INC COM STK	Equity Securities	1.47%	400 000	\$31.20	\$12,480.00
NORXX - MFB NORTHERN FUNDS MONEY MKT FD MONEY MARKET FUND	Cash and Short Term Investments	0.50%	4,236 890	\$1.00	\$4,236.89
NVS - NOVARTIS AG	Equity Securities	2.32%	310 000	\$63.30	\$19,623.00
O - RLTY INC CORP COM	Equity Securities	0.94%	198 000	\$40.21	\$7,961.58
OKE - ONEOK INC COM STK	Equity Securities	2.86%	567 000	\$42.75	\$24,239.25

Blue Waters Foundation EIN: 27-4287287

PG - PROCTER & GAMBLE COM NPV	Equity Securities	2.48%	309,000	\$67.89	\$20,978.01
PM - PHILIP MORRIS INTL COM STK NPV	Equity Securities	2.99%	303,000	\$83.64	\$25,342.92
PX - PRAXAIR INC COM	Equity Securities	2.11%	163,000	\$109.45	\$17,840.35
RPM - RPM INTL INC	Equity Securities	1.60%	462,000	\$29.36	\$13,564.32
SO - SOUTHERN CO COM STK	Equity Securities	2.40%	476,000	\$42.81	\$20,377.56
T - AT&T INC COM	Equity Securities	1.57%	394,000	\$33.71	\$13,281.74
UTX - UNITED TECHNOLOGIES CORP COM	Equity Securities	2.83%	292,000	\$82.01	\$23,946.92
VET - VERMILION ENERGY INC COM	Equity Securities	1.20%	194,000	\$52.28	\$10,142.32
WMB - WILLIAMS CO INC COM	Equity Securities	3.13%	811,000	\$32.74	\$26,552.14
Totals (46 Records)					\$847,332.41
Accrual Subtotal					\$2,616.20
Total Market Value					\$849,948.61

^Complete cost information not available

^^Gain/Loss information is inclusive of currency translation impacts

Securities products and services are offered by Northern Trust Securities, Inc., member FINRA, SIPC, and a wholly owned subsidiary of Northern Trust Corporation

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Report : Holdings As of Date (All Asset Classes) **END: 27-4297287**
 Account / Consolidation : xxx6117 - BLUE WATERS FOUNDATION

As Of : 12/31/12

Description	Asset Class	% of Assets	Quantity	Market Price	Market Value
CIU - MFC ISHARES INTERMEDIATE CREDIT	Fixed Income Securities	40.44%	7,000,000	\$111.29	\$779,030.00
NORXX - MFB NORTHERN FUNDS MONEY MKT	Cash and Short Term Investments	2.97%	57,308,410	\$1.00	\$57,308.41
FD MONEY MARKET FUND					
PHIYX - MFO PIMCO FDS PAC INVT MGMT SER	Fixed Income Securities	56.59%	113,095,650	\$9.64	\$1,090,242.06
HIGH YIELD FD INSTL CL					
Totals (3 Records)					\$1,926,580.47
Accrual Subtotal					\$1,999.18
Total Market Value					\$1,928,579.65

^Complete cost information not available.

^^Gain/Loss information is inclusive of currency translation impacts

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