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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

2012

Open to Public Inspection

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

Name of foundation Emily Waters Foundation		A Employer identification number 34-1475809
Number and street (or P O box number if mail is not delivered to street address) 10 Center Street		Room/suite
City or town, state, and ZIP code Chagrin Falls, OH 44022		
G Check all that apply: <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		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 426,480.53		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <i>(Part I, column (d) must be on cash basis)</i>		

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2.64	2.64	2.64	
	4 Dividends and interest from securities	11,470.64	11,470.64	11,470.64	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2) . . .		18,728.17		
	8 Net short-term capital gain			5,833.60	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	11,473.28	30,201.45	17,306.88		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	20,000.00	20,000.00	20,000.00	20,000.00
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences and meetings				
	22 Printing and publications	444.40	444.40	444.40	444.40
	23 Other expenses (attach schedule)	2,700.00	2,700.00	2,700.00	2,700.00
	24 Total operating and administrative expenses. Add lines 13 through 23	23,144.40	23,144.40	23,144.40	23,144.40
25 Contributions, gifts, grants paid	4,040.00			4,040.00	
26 Total expenses and disbursements. Add lines 24 and 25	27,184.40	7,057.05	(5,837.52)	27,184.40	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)	(15,711.12)				
c Adjusted net income (if negative, enter -0-)					

 APPROVED
 10/10/2013
 IRS O&G

11 G14

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	286.98	1,702.58	1,702.58
	2 Savings and temporary cash investments	31,337.24	27,572.01	27,572.01
Assets	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)	247,828.28	247,033.73	397,205.94
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
Liabilities	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	279,165.52	276,308.32	426,480.53
Net Assets or Fund Balances	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)			
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	279,165.52	276,308.32	
	31 Total liabilities and net assets/fund balances (see instructions)	279,165.52	276,308.32	

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	279,165.52
2 Enter amount from Part I, line 27a	2	(15,711.12)
3 Other increases not included in line 2 (itemize) ►	3	18,728.17
4 Add lines 1, 2, and 3	4	282,182.57
5 Decreases not included in line 2 (itemize) ► Error in 2011 Tax Return Part II Line	5	(5,874.25)
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 10b	6	276,308.32

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	346 shares Kraft Foods	P	4/11/97	9/14/12
b	254 shares Kraft Foods	P	4/15/11	9/14/12
c	600 shares Garmin Ltd.	P	4/15/11	2/21/12
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 13,521.69		1,898.67	11,623.02	
b 9,926.33		8,654.78	1,271.55	
c 26,574.80		20,741.20	5,833.60	
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) 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	18,728.17
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	5,833.60

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			
2010			
2009			
2008			
2007			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
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

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)

1 141 14

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

2 141 14

1c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

3 141 14

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

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:

a 2012 estimated tax payments and 2011 overpayment credited to 2012 6a

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 -0-

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached

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 2013 estimated tax** ► Refunded ► 11

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? Yes No
1a X

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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? Yes No
1c X

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

2 X

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

3 X

4a 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.

4a X

4b 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.*

4b X

5 Did the foundation have unrelated business gross income of \$1,000 or more during the year?
*If "Yes," attach a tax return on **Form 990-T** for this year.*

5 X

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

6 X

7 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 X

8a 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 X

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*

8b X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

9 X

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

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)

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 ►

14. The books are in care of ► **Don P. Brown** Telephone no. ► **(440) 247-9100**
Located at ► **10 Center Street, Chagrin Falls, OH** ZIP+4 ► **44022**

15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ► **15**
and enter the amount of tax-exempt interest received or accrued during the year

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 ►

11	<input checked="" type="checkbox"/>	X
12	<input checked="" type="checkbox"/>	X
13	<input checked="" type="checkbox"/>	X

16	<input checked="" type="checkbox"/>	Yes	No

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? 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)?
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? 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)

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)

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?

	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
1b	<input checked="" type="checkbox"/>	N/A		
1c	<input checked="" type="checkbox"/>	X		
2b	<input checked="" type="checkbox"/>	X		
3b	<input checked="" type="checkbox"/>	N/A		
4a	<input checked="" type="checkbox"/>	X		
4b	<input checked="" type="checkbox"/>	X		

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)? Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870. Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b	N/A
6b	X
7b	X

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Don P. Brown 10 Center Street Chagrin Falls, OH 44022	Executive Director 4 Hours	20,000.00	-0-	-0-

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

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
N/A		

Part IX-A Summary of Direct Charitable Activities

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

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

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	417,322.79
b	Average of monthly cash balances	1b	994.78
c	Fair market value of all other assets (see instructions)	1c	-0-
d	Total (add lines 1a, b, and c)	1d	418,317.57
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	418,317.57
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,274.76
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	412,042.81
6	Minimum investment return. Enter 5% of line 5	6	20,602.14

Part XI Distributable Amount (see instructions) (Section 4942(l)(3) and (l)(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	20,602.14
2a	Tax on investment income for 2012 from Part VI, line 5	2a	141.14
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	-0-
c	Add lines 2a and 2b	2c	141.14
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,461.00
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	20,461.00
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	20,461.00

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	27,184.40
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	27,184.40
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	27,184.40

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				20,461.00
2 Undistributed income, if any, as of the end of 2012.			-0-	
a Enter amount for 2011 only		-0-		
b Total for prior years: 20 ____,20 ____,20 ____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	12,209.12			
b From 2008	35,288.77			
c From 2009	28,506.31			
d From 2010	19,020.59			
e From 2011	12,849.90			
f Total of lines 3a through e	107,874.69			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 27,184.40			-0-	
a Applied to 2011, but not more than line 2a		-0-		
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)		-0-		
d Applied to 2012 distributable amount				20,461.00
e Remaining amount distributed out of corpus	6,723.40			
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	114,598.09			
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) .	114,598.09			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) .	12,209.12			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	102,388.97			
10 Analysis of line 9:				
a Excess from 2008	35,288.77			
b Excess from 2009	28,506.31			
c Excess from 2010	19,020.59			
d Excess from 2011	12,849.90			
e Excess from 2012	6,723.40			

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).)

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:
Don P. Brown - 10 Center Street, Chagrin Falls, OH 44022 (440) 247-9100

b The form in which applications should be submitted and information and materials they should include:
No specific form

c Any submission deadlines:
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
NONE

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

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)				
<i>a Paid during the year</i>				
SEE ATTACHED SCHEDULE				
Total				► 3a 4,040.00
<i>b Approved for future payment</i>				
NONE				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Line	Description	Unrelated business income		(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) 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				
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				
8	Gain or (loss) from sales of assets other than inventory				
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)				
13	Total. Add line 12, columns (b), (d), and (e)	14	11,473.28	18	18,728.17
(See worksheet in line 13 instructions to verify calculations.)					13 30,201.45

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:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

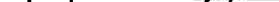
(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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

Executive Director

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

Paid Preparer Use Only	Print/Type preparer's name Don P. Brown	Preparer's signature 	Date 10/21/13	Check <input checked="" type="checkbox"/> if self-employed	PTIN 9144
	Firm's name ► Don P. Brown, Attorney At Law		Firm's EIN ► 34-1823195		
	Firm's address ► 10 Center Street, Chagrin Falls, OH 44022		Phone no	(440) 247-9100	

EMILY WATERS FOUNDATION

RETURN OF PRIVATE FOUNDATION

**2012 FORM 990-PF
#34-1475809**

PART 1

ANALYSIS OF REVENUE AND EXPENSES

LINE 3 – Robert W. Baird & Company	\$2.64
Account Number 7115-2908	
 TOTAL:	 \$2.64

LINE 4 – DIVIDENDS – ROBERT W. BAIRD & COMPANY
ACCOUNT NUMBER 7115-2908

Altria Group	\$835.00
American Express Company	312.00
Ameriprise Financial	171.60
AT & T	1,584.00
Automatic Data Processing, Inc.	632.00
Century Telephone	26.12
Dow Chemical	876.00
Emerson Electric Company	1,449.00
General Mills	635.00
Home Depot	464.00
Johnson Controls	275.00
Kraft Foods, Inc.	522.00
Marsh & McLennan	630.00
Merck	1,065.12
Pfizer	880.00
US Bancorp	234.00
Waste Management	710.00
Western Union	170.00
 TOTAL:	 \$11,470.84

EMILY WATERS FOUNDATION
RETURN OF PRIVATE FOUNDATION
2012 FORM 990-PF
#34-1475809

PART 1 (Continued)

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

Don P. Brown, Trustee – 2012 Fees	\$20,000.00
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LINE 22 – PRINTING AND PUBLICATIONS

Wall Street Journal	\$444.40
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LINE 23 – OTHER EXPENSES

Ohio Attorney General	\$200.00
Tax Return Preparation	2,500.00

TOTAL:	\$2,700.00
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EMILY WATERS FOUNDATION

RETURN OF PRIVATE FOUNDATION

2012 FORM 990-PF
#34-1475809

PART II

	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
Line 2: Savings and Temporary Cash Investments			
Robert W. Baird & Company	\$31,337.24	\$27,572.01	\$27,572.01
Huntington Bank	\$286.98	\$1,702.58	\$1,702.58
TOTAL	\$31,624.22	\$29,274.59	\$29,274.59
Line 10b: Investments - Securities			
500 shs. Altria Corp.	\$7,963.33	7,963.33	\$15,720.00
400 shs. American Express	5,865.00	5,865.00	22,992.00
120 shs Ameriprise Financial	0	0.00	7,515.60
900 shs. AT & T	22,940.30	22,940.30	30,339.00
400 shs. Automatic Data Processing	21,156.82	21,156.82	22,772.00
1,500 shs. Brocade Comm.	14,908.33	14,908.33	7,995.00
9 shs Century Link, Inc	0	0.00	352.08
300 shs. Dow Chemical	5,983.44	5,983.44	19,397.64
900 shs. Emerson Electric	26,857.85	26,857.85	47,664.00
600 shs Garmin	20,741.20	0.00	0.00
500 shs General Mills	18,643.38	18,643.38	20,210.00
400 shs. Home Depot, Inc.	15,048.39	15,048.39	24,740.00
500 shs Johnson Controls	0.00	16,776.45	15,335.00
600 shs Kraft Foods, Inc	8,654.78	0.00	0.00

EMILY WATERS FOUNDATION

RETURN OF PRIVATE FOUNDATION

**2012 FORM 990-PF
#34-1475809**

PART II (Continued)

Line 10b (Continued)	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
700 shs Marsh & McLennan	\$17,293.89	\$17,293.89	\$24,129.00
634 shs. Merck	11,605.39	11,605.39	25,955.96
1,012 shs Moog, Inc. Class B	2,850.18	2,850.18	41,269.36
200 shs. Park Ohio Industries	2,878.50	2,878.50	4,262.00
1,000 shs. Pfizer, Inc	17,579.09	17,579.09	25,079.30
600 shs US Bancorp	0.00	19,485.08	19,164.00
500 shs. Waste Management	19,198.31	19,198.31	16,870.00
400 shs. Western Union	0	0.00	5,444.00
TOTALS:	\$240,168.18	\$247,033.73	\$397,205.94

EMILY WATERS FOUNDATION

2012 FORM 990-PF

#34-1475809

PART XV

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>Name and Address</u>	<u>Foundation Status of recipient</u>	<u>Purpose of Grant or contribution</u>	<u>Amount</u>
Chagrin Falls Booster Club P.O. Box 454 Chagrin Falls, OH 44022	501(c)(9)	Operating	\$300.00
Federated Church 76 Bell Street Chagrin Falls, OH 44022	501(c)(9)	Operating	\$1,000.00
Shadow Lake Association P.O. Box 135 Glover, VT 05839	501(c)(9)	Operating	\$1,500.00
Ohio University P.O. Box 869 Athens, OH 45701	501(c)(9)	Operating	\$300.00
Denison University P.O. Box 716 Granville, OH 43023	501(c)(9)	Operating	\$100.00
The Ohio State University 1480 West Lane Avenue Columbus, OH 43221	501(c)(9)	Operating	\$490.00
Case Western Reserve University 10900 Euclid Avenue Cleveland, OH 44106	501(c)(9)	Operating	\$100.00

Cleveland Metropolitan Bar Foundation 501(c)(9) Operating \$250.00
1301 East 9th Street
2nd Floor
Cleveland, OH 44114

TOTAL: \$4,040.00

STATE OF OHIO,
COUNTY OF CUYAHOGA } SS.

Case No.

Caption: Foundation Notice Emily Waters
Foundation

I, Tiffany Wilcox, being duly sworn upon my oath, depose and say that I am the agent of the DAILY LEGAL NEWS, and that the annexed advertisement attached hereto was published in the DAILY LEGAL NEWS, a daily newspaper of general circulation, printed in the City of Cleveland, County of Cuyahoga, Ohio for a period of one time on the 12th day of October A.D. 2013.

Publication Fee \$58.95

Foundation Notice

Pursuant to the provisions of Section 6104 (d) of the Internal Revenue Code, notice is hereby given that the 2012 Annual Return of the Emily Waters Foundation, a private foundation, is available for inspection during regular business hours by any citizen on request made within 180 days after October 12, 2013, the date of this publication, at 10 Center Street, Suite G, Chagrin Falls, Ohio 44022.

Such requests should be made to the undersigned.
EMILY WATERS FOUNDATION.
By Don P. Brown, Trustee.
(440) 247-9100
Oct12, 2013

Tiffany A Wilcox

Sworn to and subscribed in my presence this
12th day of October A.D. 2013.

Rae Szabo

Notary Public

Rae Szabo

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

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

PROOF OF PUBLICATION