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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

WATERFIELD FOUNDATION, INC.

A Employer identification number

35-1872984

Number and street (or P O box number if mail is not delivered to street address)

7221 ENGLE ROAD

SUITE 250

Room/suite

B Telephone number (see instructions)

(260) 434-8415

City or town, state, and ZIP code

FORT WAYNE, IN 46804

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method. ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify)

16) \$ 7,594,924.

(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)

1	Contributions, gifts, grants, etc., received (attach schedule)	92,984.			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	183,962.	182,775.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	227,956.			
b	Gross sales price for all assets on line 6a	761,781.			
7	Capital gain net income (from Part IV, line 2)		230,971.		
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	504,902.	413,746.		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 2	7,500.	3,750.		3,750.
c	Other professional fees (attach schedule) *	102,863.	102,863.		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 4	17,863.	4,038.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	1,788.	894.		894.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 5		2,815.		
24	Total operating and administrative expenses. Add lines 13 through 23	130,014.	114,360.		4,644.
25	Contributions, gifts, grants paid	790,600.			790,600.
26	Total expenses and disbursements. Add lines 24 and 25	920,614.	114,360.	0	795,244.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-415,712.			
b	Net investment income (if negative, enter -0-)		299,386.		
c	Adjusted net income (if negative, enter -0-)				

914

3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,058,932.	175,541.	175,541.
	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				
	10	a Investments - U S and state government obligations (attach schedule) .				
		b Investments - corporate stock (attach schedule) ATCH 6		7,180,921.	7,581,169.	7,419,383.
	11	c Investments - corporate bonds (attach schedule)				
		Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		8,239,853.	7,756,710.	7,594,924.
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)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	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 . .		8,239,853.	7,756,710.	
	30	Total net assets or fund balances (see instructions)		8,239,853.	7,756,710.	
	31	Total liabilities and net assets/fund balances (see instructions)		8,239,853.	7,756,710.	

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	8,239,853.
2	Enter amount from Part I, line 27a	2	-415,712.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,824,141.
5	Decreases not included in line 2 (itemize) ▶ ATCH 7	5	67,431.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,756,710.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	230,971.	
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.

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	326,591.	7,661,998.	0.042625
2010	379,608.	7,553,512.	0.050256
2009	609,351.	7,701,389.	0.079122
2008	763,917.	10,196,022.	0.074923
2007	628,519.	12,375,621.	0.050787
2 Total of line 1, column (d)			2 0.297713
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.059543
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 7,220,341.
5 Multiply line 4 by line 3			5 429,921.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,994.
7 Add lines 5 and 6			7 432,915.
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.			8 795,244.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	2,994.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	2,994.
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	2,994.
6 Credits/Payments.			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,200.	
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	11,200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,206.	
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax <input type="checkbox"/> 8,206. Refunded <input type="checkbox"/> 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IN, _____		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>RICHARD WATERFIELD</u> Telephone no. <u>260-434-8415</u> Located at <u>7221 ENGLE ROAD, SUITE 250 FORT WAYNE, IN</u> ZIP+4 <u>46804</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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.) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? <input type="checkbox"/>	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 ☒ Nob 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 ☒ Nob 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
ATCH 8		0	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 ☐ 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 N/A	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2012)

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	6,821,506.
b	Average of monthly cash balances	1b	508,789.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,330,295.
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	7,330,295.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	109,954.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,220,341.
6	Minimum investment return. Enter 5% of line 5	6	361,017.

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	361,017.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,994.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,994.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	358,023.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	358,023.
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	358,023.

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	795,244.
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	795,244.
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	2,994.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	792,250.

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				358,023.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 , 20 09 , 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 11,998.				
b From 2008 261,358.				
c From 2009 225,396.				
d From 2010 10,578.				
e From 2011				
f Total of lines 3a through e	509,330.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 795,244.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				358,023.
e Remaining amount distributed out of corpus	437,221.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	946,551.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	11,998.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	934,553.			
10 Analysis of line 9				
a Excess from 2008 261,358.				
b Excess from 2009 225,396.				
c Excess from 2010 10,578.				
d Excess from 2011				
e Excess from 2012 437,221.				

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

NOT APPLICABLE

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).)

RICHARD D. WATERFIELD

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:

ATCH 9

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

SEE ATTACHED GRANT REQUEST INFORMATION SHEET - STATEMENT 11

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)				
a Paid during the year ATCH 10				
Total			▶ 3a	790,600.
b Approved for future payment				
Total			▶ 3b	

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? 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.		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[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.

[illegible]

**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

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

SANDRA E. HOFMANN

Preparer's signature

Boake & Hansen

2013.11.11

09:43:34 -05'00

Date _____

Check ☐ if self-employed

PTIN

P00408287

Firm's name ► CROWE HORWATH LLP

Firm's address ► 9910 DUPONT CIR DR E STE 230

FORT WAYNE, IN

46825-1612

Firm's EIN ► 35-0921680

Phone no 260-489-1949

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
		2,815.		
TOTALS		2,815.		

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					3,339.	
		VARIOUS SECURITIES				P	VAR	VAR
755,427.		PROPERTY TYPE: SECURITIES						
		530,810.					224,617.	
		FROM VARIOUS K-1S				P		
3,015.		PROPERTY TYPE: SECURITIES					3,015.	
TOTAL GAIN (LOSS)							<u>230,971.</u>	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS AND INTEREST	182,569.	182,775.
NONTAXABLE DISTRIBUTIONS	1,393.	
TOTAL	<u>183,962.</u>	<u>182,775.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CROWE HORWATH LLP FEES	7,500.	3,750.		3,750.
TOTALS	<u>7,500.</u>	<u>3,750.</u>		<u>3,750.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
WATERFIELD CAPITAL MGMT FEES	20,904.	20,904.		
TRANSACTION FEES	406.	406.		
INVESTMENT MANAGEMENT FEES	81,553.	81,553.		
TOTALS	<u>102,863.</u>	<u>102,863.</u>		

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	4,038.	4,038.
EXTENSION AND ESTIMATE PAYMENT	13,825.	
TOTALS	<u>17,863.</u>	<u>4,038.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HUMANIZING TECHNOLOGY	170,000.	170,000.	470,415.
CORPORATE STOCK HELD IN ACCT	7,010,921.	7,411,169.	6,948,968.
TOTALS	<u>7,180,921.</u>	<u>7,581,169.</u>	<u>7,419,383.</u>

ATTACHMENT 7

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
COST BASIS ADJUSTMENT	67,431.
TOTAL	<u>67,431.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
FRANCES W. SWANSON 7221 ENGLE ROAD SUITE 250 FORT WAYNE, IN 46804	VICE PRESIDENT 1.00	0	0	0
ELIZABETH W. CHAPMAN 7221 ENGLE ROAD SUITE 250 FORT WAYNE, IN 46804	SECRETARY/DIRECTOR 1.00	0	0	0
RICHARD D. WATERFIELD 7221 ENGLE ROAD SUITE 250 FORT WAYNE, IN 46804	TREASURER/DIRECTOR 5.00	0	0	0
HOWARD L. CHAPMAN 7221 ENGLE ROAD SUITE 250 FORT WAYNE, IN 46804	PRESIDENT 2.00	0	0	0
GRAND TOTALS		0	0	0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

HOWARD L. CHAPMAN
7221 ENGLE ROAD, SUITE 250
FORT WAYNE, IN 46804

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACRES LAND TRUST FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	750.
ALLEN COUNTY COUNCIL ON AGING FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	2,500
ALLEN COUNTY EDUCATION PARTNERSHIP FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	2,500
ARTS UNITED OF GREATER FORT WAYNE FORT WAYNE, IN	NONE 501 (C) (3)	FOR CAPITAL CAMPAIGN	10,100
ASSOCIATED CHURCH OF FORT WAYNE FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	3,000.
BACK TO BASICS PROJECT, INC UNIONVILLE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	1,000.

ATTACHMENT 10

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BLUE JACKET, INC FORT WAYNE, IN	NONE 501(C)(3)	FOR GENERAL OPERATING SUPPORT	5,000
BOYS & GIRLS CLUB OF FORT WAYNE FORT WAYNE, IN	NONE 501(C)(3)	FOR GENERAL OPERATING SUPPORT	7,500.
BRADY CENTER TO PREVENT GUN VIOLENCE WASHINGTON, D.C , DC	NONE 501(C)(3)	FOR GENERAL OPERATING SUPPORT	250.
BRIGADE OF LIGHT FORT WAYNE, IN	NONE 501(C)(3)	FOR GENERAL OPERATING SUPPORT	3,500.
CAMP POSITIVE MOTIVATION JUVENILE REHAB CHRISTIANSTED OTHER COUNTRY	NONE 501(C)(3)	FOR GENERAL OPERATING SUPPORT	1,000
CAMP WATCH-WANNA-DO INC FORT WAYNE, IN	NONE 501(C)(3)	FOR GENERAL OPERATING SUPPORT	1,000.

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CANCER SERVICES OF NORTHEASTERN IN FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	150.
CANTERBURY SCHOOL FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	17,500.
COLUMBIA COLLEGE NEW YORK CITY, NY	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	100.
COMMUNITY FOUNDATION OF GREATER FW FORT WAYNE, IN	NONE 501 (C) (3)	FOR SCHOLARSHIPS	306,300.
COMMUNITY HARVEST FOOD BANK FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	50,000
COMMUNITY TRANSPORTATION NETWORK FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	2,000.

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DEKALB HIGH SCHOOL AUBURN, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	100.
DENISON UNIVERSITY GRANVILLE, OH	NONE 501 (C) (3)	FOR SCHOLARSHIPS	600.
DISABLED AMERICAN VETERANS CINCINNATI, OH	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	750
EARLY CHILDHOOD ALLIANCE, INC FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	1,500.
EMMAUS LUTHERAN SCHOOL FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	250.
ERIN'S HOUSE FOR GRIEVING CHILDREN FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	5,000.

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EVANS SCHOLARS FOUNDATION GOLF, IL	NONE 501(C)(3)	FOR SCHOLARSHIPS	250
FIRST PRESBYTERIAN CHURCH FORT WAYNE, IN	NONE 501(C)(3)	FOR GENERAL OPERATING SUPPORT	52,360
FORENSIC NURSING SPECIALTIES FORT WAYNE, IN	NONE 501(C)(3)	FOR GENERAL OPERATING SUPPORT	1,000.
FORT WAYNE ASTRONOMICAL SOCIETY FORT WAYNE, IN	NONE 501(C)(3)	FOR GENERAL OPERATING SUPPORT	1,000
FORT WAYNE CENTER FOR LEARNING FORT WAYNE, IN	NONE 501(C)(3)	FOR GENERAL OPERATING SUPPORT	3,000.
FORT WAYNE HABITAT FOR HUMANITY FORT WAYNE, IN	NONE 501(C)(3)	FOR GENERAL OPERATING SUPPORT	1,280.

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FORT WAYNE MUSEUM OF ART FORT WAYNE, IN	NONE 501(C) (3)	FOR CAPITAL CAMPAIGN	10,000.
FORT WAYNE PARKS FOUNDATION FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	4,000.
FORT WAYNE ROTARY CLUB FOUNDATION FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	250.
FORT WAYNE SISTER CITIES FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	21,000
FORT WAYNE SPORTS FOUNDATION FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	1,000.
FORT WAYNE TRACK CLUB FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FORT WAYNE TRAILS FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	1,500.
FORT WAYNE URBAN LEAGUE FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	10,000.
FORT WAYNE YOUTHEATRE FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	6,000.
FOUNDATION FOR GOVERNMENT ACCOUNTABILITY NAPLES, FL	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	110
FREINDS OF THE LIBRARY FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	250.
GREATER FORT WAYNE CHAMBER OF COMMERCE FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	2,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOOSIER ENVIRONMENTAL COUNCIL INDIANAPOLIS, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	500
HOPE ALIVE INC FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	2,500
I P F W FOUNDATION FORT WAYNE, IN	NONE 501(C) (3)	FOR SCHOLARSHIPS	10,000
INDIANA INSTITUTE OF TECHNOLOGY FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	2,000
INTERFAITH HOSPITALITY NETWORK FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	2,000.
INTERNATIONAL HOUSE, INC FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	1,000

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
IVY TECH FOUNDATION INC FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	5,000
JOSEPH D RUFFOLO MEMORIAL FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	100
JUNIOR ACHIEVEMENT NORTHERN INDIANA FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	500.
KELLOGG SCHOOL OF MANAGEMENT EVANSTON, IL	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	500
LAUGHING CAVALIER/CANTERBURY SCHOOL FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	1,800.
LEAGUE FOR THE BLIND & DISABLED FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	2,000.

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LUTHERAN HOMES, INC. D/B/A FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	2,500
MIDWEST HIGH SPEED RAIL ASSOCIATION CHICAGO, IL	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	50.
MISSION OF HOPE MEDICAL CENTER LEES SUMMIT, MO	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	1,000.
MOREHOUSE COLLEGE AUGUSTA, GA	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	1,000
MUSTARD SEED FURNITURE BANK FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	1,000.
NORTHEAST INDIANA FUND FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTHWESTERN UNIVERSITY EVANSTON, IL	NONE 501 (C) (3)	FOR SCHOLARSHIPS	25,500
POWER HOUSE YOUTH CENTER, FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	1,000.
RILEY CHILDREN'S FOUNDATION INDIANAPOLIS, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	20,000.
SCAN, INC FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	1,125
SCIENCE CENTRAL FORT WAYNE, IN	NONE 501 (C) (3)	FOR CAPITAL CAMPAIGN	50,000
SOUTHEAST YOUTH COUNCIL, INC FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTHERN METHODIST UNIVERSITY DALLAS, TX	NONE 501(C) (3)	FOR SCHOLARSHIPS	200
ST MARGARET'S EPISCOPAL SCHOOL SAN JUAN CAPISTRANO, CA	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	175
TEAMMATES FOR KIDS FOUNDATION WHEAT RIDGE, CO	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	500.
THE HISTORY CENTER FORT WAYNE, IN	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	250
THE PACIFIC COUNCIL ON INTERNATIONAL POLICY LOS ANGELES, CA	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	10,000
THE SIERRA CLUB FOUNDATION SAN FRANCISCO, CA	NONE 501(C) (3)	FOR GENERAL OPERATING SUPPORT	1,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TURNSTONE CENTER FOR CHILDREN & ADULTS FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	2,500.
UNITED WAY OF ALLEN COUNTY FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	51,700.
UNIVERSITY OF SAINT FRANCIS FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	1,500
VERA BRADLEY FOUNDATION FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	5,000.
VIET NAM VETERANS MEMORIAL FUND WASHINGTON, D.C , DC	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	135.
VINCENT VILLAGE, NC FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VISITING NURSE & HOSPICE FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	3,000.
WELLSRING INTERFAITH SOCIETY FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	2,000.
WFWA PBS 39 FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	2,450.
WORLD VISION FEDERAL WAY, WA	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	150
YMCA OF GREATER FORT WAYNE FORT WAYNE, IN	NONE 501 (C) (3)	FOR CAPITAL CAMPAIGN	23,000.
YOUTH FOR CHRIST FORT WAYNE, IN	NONE 501 (C) (3)	FOR GENERAL OPERATING SUPPORT	115

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

YWCA NORTHEAST INDIANA
FORT WAYNE, IN

NONE
501 (C) (3)

FOR GENERAL OPERATING SUPPORT

1,000

TOTAL CONTRIBUTIONS PAID

790,600

THE WATERFIELD FOUNDATION GRANT REQUEST INFORMATION SHEET

Legal Name of Organization: _____

Address: _____

Amount of Request: \$ _____ **Type of Grant Requested:** _____
(project support, program support, general operations, endowment support, capital support)

Purpose of Request: _____

Staff/Volunteers/Board Members:

Number of FTE staff: _____

Staff payroll: \$ _____

Number of volunteers: _____

Attach a listing of current Board Members _____

Fundraising:

Number of dedicated FTE employees: _____

Total expenses related to fundraising: \$ _____

2011 Funding Sources and Amount: (please attach a separate listing if additional space is needed)

Funds Received From: _____ Amount: _____

Pending Requests From: _____ Amount: _____

Is the organization supported by Arts United or United Way? ____ (yes) ____ (no)

If yes, percentage of budget support: _____

____ If this is your first grant request, attach a copy of your most recent letter from the IRS advising of your organization 501(c)(3) status.

Contact Name and Title: _____ **Date:** _____

Contact Phone Number and email: _____

Please return the completed form along with any other supporting documentation to: The Waterfield Foundation; Mr. Howard Chapman, President; 7221 Engle Road, Suite 250; Fort Wayne, IN 46804

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

WATERFIELD FOUNDATION, INC.

35-1872984

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

7221 ENGLE ROAD

City, town or post office, state, and ZIP code. For a foreign address, see instructions

FORT WAYNE, IN 46804

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► RICHARD WATERFIELD

Telephone No. ► 260 434-8415

FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2012 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	5,365.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	11,200.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	WATERFIELD FOUNDATION, INC.		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions		35-1872984	
	7221 ENGLE ROAD		Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions		FORT WAYNE, IN 46804		

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ **RICHARD WATERFIELD**
Telephone No. ☒ 260 434-8415 FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until 11/15, 2013.
- 5 For calendar year 2012, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	2,994.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	11,200.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *Richard Waterfield* Title CPA Date 7/24/2013

Form 8868 (Rev 1-2013)