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Short Form

Return of Organization Exempt From Income Tax

OMB No 1545-1150

2012

Form 990-EZ

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code

(except black lung benefit trust or private foundation)

Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form. The organization may have to use a copy of this return to satisfy state reporting requirements.

Department of the Treasury
Internal Revenue Service

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning and ending

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
WATERMAN FOUNDATION
 Number and street (or P.O. box, if mail is not delivered to street address) Room/suite
7008 W. OCEAN FRONT
 City or town, state or country, and ZIP + 4
NEWPORT BEACH, CA 92663

D Employer identification number
90-0592256

E Telephone number
949 548-7856

F Group Exemption Number **▶**

G Accounting Method: Cash Accrual Other (specify) **▶**

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: **▶ WATERMANFOUNDATION.ORG**

J Tax-exempt status (check only one) — 501(c)(3) 501(c) () ◀(insert no.) 4947(a)(1) or 527

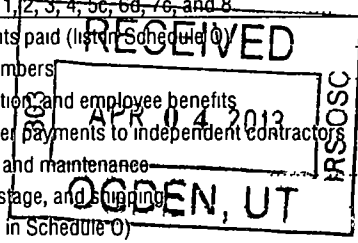
K Check if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ **▶ \$ 78,697.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)

Check if the organization used Schedule O to respond to any question in this Part I

		1	2	3	4	5a	5b	5c	6a	6b	6c	6d	7a	7b	7c	8	9	10	11	12	13	14	15	16	17	18	19	20	21	
Revenue	1	Contributions, gifts, grants, and similar amounts received																78,697.												
	2	Program service revenue including government fees and contracts																												
	3	Membership dues and assessments																												
	4	Investment income																												
	5a	Gross amount from sale of assets other than inventory																												
	b	Less: cost or other basis and sales expenses																												
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)																												
	6	Gaming and fundraising events																												
	a	Gross income from gaming (attach Schedule G if greater than \$15,000)																												
b	Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)																													
c	Less: direct expenses from gaming and fundraising events																													
d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)																													
7a	Gross sales of inventory, less returns and allowances																													
b	Less: cost of goods sold																													
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)																													
8	Other revenue (describe in Schedule O)																													
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8																													
Expenses	10	Grants and similar amounts paid (list in Schedule O)																												
	11	Benefits paid to or for members																												
	12	Salaries, other compensation, and employee benefits																												
	13	Professional fees and other payments to independent contractors																												
	14	Occupancy, rent, utilities, and maintenance																												
	15	Printing, publications, postage, and supplies																												
	16	Other expenses (describe in Schedule O)																												
17	Total expenses. Add lines 10 through 16																													
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)																												
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)																												
	20	Other changes in net assets or fund balances (explain in Schedule O)																												
	21	Net assets or fund balances at end of year. Combine lines 18 through 20																												



SEE SCHEDULE O

LHA For Paperwork Reduction Act Notice, see the separate instructions Form 990-EZ (2012)

65 19

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Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Sch. O to respond to any question in this Part V [X]

33 Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O
34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)
35a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?
35b If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O
35c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N
37a Enter amount of political expenditures, direct or indirect, as described in the instructions 37a 0.
37b Did the organization file Form 1120-POL for this year?
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?
38b If "Yes," complete Schedule L, Part II and enter the total amount involved
39 Section 501(c)(7) organizations. Enter:
39a Initiation fees and capital contributions included on line 9
39b Gross receipts, included on line 9, for public use of club facilities
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under:
section 4911 N/A; section 4912 N/A; section 4955 N/A
40b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I
40c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958
40d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization
40e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T
41 List the states with which a copy of this return is filed NONE
42a The organization's books are in care of ROBERT WATERMAN Telephone no. 949-548-7856
Located at 7008 OCEAN FRONT, NEWPORT BEACH, CA ZIP + 4 92663
42b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?
If "Yes," enter the name of the foreign country:
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.
42c At any time during the calendar year, did the organization maintain an office outside of the U.S.?
If "Yes," enter the name of the foreign country:
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year
44a Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
44b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
44c Did the organization receive any payments for indoor tanning services during the year?
44d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O
45a Did the organization have a controlled entity within the meaning of section 512(b)(13)?
45b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

Table with Yes/No columns for question 46. Answer: No (X).

Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51. Check if the organization used Schedule O to respond to any question in this Part VI

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Sch. C, Part II
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
49a Did the organization make any transfers to an exempt non-charitable related organization?
b If "Yes," was the related organization a section 527 organization?

Table with Yes/No columns for questions 47, 48, 49a, and 49b.

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

Table with 5 columns: (a) Name and title of each employee paid more than \$100,000; (b) Average hours per week devoted to position; (c) Reportable compensation; (d) Health benefits; (e) Estimated amount of other compensation. Entry: N/A.

f Total number of other employees paid over \$100,000

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

Table with 3 columns: (a) Name and address of each independent contractor paid more than \$100,000; (b) Type of service; (c) Compensation. Entry: N/A.

d Total number of other independent contractors each receiving over \$100,000

52 Did the organization complete Schedule A? Note: All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A

Yes No

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 officer) is based on all information of which preparer has any knowledge

Sign Here: Signature of officer, Date: 2.28.13

Paid Preparer Use Only: Print/Type preparer's name: CORY G. YOUNGBERG; Preparer's signature; Date: 2/28/13; Check self-employed; PTIN: P00021692; Firm's name: LESLEY, THOMAS, SCHWARZ & POSTMA, INC.; Firm's EIN: 95-3864890; Firm's address: 2 SAN JOAQUIN PLAZA, SUITE 250 NEWPORT BEACH, CA 92660; Phone no.: (949)650-2771

May the IRS discuss this return with the preparer shown above? See instructions. Yes (X) No

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

WATERMAN FOUNDATION

Employer identification number
90-0592256

FORM 990-EZ, PART I, LINE 16, OTHER EXPENSES:

DESCRIPTION OF OTHER EXPENSES:	AMOUNT:
TRAVEL/MEETINGS	1,221.
MILAGE REIMBURSEMENT	1,004.
EQUIPMENT	1,090.
PHONE	1,432.
MEALS	825.
UTILITIES	1,292.
TOTAL TO FORM 990-EZ, LINE 16	6,864.

FORM 990-EZ, PART III, PRIMARY EXEMPT PURPOSE - DEVELOPMENT OF EDUCATIONAL SOFTWARE TO IMPROVE WRITING SKILLS OF ELEMENTARY GRADE STUDENTS

FORM 990-EZ, PART V, INFORMATION REGARDING PERSONAL BENEFIT CONTRACTS:
THE ORGANIZATION DID NOT, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY, OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT.
THE ORGANIZATION, DID NOT, DURING THE YEAR, PAY ANY PREMIUMS, DIRECTLY, OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT.