



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

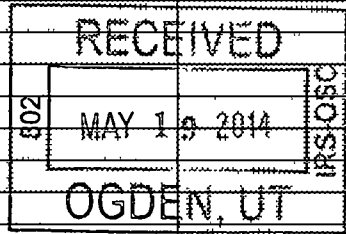
Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation NAUTILUS FOUNDATION, INC.		A Employer identification number 23-7010100
Number and street (or P O box number if mail is not delivered to street address) 101 SPRINGER BLDG, 3411 SILVERSIDE RD	Room/suite	B Telephone number (302) 478-4383
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19810-4811		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1573399.	J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) TAX BASIS (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1.	1.		Statement 1
4 Dividends and interest from securities		17077.	17077.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		142307.			
b Gross sales price for all assets on line 6a 243259.					
7 Capital gain net income (from Part IV, line 2)			142307.		
8 Net short-term capital gain					
9 Income modifications <small>Gross sales less returns and allowances</small>					
10a b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		159385.	159385.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 3		8331.	6248.		2083.
c Other professional fees					
17 Interest					
18 Taxes Stmt 4		3103.	48.		15.
19 Depreciation and depletion					
20 Occupancy		1243.	932.		311.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 5		211.	158.		53.
24 Total operating and administrative expenses. Add lines 13 through 23		12888.	7386.		2462.
25 Contributions, gifts, grants paid		64920.			64920.
26 Total expenses and disbursements. Add lines 24 and 25		77808.	7386.		67382.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		81577.			
b Net investment income (if negative, enter -0-)			151999.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED MAY 23 2014

13

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year		End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1821.	2136.	2136.		
	2	Savings and temporary cash investments						
	3	Accounts receivable	80.					
		Less allowance for doubtful accounts				80.		
	4	Pledges receivable						
		Less allowance for doubtful accounts						
	5	Grants receivable						
	6	Receivables due from officers, directors, trustees, and other disqualified persons						
	7	Other notes and loans receivable						
		Less allowance for doubtful accounts						
	8	Inventories for sale or use						
	9	Prepaid expenses and deferred charges						
	10a	Investments - U S and state government obligations	Stmt 7		509636.	574538.	574538.	
	b	Investments - corporate stock	Stmt 8		515605.	531618.	996725.	
	c	Investments - corporate bonds						
	11	Investments - land, buildings, and equipment basis						
	Less accumulated depreciation							
12	Investments - mortgage loans							
13	Investments - other							
14	Land, buildings, and equipment basis							
	Less accumulated depreciation							
15	Other assets (describe)							
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)			1027062.	1108372.	1573399.		
Liabilities	17	Accounts payable and accrued expenses		1603.	1336.			
	18	Grants payable						
	19	Deferred revenue						
	20	Loans from officers, directors, trustees, and other disqualified persons						
	21	Mortgages and other notes payable						
	22	Other liabilities (describe)						
23	Total liabilities (add lines 17 through 22)			1603.	1336.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>							
	and complete lines 24 through 26 and lines 30 and 31.							
	24	Unrestricted						
	25	Temporarily restricted						
	26	Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>							
	and complete lines 27 through 31.							
	27	Capital stock, trust principal, or current funds			1025459.	1107036.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds			0.	0.			
30	Total net assets or fund balances			1025459.	1107036.			
31	Total liabilities and net assets/fund balances			1027062.	1108372.			

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	1025459.
2	Enter amount from Part I, line 27a	2	81577.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	1107036.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1107036.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SCHEDULE ATTACHED	P		
b SCHEDULE ATTACHED	P		
c CAPITAL GAIN DISTRIBUTION	P		
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 15500.		14166.	1334.
b 227749.		86786.	140963.
c 10.			10.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1334.
b			140963.
c			10.
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	142307.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	67617.	1383260.	.048882
2011	67187.	1315738.	.051064
2010	66440.	1313746.	.050573
2009	71036.	1249768.	.056839
2008	69689.	1384042.	.050352

2 Total of line 1, column (d)	2	.257710
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	.051542
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1474967.
5 Multiply line 4 by line 3	5	76023.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1520.
7 Add lines 5 and 6	7	77543.
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	67382.

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

Table with 11 rows for excise tax calculations. Includes sub-tables for credits/payments (6a-6d) and a 'Refunded' section. Values include 3040.00, 1704.00, and 1336.00.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and a Yes/No column. Includes questions about political campaigns, tax on political expenditures, and substantial contributors. Includes handwritten 'DE' and 'N/A'.

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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ JAMES R. WEAVER, SECRETARY Telephone no ▶ (302) 478-4383 Located at ▶ 101 SPRINGER BLDG, 3411 SILVERSIDE RD, WILMINGTON ZIP+4 ▶ 19810-4811			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, 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 ▶	16	Yes	No X

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
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 2013 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 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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 2013?	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)? 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 No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
See Statement 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 0.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1493920.
b	Average of monthly cash balances	1b	3508.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1497428.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1497428.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22461.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1474967.
6	Minimum investment return. Enter 5% of line 5	6	73748.

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	73748.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3040.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3040.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	70708.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	70708.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	70708.

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	67382.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	67382.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	67382.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				70708.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	5247.			
b From 2009	8768.			
c From 2010	1925.			
d From 2011	1572.			
e From 2012	157.			
f Total of lines 3a through e	17669.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 67382.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				67382.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	3326.			3326.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14343.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	1921.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	12422.			
10 Analysis of line 9				
a Excess from 2009	8768.			
b Excess from 2010	1925.			
c Excess from 2011	1572.			
d Excess from 2012	157.			
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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))

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 address of the person to whom applications should be addressed

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

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

STATEMENT ATTACHED

c Any submission deadlines

NONE

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

STATEMENT ATTACHED

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

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
FIDELITY	1.	1.	
Total to Part I, line 3	1.	1.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
FIDELITY INVESTMENTS - AGENT	17077.	0.	17077.	17077.	
To Part I, line 4	17077.	0.	17077.	17077.	

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	8331.	6248.		2083.
To Form 990-PF, Pg 1, ln 16b	8331.	6248.		2083.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX	3040.	0.		0.
DELAWARE ANNUAL FEE	61.	46.		15.
AGENCY FEES	2.	2.		0.
To Form 990-PF, Pg 1, ln 18	3103.	48.		15.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
POSTAGE	97.	73.		24.
STATIONERY & SUPPLIES	114.	85.		29.
To Form 990-PF, Pg 1, ln 23	211.	158.		53.

Footnotes Statement 6

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

Form 990-PF U.S. and State/City Government Obligations Statement 7

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U S GOVERNMENT OBLIGATIONS	X		574538.	574538.
Total U.S. Government Obligations			574538.	574538.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			574538.	574538.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
EXCHANGE TRADED FUNDS	209048.	277162.
CORPORATION STOCK	322570.	719563.
Total to Form 990-PF, Part II, line 10b	531618.	996725.

NAUTILUS FOUNDATION, INC.
 INVESTMENTS
 DECEMBER 31, 2013

23-7010100
 PART II - LINE 10

PRINCIPAL AMOUNT	Book Value	Market Value Dec. 31, 2013
<u>Obligations of the U. S. Government</u>		
574,537.96 Fidelity US Government Reserves	574,537.96	574,537.96
<u>Exchange Traded Funds</u>		
1,675 SPDR Dow Jones Ind Average ETF Tr Unit	\$209,047.83	277,162.25
<u>Common Stocks</u>		
285 AccenturePLC Class A	16,745.64	23,432.70
110 Allergan Inc.	10,062.49	12,218.80
465 Amphenol Corp. Class A	14,975.59	41,468.70
205 Ansys Inc.	8,612.30	17,876.00
43 Apple Inc.	11,060.94	24,123.86
180 Celgene Corp.	10,816.53	30,414.24
1,670 Charles Schwab Corp. New	19,858.91	43,420.00
345 Covidien PLC	20,251.96	23,494.50
223 Ecolab Inc.	20,020.35	23,252.21
37 Mastercard Inc. Class A	10,655.22	30,912.02
3,750 Merck & Co., Inc. New	4,555.33	187,687.50
395 Netapp Inc.	17,900.88	16,250.30
220 Praxair Inc.	13,752.69	28,606.60
94 Precision Castparts Corp.	20,083.35	25,314.20
220 Procter & Gamble Co.	11,828.11	17,910.20
218 Ralph Lauren Corp. Class A	21,236.64	38,492.26
830 Sensata Technologies Holdings NV	27,617.50	32,179.10
545 Verisk Analytics Inc. Class A	20,452.48	35,817.40
468 VF Corp.	17,878.25	29,175.12
360 Yum Brands Inc.	14,250.88	27,219.60
315 Zoetis Inc. Com USD Class A	9,953.94	10,297.35
	<u>\$322,569.98</u>	<u>\$719,562.66</u>
	<u>\$1,106,155.77</u>	<u>\$1,571,262.87</u>
	=====	=====

REALIZED GAINS AND LOSSES
NAUTILUS FOUNDATION
NF-FID

23-7010100
PART IV

From 01-01-13 Through 12-31-13

Security Description						Gains/Loss	
Security	Quantity	Buy Date	Date Sold	Proceeds	Cost Basis	Short Term	Long Term
CELGENE CORP	50 000	09-27-11	01-10-13	4,678 94	3,240 45		1,438 49
AMPHENOI CORP NEW CL A	70 000	07-27-09	01-17-13	4,749 15	2,404 05		2,345 10
YUM! BRANDS INC	10 000	08-10-09	01-29-13	647 15	364 35		282 80
YUM! BRANDS INC	40 000	08-31-12	01-29-13	2,588 59	2,541 15	47 44	0 00
YUM! BRANDS INC	90 000	10-04-12	01-29-13	5,824 32	5,983 04	-158 72	0 00
INTERCONTINENTAL EXCHANGE INC	5 000	09-13-10	02-19-13	779 45	536 28		243 17
INTERCONTINENTAL EXCHANGE INC	40 000	01-12-11	02-19-13	6,235 59	4,611 53		1,624 06
YUM! BRANDS INC	95 000	08-10-09	04-04-13	6,412 96	3,461 30		2,951 66
AMPHENOL CORP NEW CL A	40 000	07-27-09	04-10-13	2,933 18	1,373 74		1,559 44
YUM! BRANDS INC	55 000	08-10-09	04-17-13	3,621 42	2,003 91		1,617 51
CELGENE CORP	10 000	09-15-11	04-24-13	1,225 55	600 92		624 63
CELGENE CORP	35 000	11-10-11	04-24-13	4,289 42	2,230 80		2,058 62
CELGENE CORP	2 000	06-25-12	04-24-13	245 11	130 56	114 55	0 00
CELGENE CORP	18 000	06-25-12	04-24-13	2,205 99	1,103 58	1,102 41	0 00
MASTERCARD INC CL A COM	3 000	06-10-08	05-06-13	1,654 03	877 01		777 02
MASTERCARD INC CL A COM	7 000	06-16-08	05-06-13	3,859 39	2,074 44		1,784 95
ANSYS INC	15 000	10-27-09	05-24-13	1,089 93	655 05		434 88
ANSYS INC	20 000	04-28-10	05-24-13	1,453 24	909 02		544 22
ANSYS INC	10 000	03-14-11	05-24-13	726 62	527 95		198 67
UNITED TECHNOLOGIES CORP	100 000	12-18-07	06-06-13	9,276 88	7,478 73		1,798 15
UNITED TECHNOLOGIES CORP	10 000	12-18-07	06-06-13	928 38	747 87		180 51
UNITED TECHNOLOGIES CORP	25 000	01-07-08	06-06-13	2,320 96	1,889 37		431 59
UNITED TECHNOLOGIES CORP	50 000	01-09-08	06-06-13	4,641 93	3,599 00		1,042 93
INTERCONTINENTAL EXCHANGE INC	30 000	10-28-09	06-24-13	5,092 15	3,124 10		1,968 05
INTERCONTINENTAL EXCHANGE INC	35 000	10-29-09	06-24-13	5,940 84	3,454 64		2,486 20
INTERCONTINENTAL EXCHANGE INC	30 000	09-13-10	06-24-13	5,092 15	3,217 70		1,874 45
INTERCONTINENTAL EXCHANGE INC	50 000	10-29-09	07-11-13	9,049 39	4,935 21		4,114 18
MALLINCKRODT PLC ORDINARY USD	16 000	05-06-13	07-15-13	663 26	706 30	-43 04	0 00
MALLINCKRODT PLC ORDINARY USD	10 000	06-06-13	07-15-13	414 53	473 02	-58 49	0 00
PRAXAIR INC	45 000	06-16-09	07-18-13	5,236 03	3,224 59		2,011 44
ANSYS INC	25 000	10-27-09	07-29-13	1,948 48	1,091 75		856 73
ANSYS INC	55 000	10-28-09	07-29-13	4,286 66	2,358 52		1,928 14
APPLE INC	2 000	11-12-12	09-03-13	984 49	1,107 14	-122 65	0 00
ACCENTURE PLC CLS A	65 000	05-01-12	09-23-13	4,972 26	4,249 80		722 46
EXPRESS SCRIPTS HLDG CO COMMON	41 000	07-01-69	09-23-13	2,528 25	14 87		2,513 38

REALIZED GAINS AND LOSSES
NAUTILUS FOUNDATION
NF-FID
From 01-01-13 Through 12-31-13

23-7010100
PART IV

<u>Security Description</u>						<u>Gains/Loss</u>	
<u>Security</u>	<u>Quantity</u>	<u>Buy Date</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost Basis</u>	<u>Short Term</u>	<u>Long Term</u>
EXPRESS SCRIPTS HLDG CO COMMON	24 000	02-11-02	09-23-13	1,479 95	407 49		1,072 46
EXPRESS SCRIPTS HLDG CO COMMON	210 000	09-15-11	09-23-13	12,949.57	8,612 91		4,336 66
EXPRESS SCRIPTS HLDG CO COMMON	90 000	09-23-11	09-23-13	5,549 82	3,516 15		2,033 67
EXPRESS SCRIPTS HLDG CO COMMON	30 000	01-04-12	09-23-13	1,849 94	1,387 16		462 78
EXPRESS SCRIPTS HLDG CO COMMON	105 000	05-31-12	09-23-13	6,474 78	5,461 65		1,013 13
V F CORP	13 000	10-04-12	10-01-13	2,573 93	2,121 70	452 23	0 00
EXPRESS SCRIPTS HLDG CO COMMON	45 000	07-01-69	11-01-13	2,800 00	16 32		2,783 68
EXPRESS SCRIPTS HLDG CO COMMON	40 000	07-01-69	11-08-13	2,550 00	14 50		2,535 50
EXPRESS SCRIPTS HLDG CO COMMON	65 000	07-01-69	11-18-13	4,204 62	23 57		4,181 05
EXPRESS SCRIPTS HLDG CO COMMON	1,049 000	07-01-69	11-18-13	67,976 65	380 39		67,596 26
APPLE INC	4 000	04-26-10	12-09-13	2,252 04	1,083 14		1,168 90
APPLE INC	1 000	11-12-12	12-09-13	563 01	553 57		9 44
EXPRESS SCRIPTS HLDG CO COMMON	100 000	07-01-69	12-09-13	6,710 43	36 26		6,674 17
EXPRESS SCRIPTS HLDG CO COMMON	100 000	07-01-69	12-09-13	6,717 88	36 26		6,681 62
						1,716 63	
						-382 90	
				243,249.29	100,952.81	1,333.73	140,962.75
142,296 48							

SUMMARY

	<u>Proceeds</u>	<u>Cost</u>	<u>Gain or (Loss)</u>
Short Term	15,500.22	14,166.49	1,333.73
Long Term	<u>227,749.07</u>	<u>86,786.32</u>	<u>140,962.75</u>
Totals	243,249.29	100,952.81	142,296.48

GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2013 - 12/31/2013

23-7010100
PART XV - LINE 3a

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
ANIMAL WELFARE				
	Audubon Greenwich	Greenwich	Meadow Fund	\$3,500.00
	Peggy Adams AnimalRescueLeague	West Palm Beach	current operations	\$250.00
Total forANIMAL WELFARE				\$3,750.00
CHARITABLE - COMMUNITY ORGANIZATIONS				
	American Academy in Rome	New York	current operations	\$1,000 00
	Boys & Girls Clubs of PB Co.	West Palm Beach	current operations	\$250.00
	Family Center of Greenwich	Greenwich	current operations	\$2,000.00
	Garden Club of Palm Beach	Palm Beach	current operations	\$3,000 00
	Maine GraniteIndustry Hist.Mu	Mt. Desert	current operations	\$100 00
	Mounts Botanical Garden	West Palm Beach	current operations	\$500 00
	NEH Village Improvement Assn	Nrtheast Harbor	current operations	\$250.00
	Palm Beach Crime Watch,Inc	Palm Beach	gifted as a video camers	\$500.00
	Rockend Art Barn	NorthEst Hbr.	current operations	\$500.00
	The Garden Conservancy	Cold Spring	current operations	\$3,500 00
	The Neighborhood House	Northeast Harb	current operations	\$100 00
Total forCHARITABLE - COMMUNITY ORGANIZATIONS				\$11,700.00
CHARITABLE - HOSPITALS				
	Memorial Sloan-Kettering	New York	current operations	\$2,000.00
Total forCHARITABLE - HOSPITALS				\$2,000.00
CHARITABLE - OTHER MEDICAL & HEALTH				
	American Cancer Society	New Castle	current operations	\$100.00
	NEH Ambulance Svs.	NortheastHarbor	current operations	\$200.00
	Rehab Ctr Children & Adults	Palm Beach	current operations	\$1,500.00
Total forCHARITABLE - OTHER MEDICAL & HEALTH				\$1,800.00
CHARITABLE - RELIEF				
	Boys & Girls RepublicHenry St.	New York	current operations	\$250 00
Total forCHARITABLE - RELIEF				\$250.00
EDUCATIONAL - CULTURAL INSTITUTIONS				
	Atwater Kent Museum	Philadelphia	current operations	\$500.00
	Bowne House Historical Society	Flushing	current operations	\$200.00
	Central Park Conservancy	New York	current operations	\$1,550.00
	Fairchild Tropical Garden	Coral Gables	current operations	\$100.00
	Friends of Acadia	Bar Harbor	current operations	\$150 00
	Great Harbor Maritime Museum	Nrtheast Harbor	current operations	\$250.00
	Independence Seaport Museum	Philadelphia	Cruiser Olympia	\$100.00
	Metropolitan Museum of Art	New York	current operations	\$2,000.00

GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2013 - 12/31/2013

23-7010100
PART XV - LINE 3a

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
EDUCATIONAL - CULTURAL INSTITUTIONS				
	Nat'l Capital Radio&Television	Bowie	current operations	\$100.00
	New York Botanical Gardens	Bronx	current operations	\$2,000.00
	Norton Museum of Art	West Palm Beach	current operations	\$2,000.00
	Park Avenue Preserv. Fnd	New York	current operations	\$1,000.00
	Preseev Soc Newport County	Newport	c/o Paul F. Miller, Esq.	\$200 00
	Raymond F Kravis Ctr,Perf.Arts	West Palm Beach	current operations	\$1,000.00
	Rock Hall Museum	Lawrence	current operations	\$1,200 00
	Society of the Four Arts	Palm Beach	current operations	\$10,500.00
Total forEDUCATIONAL - CULTURAL INSTITUTIONS				\$22,850.00
EDUCATIONAL - PUBLIC INFORMATION				
	Achiev Ctr, Children & Fam	Delray Beach	Community Child Care	\$100 00
	NEH Sailing School	Northeast Harb	current operations	\$500.00
Total forEDUCATIONAL - PUBLIC INFORMATION				\$600.00
EDUCATIONAL - SCHOOLS & COLLEGES				
	Garrison Forest School	Owings Mills	currento operations	\$250 00
	Greenwich Country Day School	Greenwich	current operations	\$500 00
	Gulf Stream School	Gulf Stream	Annual Giving	\$5,000.00
	Hill School	Pottstown	current operations	\$1,000 00
	Kent School	Kent	Annual Giving	\$11,000 00
	Palm Beach Day Academy	Palm Beach	current operations	\$250.00
	Putnam Indian Field School	Greenwich	current operations	\$200.00
Total forEDUCATIONAL - SCHOOLS & COLLEGES				\$18,200.00
LITERARY				
	NEH Harbor Library	Nrtheast Harbor	current operations	\$200.00
Total forLITERARY				\$200.00
RELIGIOUS				
	Bethesda By The Sea	Palm Beach	current operations	\$1,000.00
	Campus Crusade for Christ	Orlando	current operations	\$250.00
	Church of the Ascension	Claymont	organ fund	\$250 00
	Parish of St Mary & Jude	Nrtheast Harbor	current operations	\$500.00
	Seed Faith Mission	Boynton Beach	current operations	\$100 00
	St. David's Church (Episcopal)	Wayne	in memory of AAK,Jr.	\$600 00
	The Royal Poinciana Chapel, In	Palm Beach	current operations	\$220 00
	United Methodist Churchof ELAM	Glen Mills	Building Fund	\$250.00
Total forRELIGIOUS				\$3,170.00
SCIENTIFIC				

GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2013 - 12/31/2013

23-7010100
PART XV - LINE 3a

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
SCIENTIFIC				
	Buckminster Fuller Institute	Brooklyn	current operations	\$400.00
		Total forSCIENTIFIC		<hr/> \$400.00
			Grand Total	\$64,920.00

PART XV - Lines 2b & d

SUGGESTED PROCEDURE FOR GRANT APPLICATION

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

Please be sure that your application includes the following information:

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

Proposals received by the Foundation are reviewed periodically by the Trustees. Applications will not be considered in the following circumstances:

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

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