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Form 990-PF Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
THE WARBURTON FAMILY FOUNDATION INC

% ARTHUR WARBURTON

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

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
NAPLES, FL 34110

A Employer identification number
42-1714545

B Telephone number (see instructions)
(239) 566-7325

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 of year *(from Part II, col. (c), line 16)* ▶$ 2,037,061

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	30,106	27,546		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	123,164			
	b	Gross sales price for all assets on line 6a 1,135,357				
	7	Capital gain net income (from Part IV, line 2)		123,164		
	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)	5,190			
	12	**Total.** Add lines 1 through 11	158,460	150,710		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	8,000	0	0	0
	c	Other professional fees (attach schedule)	11,377	11,377		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	8,500			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	793			793
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	28,670	11,377	0	793
	25	Contributions, gifts, grants paid	55,702			55,702
	26	**Total expenses and disbursements.** Add lines 24 and 25	84,372	11,377	0	56,495
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	74,088			
	b	**Net investment income** (if negative, enter -0-)		139,333		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	104,870	11,179	11,179
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 1,500			
		Less allowance for doubtful accounts ▶	1,500	1,500	1,500
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,367,966	1,533,166	2,024,382
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	1,474,336	1,545,845	2,037,061
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,474,336	1,545,845	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,474,336	1,545,845	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,474,336	1,545,845	

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	1,474,336
2	Enter amount from Part I, line 27a	2	74,088
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,548,424
5	Decreases not included in line 2 (itemize) ▶	5	2,579
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,545,845

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)
1 a	SEE STATEMENT ATTACHED	P	2013-05-22	2013-06-20
b	SEE STATEMENT ATTACHED	P	2007-06-29	2013-09-09
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	1,019,261		916,496	102,765
b	116,034		95,697	20,337
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				102,765
b				20,337
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	123,164
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	

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 page 18 of 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	37,341	1,122,353	0 03327
2011	34,814	954,548	0 036472
2010	23,511	810,210	0 029018
2009	18,525	563,983	0 032847
2008	29,082	680,923	0 04271

2	**Total** of line 1, column (d).	2	0 174317
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 034863
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,776,799
5	Multiply line 4 by line 3.	5	61,945
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,393
7	Add lines 5 and 6.	7	63,338
8	Enter qualifying distributions from Part XII, line 4.	8	56,495

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,787
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	2,787
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,787
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,315		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 3,300		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	5,615
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	6
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	2,822
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,822 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
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.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶ARTHUR WARBURTON Telephone no ▶(239) 566-7325

Located at ▶850 BARCARMIL WAY NAPLES FL ZIP+4 ▶34110

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

			Yes	No
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?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☐ **No**

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ **Yes** ☐ **No**

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☐ **No**

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☐ **No**

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ **Yes** ☐ **No**

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☐ **No**

			Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?.	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ **Yes** ☑ **No**

If "Yes," list the years ▶ 20____, 20____, 20____, 20____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b		No

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20____, 20____, 20____, 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ **Yes** ☑ **No**

			Yes	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.)*.	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**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?	**7b**		

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
See Additional Data Table				

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
Total number of other employees paid over $50,000 ▶				

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** ***(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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	1,596,492
b	Average of monthly cash balances	1b	207,365
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,803,857
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	0
3	Subtract line 2 from line 1d	3	1,803,857
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,058
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,776,799
6	**Minimum investment return.** Enter 5% of line 5	6	88,840

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	88,840
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,787		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,787
3	Distributable amount before adjustments Subtract line 2c from line 1			3	86,053
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	86,053
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	86,053

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	56,495
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	56,495
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	56,495

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				86,053
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			49,349	
b Total for prior years 2011 , 2010 , 2009		347		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 56,495				
a Applied to 2012, but not more than line 2a			49,349	
b Applied to undistributed income of prior years (Election required—see instructions).		347		
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				6,799
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).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				79,254
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 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . . 0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a 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 organization 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))

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				55,702
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	30,106	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	123,164	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a EATON CORP MISC		8,000			
b EL PASO PIPELINE		-2,810			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		5,190		153,270	

13 Total. Add line 12, columns (b), (d), and (e). 13 158,460

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
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	**1a(1)**		**No**
(2) Other assets	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
(4) Reimbursement arrangements	**1b(4)**		**No**
(5) Loans or loan guarantees	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-10-01 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Richard Conner				P01355454
Firm's name ▶ CONNER & ASSOCIATES LLP			Firm's EIN ▶	
Firm's address ▶ 26016 DETROIT RD SUITE 3 WESTLAKE, OH 44145			Phone no (239) 566-7325	

Form 990PF Part VIII Line 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
ARTHUR J WARBURTON 850 BARCARMIL WAY NAPLES,FL 34110	PRESIDENT/CLASS A DIRECTOR 1 0	0		
EILEEN M WARBURTON 850 BARCARMIL WAY NAPLES,FL 34110	SECRETARY/CLASS A DIRECTOR 1 0	0		
LYNN M MCCAFFREY 492 FOXHILL PLACE WATERLOO,ONTARIO N2T 1X7 CA	CLASS B DIRECTOR 1 0	0		
CARRIE E NAPIORKOWSKI 140 BRIGHTON LANE AUSTIN,TX 78737	CLASS B DIRECTOR 1 0	0		
MATTHEW MCCAFFREY 492 FOXHILL PALCE WATERLOO,ONTARIO N2T 1X7 CA	CLASS B DIRECTOR 1 0	0		
WITOLD NAPIORKOWSKI 140 BRIGHTON LANE AUSITIN,TX 78737	CLASS B DIRECTOR 1 0	0		

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
JAMAICA OUTREACH PROGRAM 123 1st STREET KINGSTON JM	NONE	CHARITABLE	GEENRAL FUND	1,000
ST MATTHEWS HOUSE 2001 AIRPORT RD S NAPLES, FL 34112	NONE	CHARITABLE	GENERAL FUND	3,000
COLLIER COUNTY PREGNANCY 970 5TH AVE N NAPLES, FL 34103	NONE	CHARITABLE	GENERAL FUND	2,000
PAUL TODD CHARITIES PO BOX 111957 NAPLES, FL 34108	NONE	CHARTIABLE	GENERAL FUND	1,000
ST AGNES CHURCH 7775 Vanderbilt Beach Rd NAPLES, FL 34120	NONE	CHARITABLE	GENERAL FUND	20,000
DIOCESE OF VENICE 1000 PINEBROOK ROAD VENICE, FL 34285	NONE	CHARITABLE	GENERAL FUND	20,000
ST JOHN THE EVANGELIST 625 111TH AVE NORTH NAPLES, FL 34108	NONE	PC	GENERAL FUND	2,500
RESURRECTION CATHOLICS SS 455 University Ave West Kitchener, Ontario N2N 3B9 CA	NONE	PC	GENERAL FUND	1,051
WOUNDED WARRIOR PO BOX 96860 WASHINGTON, DC 20077	NONE	PC	GEENRAL FUND	150
SOUTH AUSTIN PREGNANCY CENTER PO BOX 90098 AUSTIN, TX 78709	NONE	PC	GENERAL FUND	1,001
ST VINCENT DEPAUL 4451 Mercantile Ave NAPLES, FL 34104	NONE	PC	GENERAL FUND	1,000
HABITAT FOR HUMANITY 11145 TANIAMI TRAIL NAPLES, FL 34113	NONE	PC	GENERAL FUND	3,000
Total . . . . ▶ **3a**				55,702

TY 2013 Accounting Fees Schedule

Name: THE WARBURTON FAMILY FOUNDATION INC

EIN: 42-1714545

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCTING & TAX PREP FEES	8,000			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE WARBURTON FAMILY FOUNDATION INC

EIN: 42-1714545

TY 2013 Investments Corporate Stock Schedule

Name: THE WARBURTON FAMILY FOUNDATION INC

EIN: 42-1714545

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLE INC.	210,123	293,413
AT&T	452,483	457,467
AMERISOURCEBERGEN	55,003	68,060
B E AEROSPACE	154,749	278,061
BOEING	11,921	23,067
CATERPILLAR	12,099	16,164
DEERE & CO	39,969	44,021
DELTA AIRLINES	49,933	91,558
EATON CORP		
ELPASO PIPELINE LP	77,384	72,000
EMERSON ELECTRIC		
GE	36,738	54,994
GOOGLE	68,052	123,278
PRECISION CASTPARTS	85,023	121,724
PERKIN ELMER		
UNITED TECHNOLOGIES	45,043	68,508
XEROX	39,938	46,136
CORNING COMPANY		
CUMMINS	59,928	88,670
EXPRESS SCRIPTS	74,841	83,234
SPIRIT AEROSYSTEMS	59,939	94,027
LINCOLN ELECTRIC		

TY 2013 Investments - Land Schedule

Name: THE WARBURTON FAMILY FOUNDATION INC

EIN: 42-1714545

TY 2013 Land, Etc. Schedule

Name: THE WARBURTON FAMILY FOUNDATION INC

EIN: 42-1714545

TY 2013 Other Decreases Schedule

Name: THE WARBURTON FAMILY FOUNDATION INC

EIN: 42-1714545

Description	Amount
ROUNDING	2
NONDEDUCTIBLE EXPENSE	17
NONTAXABLE DISTRIB	2,560

TY 2013 Other Income Schedule

Name: THE WARBURTON FAMILY FOUNDATION INC

EIN: 42-1714545

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EATON CORP	8,000		
EL PASO PIPELINE	-2,810		

TY 2013 Other Notes/Loans Receivable Short Schedule

Name: THE WARBURTON FAMILY FOUNDATION INC

EIN: 42-1714545

Name of 501(c)(3) Organization	Balance Due
DONNA DEHART	1,500

TY 2013 Other Professional Fees Schedule

Name: THE WARBURTON FAMILY FOUNDATION INC

EIN: 42-1714545

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHWAB INVESTMENT FEES	11,377	11,377		

TY 2013 Taxes Schedule

Name: THE WARBURTON FAMILY FOUNDATION INC

EIN: 42-1714545

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	8,500			

December 2, 2013

Realized Gains and Losses

Fiscal Year Ending 12/31/2013

Warburton Foundation Acct # 11517256
The Warburton Family Foundatio
850 Barcarmil Way
Naples, FL 34110

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Total Gains	Short Term Gains	Long Term Gains Post-5/5	Total Long Gains	Sell Method
11517256	Corning Inc	09/07/2010	11/04/2013	1,457 000	24 593 49	25,053 78	460 29		460 29	460 29	First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	20 000	1,038 11	1,199 76	161 65	161 65			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	153 000	7,941 56	9,176 78	1,235 22	1,235 22			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,997 81	807 25	807 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	10 000	519 06	599 78	80 72	80 72			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	13 000	674 77	779 71	104 94	104 94			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,996 81	806 25	806 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	200 000	10,381 12	11,993 60	1,612 48	1,612 48			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	10 000	519 06	599 68	80 62	80 62			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	13 000	674 77	779 58	104 81	104 81			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	400 000	20,762 24	23,987 20	3,224 96	3,224 96			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	75 000	3,892 92	4,496 85	603 93	603 93			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,995 81	805 25	805 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	10 000	519 06	599 58	80 52	80 52			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	5,036 000	261,396 60	301,870 01	40,473 41	40,473 41			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	5,824 000	302,298 21	348,897 25	46,599 04	46,599 04			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5 190 56	5,997 81	807 25	807 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,997 81	807 25	807 25			First In First
11517256	Eaton Corporation	12/03-2012	04/03/2013	100 000	5,190 56	5,997 81	807 25	807 25			First In First

Realized Gains and Losses

Fiscal Year Ending 12/31/2013

Warburton Foundation   Acct # 11517256

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Total Gains	Short Term Gains	Long Term Gains Post-5/5	Total Long Gains	Sell Method
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,996 81	806 25	806 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,996 81	806 25	806 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,996 81	806 25	806 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,997 81	807 25	807 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	200 000	10,381 12	11,993 60	1,612 48	1,612 48			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,996 81	806 25	806 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	200 000	10,381 12	11,993 60	1,612 48	1,612 48			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,996 81	806 25	806 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,996 81	806 25	806 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,996 81	806 25	806 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,996 81	806 25	806 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,996 81	806 25	806 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,995 81	805 25	805 25			First In First
11517256	Eaton Corporation	12/03/2012	04/03/2013	100 000	5,190 56	5,995 81	805 25	805 25			First In First
				13,964 000	724,809 80	836,911 56	112,101 76	112,101 76			
11517256	Emerson Electric Co	02/05/2008	06/04/2013	218 000	11,148 16	12,446 72	1,298 56		1,298 56	1,298 56	First In First
11517256	Emerson Electric Co	05/03/2011	06/04/2013	517 000	29,914 25	29,518 13	-396 12		-396 12	-396 12	First In First
				735 000	41,062 41	41,964 85	902 44		902 44	902 44	
11517256	Ishares TRUST	05 22/2013	06/20/2013	100 000	9,584 34	9,117 49	-466 85	-466 85			First In First
11517256	Ishares TRUST	05/22/2013	06/20/2013	200 000	19,168 70	18,234 99	-933 71	-933 71			First In First
				300 000	28,753 04	27,352 48	-1 400 56	-1,400 56			
11517256	Ishares TRUST	05/22/2013	06/20/2013	100 000	9,584 34	9,117 49	-466 85	-466 85			First In First

Realized Gains and Losses

Fiscal Year Ending 12/31/2013

Warburton Foundation Acct # 11517256

Realized Gains and Losses

Account Number	Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Total Gains	Short Term Gains	Long Term Gains Post-5/5	Total Long Gains	Sell Method
11517256	Ishares TRUST	05/22/2013	06/20/2013	100 000	9,584 35	9,117 49	-466 86	-466 86			First In First
11517256	Ishares TRUST	05/22/2013	06/20/2013	200 000	19,168 70	18,235 00	-933 70	-933 70			First In First
				400 000	38,337 39	36,469 98	-1,867 41	-1,867 41			
11517256	Ishares TRUST	05/22/2013	06/20/2013	100 000	9,584 35	9,117 49	-466 86	-466 86			First In First
11517256	Ishares TRUST	05/22/2013	06/20/2013	400 000	38,337 39	36,469 98	-1,867 41	-1,867 41			First In First
				500 000	47,921 74	45,587 47	-2,334 27	-2,334 27			
11517256	Ishares TRUST	05/22/2013	06/20/2013	400 000	38,337 39	36,469 98	-1,867 41	-1,867 41			First In First
11517256	Ishares TRUST	05/22/2013	06/20/2013	400 000	38,337 39	36,469 98	-1,867 41	-1,867 41			First In First
				2,000 000	191,686 95	182,349 89	-9,337 06	-9,337 06			
11517256	Lincoln Elec Hldgs Inc	06/29/2007	09/09/2013	270 000	10,032 94	17,588 29	7,555 35		7,555 35	7,555 35	First In First
11517256	PerkinElmer	10/06/2011	04/29/2013	1,037 000	20,007 81	31,426 59	11,418 78		11,418 78	11,418 78	First In First
	Short Term Gains				916,496 75	1,019,261 45		102,764 70			
	Long Term Gains Post-5/5				95,696 65	116,033 51			20,336 86		
	Total Long Gains				95,696 65	116,033 51				20,336 86	
	Total (Sales)				1,012,193 40	1,135,294 96	123,101 56	102,764 70	20,336 86	20,336 86	
	Total Gains						**123,101.56**	**102,764.70**	**20,336.86**	**20,336.86**	