Form 990-PF | Department of the Treasury Internal Revenue Service

Return of Private Foundation

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.

OMB No 1545-0052 | 2013 | Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: WAITT FOUNDATION

A Employer identification number: 46-0428166

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1948 | Room/suite

B Telephone number: (858) 551-4400

City or town, state or province, country, and ZIP or foreign postal code: LA JOLLA, CA 92038-1948

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 147,192,953.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (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 ▶ [ ]

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	158,842.	158,842.		STATEMENT 2
	4 Dividends and interest from securities	1,716,696.	1,716,711.		STATEMENT 3
	5a Gross rents	51,141.	51,141.		STATEMENT 4
	b Net rental income or (loss) 51,141.				
	6a Net gain or (loss) from sale of assets not on line 10	1,378,836.			STATEMENT 1
	b Gross sales price for all assets on line 6a 21,116,599.				
	7 Capital gain net income (from Part IV, line 2)		1,256,423.		
	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)				
	11 Other income	137,648.	189,062.		STATEMENT 5
	12 Total. Add lines 1 through 11	3,443,163.	3,372,179.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	146,977.	7,349.		139,628.
	14 Other employee salaries and wages	168,151.	50,445.		84,345.
	15 Pension plans, employee benefits	52,954.	10,061.		42,818.
	16a Legal fees STMT 6	1,108.	0.		1,108.
	b Accounting fees STMT 7	66,997.	50,248.		16,749.
	c Other professional fees STMT 8	331,980.	319,880.		12,100.
	17 Interest				
	18 Taxes STMT 9	91,340.	0.		105.
	19 Depreciation and depletion	1,498.	0.		
	20 Occupancy	20,850.	0.		20,850.
	21 Travel, conferences, and meetings	129,982.	0.		130,821.
	22 Printing and publications				
	23 Other expenses STMT 10	108,925.	1,964.		102,911.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,120,762.	439,947.		551,435.
	25 Contributions, gifts, grants paid	6,492,277.			6,492,277.
	26 Total expenses and disbursements. Add lines 24 and 25	7,613,039.	439,947.		7,043,712.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<4,169,876.>			
	b Net investment income (if negative, enter -0-)		2,932,232.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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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			
	2 Savings and temporary cash investments	1,719,452.	5,608,924.	5,608,924.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	10,564.	11,929.	11,929.
	10a Investments - U.S. and state government obligations	170,009.		
	b Investments - corporate stock STMT 12	40,276,963.	46,046,313.	46,046,313.
	c Investments - corporate bonds STMT 13	35,702,156.	32,353,862.	32,353,862.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	61,286,894.	63,162,386.	63,162,386.
	14 Land, buildings, and equipment basis ▶ 50,620.			
	Less accumulated depreciation ▶ 47,697.	8,922.	2,923.	2,923.
	15 Other assets (describe ▶ STATEMENT 15)	12,660.	6,616.	6,616.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	139,187,620.	147,192,953.	147,192,953.
Liabilities	17 Accounts payable and accrued expenses	85,182.	124,266.	
	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 ▶ STATEMENT 16)	7,759.	0.	
	23 **Total liabilities** (add lines 17 through 22)	92,941.	124,266.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	139,094,679.	147,068,687.	
	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			
	30 **Total net assets or fund balances**	139,094,679.	147,068,687.	
	31 **Total liabilities and net assets/fund balances**	139,187,620.	147,192,953.	

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	139,094,679.
2 Enter amount from Part I, line 27a	2	<4,169,876.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	12,143,884.
4 Add lines 1, 2, and 3	4	147,068,687.
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	147,068,687.

Form **990-PF** (2013)

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10-10-13

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	21,116,599.		19,860,176.	1,256,423.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,256,423.

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** 1,256,423.

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	6,854,263.	137,304,281.	.049920
2011	7,077,481.	140,929,600.	.050220
2010	7,147,980.	139,710,437.	.051163
2009	8,008,330.	142,299,394.	.056278
2008	6,434,858.	167,361,255.	.038449

2	**Total** of line 1, column (d)	2	.246030
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	.049206
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	142,444,694.
5	Multiply line 4 by line 3	5	7,009,134.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	29,322.
7	Add lines 5 and 6	7	7,038,456.
8	Enter qualifying distributions from Part XII, line 4	8	7,045,427.

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 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 ▶ [X] and enter 1% of Part I, line 27b		1	29,322.
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	0.
3	Add lines 1 and 2		3	29,322.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	29,322.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 23,621.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 5,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	28,621.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	701.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, SD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.WAITTFOUNDATION.ORG

14 The books are in care of ▶ STAN RAY Telephone no. ▶ 858-551-4400

Located at ▶ P.O. BOX 1948, LA JOLLA, CA ZIP+4 ▶ 92038-1948

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

			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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? STATEMENT 21 ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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		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? ☐ Yes ☒ 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? ☐ 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.)* 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)? — 5b: X (No)

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? STATEMENT 28 ☒ 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: X (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? N/A — 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.

(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 17		138,438.	8,539.	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
CHERIE JACOBSON - 5786 LA JOLLA BLVD, LA JOLLA, CA 92037	PROGRAM & OPS DIRECTOR 40.00	98,000.	4,021.	120.

Total number of other employees paid over $50,000 ▶ 2

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	135,303,006.
b	Average of monthly cash balances	1b	9,298,968.
c	Fair market value of all other assets	1c	11,929.
d	**Total** (add lines 1a, b, and c)	1d	144,613,903.
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	144,613,903.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,169,209.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	142,444,694.
6	**Minimum investment return.** Enter 5% of line 5	6	7,122,235.

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	7,122,235.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	29,322.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	10,071.		
c	Add lines 2a and 2b			2c	39,393.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	7,082,842.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	7,082,842.
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	7,082,842.

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	7,043,712.
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	1,715.
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	7,045,427.
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	29,322.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,016,105.

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				7,082,842.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			6,666,860.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 7,045,427.				
a Applied to 2012, but not more than line 2a			6,666,860.	
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				378,567.
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		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				6,704,275.
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	0.			
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				

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 (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
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).)

THEODORE W. WAITT

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:

STATEMENT 19

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

STATEMENT 19

c Any submission deadlines:

STATEMENT 19

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

STATEMENT 19

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*				
STATEMENT 20			CHARITABLE	6,492,277.
Total			▶ 3a	6,492,277.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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
	(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			14	158,842.	
4 Dividends and interest from securities	900099	<15.>	14	1,716,711.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			16	51,141.	
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	900000	122,413.	18	1,256,423.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 18		<51,414.>		189,062.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		70,984.		3,372,179.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,443,163.

(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).

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/14/14 Title: TREASURER

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
SHARON ZORBACH	Sharon Zorbach	11/14/14		P00125475

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 655 WEST BROADWAY, SUITE 700 SAN DIEGO, CA 92101-8590 — Phone no (619) 232-6500

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	WHITEHALL PARLLEL REAL ESTATE	P	VARIOUS	VARIOUS
b	FORWARD VENTURES IV, LP	P	VARIOUS	VARIOUS
c	THE COLCHESTER GLOBAL BOND FUND	P	VARIOUS	VARIOUS
d	POMONA CAPITAL V, L.P.	P	VARIOUS	VARIOUS
e	BREITBURN ENERGY PARTNERS, L.P.	P	VARIOUS	VARIOUS
f	COMPASS DIVERSIFIED HOLDINGS	P	VARIOUS	VARIOUS
g	Q-BLK TIMBER PORTFOLIO	P	VARIOUS	VARIOUS
h	GREEN SPRING GLOBAL PARTNERS	P	VARIOUS	VARIOUS
i	VIVO VENTURES	P	VARIOUS	VARIOUS
j	AMERIGAS PARTNERS	P	VARIOUS	VARIOUS
k	TRANSMONTAIGNE PARTNERS	P	VARIOUS	VARIOUS
l	WILLIAM PARTNERS	P	VARIOUS	VARIOUS
m	FIDUCIARY TRUST ACCOUNT #7100 (SEE STMT 22)	P	VARIOUS	VARIOUS
n	FIDUCIARY TRUST ACCOUNT #7101 (SEE STMT 23)	P	VARIOUS	VARIOUS
o	FIDUCIARY TRUST ACCOUNT #7102 (SEE STMT 24)	P	VARIOUS	VARIOUS

	(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			<20,513.>	20,513.
b			28,865.	<28,865.>
c	24,468.			24,468.
d	36,060.			36,060.
e	41.			41.
f	2,386.			2,386.
g	27,327.			27,327.
h	81,332.			81,332.
i	89,943.			89,943.
j			1.	<1.>
k			133.	<133.>
l			279.	<279.>
m	1,700,496.		1,702,183.	<1,687.>
n	2,648,417.		2,331,018.	317,399.
o	66,809.			66,809.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				20,513.
b				<28,865.>
c				24,468.
d				36,060.
e				41.
f				2,386.
g				27,327.
h				81,332.
i				89,943.
j				<1.>
k				<133.>
l				<279.>
m				<1,687.>
n				317,399.
o				66,809.

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

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

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05-01-13

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	FIDUCIARY TRUST ACCOUNT #7103 (SEE STMT 25)	P	VARIOUS	VARIOUS
b	FIDUCIARY TRUST ACCOUNT #7109 (SEE STMT 26)	P	VARIOUS	VARIOUS
c	OTHER INVESTMENTS (SEE STMT 27)	P	VARIOUS	VARIOUS
d	FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	P	VARIOUS	VARIOUS
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	3,384,579.		3,523,032.	<138,453.>
b	2,668,990.		1,820,679.	848,311.
c	9,963,751.		10,474,499.	<510,748.>
d	422,000.			422,000.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<138,453.>
b				848,311.
c				<510,748.>
d				422,000.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	1,256,423.
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

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05-01-13

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WHITEHALL PARLLEL REAL ESTATE	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	<142,926.>	0.	0.	142,926.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FORWARD VENTURES IV, LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	28,865.	0.	0.	<28,865.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THE COLCHESTER GLOBAL BOND FUND	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24,468.	0.	0.	0.	24,468.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
POMONA CAPITAL V, L.P.	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
36,060.	0.	0.	0.	36,060.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BREITBURN ENERGY PARTNERS, L.P.	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
41.	0.	0.	0.	41.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMPASS DIVERSIFIED HOLDINGS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,386.	0.	0.	0.	2,386.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
Q-BLK TIMBER PORTFOLIO	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27,327.	0.	0.	0.	27,327.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GREEN SPRING GLOBAL PARTNERS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
81,332.	0.	0.	0.	81,332.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIVO VENTURES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
89,943.	0.	0.	0.	89,943.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERIGAS PARTNERS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1.	0.	0.	<1.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TRANSMONTAIGNE PARTNERS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	133.	0.	0.	<133.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WILLIAM PARTNERS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	279.	0.	0.	<279.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDUCIARY TRUST ACCOUNT #7100 (SEE STMT 22)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,700,496.	1,702,183.	0.	0.	<1,687.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDUCIARY TRUST ACCOUNT #7101 (SEE STMT 23)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,648,417.	2,331,018.	0.	0.	317,399.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDUCIARY TRUST ACCOUNT #7102 (SEE STMT 24)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66,809.	0.	0.	0.	66,809.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDUCIARY TRUST ACCOUNT #7103 (SEE STMT 25)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,384,579.	3,523,032.	0.	0.	<138,453.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIDUCIARY TRUST ACCOUNT #7109 (SEE STMT 26)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,668,990.	1,820,679.	0.	0.	848,311.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OTHER INVESTMENTS (SEE STMT 27)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,963,751.	10,474,499.	0.	0.	<510,748.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
422,000.	0.	0.	0.	422,000.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,378,836.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INTEREST	158,842.	158,842.	
TOTAL TO PART I, LINE 3	158,842.	158,842.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
AMERIGAS PARTNERS	457.	0.	457.	457.	
COLCHESTER GLOBAL BOND	143,304.	0.	143,304.	143,304.	
COMPASS DIVERSIFIED HOLDINGS	3,250.	0.	3,250.	2,605.	
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	26,907.	0.	26,907.	26,907.	
FIRST PACIFIC ADVISORS	400,148.	0.	400,148.	400,148.	
FORWARD VENTURES IV, LP	9,485.	0.	9,485.	9,485.	
FT IVA INT FUND	149,044.	0.	149,044.	149,044.	
GREENSPRING	1,406.	0.	1,406.	1,406.	
HARBOR CAPITAL	6,383.	0.	6,383.	6,383.	
HARDING LOEVNER INT.	58,793.	0.	58,793.	58,793.	
LAZARD LTD.	100.	0.	100.	100.	
MEMORIAL PRODUCTION PARTNERS LP	10.	0.	10.	10.	
PIMCO	248,504.	0.	248,504.	248,504.	
POMONA CAPITAL V, LP	1,791.	0.	1,791.	2,451.	
Q-BLK TIMBER PORTFOLIO	535.	0.	535.	535.	
RIVER ROAD	289,027.	0.	289,027.	289,027.	
SOROS REAL ESTATE INVESTORS LP	<509.>	0.	<509.>	<509.>	
TRANSMONTAIGNE	2.	0.	2.	2.	
VANGUARD WINDSOR II ADMIRAL	112,754.	0.	112,754.	112,754.	

VIVO VENTURES	234.	0.	234.	234.	
WHITEHALL PARALLEL REAL ESTATE LIMITED	509.	0.	509.	509.	
WILLIAMS PARTNERS, L.P.	10.	0.	10.	10.	
WISDOMTREE EMERGING MKTS	264,552.	0.	264,552.	264,552.	
TO PART I, LINE 4	1,716,696.	0.	1,716,696.	1,716,711.	

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAND - SIGNAGE AND FARMING IN ST. CLOUD, MINNESOTA	1	51,141.
TOTAL TO FORM 990-PF, PART I, LINE 5A		51,141.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP - WHITEHALL	<2,667.>	4,457.	
PARTNERSHIP - POMONA CAPITAL	<3,512.>	<2,856.>	
PARTNERSHIP - Q-BLK TIMBER	<43,988.>	<37,623.>	
PARTNERSHIP - COMPASS DIVERSIFIED HOLDINGS	<3,041.>	<3,041.>	
PARTNERSHIP - BREITBURN ENERGY PARTNERS LP	156.	5,564.	
PARTNERSHIP - VANGUARD NATURAL RESOURCES	4,423.	5,016.	
PARTNERSHIP - AMERIGAS PARTNERS	<9,953.>	0.	
PARTNERSHIP - FORWARD VENTURES IV LP	<6,610.>	<6,610.>	
PARTNERSHIP - MEMORIAL PRODUCTION PARTNERS LP	675.	<2,372.>	
PARTNERSHIP - GREENSPRING GLOBAL PARTNERS	<50,980.>	<50,898.>	
PARTNERSHIP - COLCHESTER GLOBAL FUND	<116,129.>	<116,129.>	
PARTNERSHIP - VIVO VENTURES FUND VII, L.P.	<19,234.>	<19,234.>	
PARTNERSHIP - LAZARD LTD	<101.>	<101.>	
PARTNERSHIP - FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	233,980.	233,980.	

PARTNERSHIP - SOROS REAL ESTATE INVESTORS	178,918.	178,918.	
PARTNERSHIP - TRANSMONTAIGNE	<7,013.>	0.	
PARTNERSHIP - WILLIAMS PARTNERS	<17,276.>	<9.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	137,648.	189,062.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,108.	0.		1,108.
TO FM 990-PF, PG 1, LN 16A	1,108.	0.		1,108.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	66,997.	50,248.		16,749.
TO FORM 990-PF, PG 1, LN 16B	66,997.	50,248.		16,749.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	319,880.	319,880.		0.
CONSULTING FEES	12,100.	0.		12,100.
TO FORM 990-PF, PG 1, LN 16C	331,980.	319,880.		12,100.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEES	3,151.	0.		105.
FEDERAL EXCISE TAX	28,189.	0.		0.
FEDERAL TAXES	60,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	91,340.	0.		105.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMUNICATIONS	4,830.	0.		4,830.
INFORMATION TECHNOLOGIES	16,219.	0.		12,187.
BANK FEES	136.	136.		0.
INSURANCE	9,279.	0.		9,361.
OFFICE SUPPLIES	7,311.	1,828.		5,483.
OUTSIDE SERVICES	5,274.	0.		5,274.
POSTAGE	1,275.	0.		1,175.
SUBSCRIPTIONS	2,225.	0.		2,225.
PERMITS & LICENSES	4,870.	0.		4,870.
MISCELLANEOUS	37.	0.		37.
UTILITIES	988.	0.		988.
CONTRACT LABOR	19,731.	0.		19,731.
BLUE HALO PROJECT EXPENSES	36,750.	0.		36,750.
TO FORM 990-PF, PG 1, LN 23	108,925.	1,964.		102,911.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	5,751,777.
BOOK TO TAX DIFFERENCES (PARTNERSHIPS)	6,392,107.
TOTAL TO FORM 990-PF, PART III, LINE 3	12,143,884.

FORM 990-PF	CORPORATE STOCK	STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - RIVER ROAD	9,310,534.	9,310,534.
INTL EQUITY - HARDING LOEVNER INTL	7,481,140.	7,481,140.
INTL EQUITY - IVA INT'L FUND	5,734,702.	5,734,702.
VANGUARD WINDSOR II ADMIRAL	5,547,259.	5,547,259.
HARBOR CAPITAL APPRECIATION FUND	8,277,040.	8,277,040.
WISDOMTREE	4,777,429.	4,777,429.
ARTISAN GROWTH OPP FUND	4,918,209.	4,918,209.
TOTAL TO FORM 990-PF, PART II, LINE 10B	46,046,313.	46,046,313.

FORM 990-PF	CORPORATE BONDS	STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME FUND - FIRST PACIFIC ADVISORS	9,339,822.	9,339,822.
FIXED INCOME FUND - COLCHESTER GLOBAL BOND	3,558,785.	3,558,785.
OAKTREE ENHANCED INCOME	3,267,189.	3,267,189.
FIXED INCOME FUND - PIMCO	10,079,799.	10,079,799.
FIXED INCOME FUND - EOS PARTNERS	2,630,217.	2,630,217.
FIXED INCOME FUND - GREYLOCK GLOBAL	3,478,050.	3,478,050.
TOTAL TO FORM 990-PF, PART II, LINE 10C	32,353,862.	32,353,862.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WHITEHALL PARALLEL REAL ESTATE LP	FMV	118,729.	118,729.
FORWARD VENTURES IV, LP	FMV	314,528.	314,528.
SOROS REAL ESTATE INVESTORS	FMV	168,483.	168,483.
POMONA CAPITAL V, LP	FMV	263,592.	263,592.
BERENS GLOBAL VALUE FUND LTD	FMV	2,736,216.	2,736,216.
Q-BLK REAL ASSETS LP	FMV	1,990,316.	1,990,316.
POLYGON GLOBAL OPPORTUNITY FUND	FMV	426,442.	426,442.
SHEPHERD INVESTMENT INTERNATIONAL, LTC.	FMV	192,576.	192,576.
OZ ASIA OVERSEAS, LTD.	FMV	123,114.	123,114.
AVENUE EUROPE FUND	FMV	61,007.	61,007.
D.E. SHAW COMPOSITE INTERNATIONAL FUND	FMV	3,098,868.	3,098,868.

T STRATUS FUND, LTD.	FMV	50,607.	50,607.
TRIAN PARTNERS, LTD.	FMV	3,225,510.	3,225,510.
LAXEY FUND	FMV	59,930.	59,930.
PLAINFIELD FUND	FMV	9,845.	9,845.
CRC GLOBAL STRUCTURED CR FUND	FMV	3,252,773.	3,252,773.
WHITE ELM CAPITAL OFFSHORE	FMV	3,692,978.	3,692,978.
FARALLON - FCOI II HOLDINGS, L.P.	FMV	122,682.	122,682.
AKO FUND	FMV	2,913,451.	2,913,451.
SANSAR CAPITAL, LTD	FMV	10,718.	10,718.
FARALLON CAPITAL	FMV	6,896,530.	6,896,530.
BAY RESOURCE PARTNERS	FMV	3,655,652.	3,655,652.
YORK INVESTMENT LTD.	FMV	4,446,436.	4,446,436.
PASSPORT OFFSHORE	FMV	3,064,839.	3,064,839.
INVESTEC GLOBAL COMMODITIES & RESOURCES	FMV	2,272,081.	2,272,081.
GREENSPRING	FMV	1,345,587.	1,345,587.
VIVO VENTURES FUND	FMV	493,536.	493,536.
DISCOVERY GLOBAL OPPORTUNITY	FMV	3,903,211.	3,903,211.
AG SUPER FUND INTERNATIONAL, LTD.	FMV	3,037,200.	3,037,200.
LAND	FMV	904,000.	904,000.
KINGSTOWN OFFSHORE LTD	FMV	3,740,351.	3,740,351.
AG SECURITIZED ASSET RECOVERY	FMV	1,070,598.	1,070,598.
THE CARAVEL FUND(OFFSHORE) LTD	FMV	2,500,000.	2,500,000.
OWL CREEK OVERSEAS FUND, LTD	FMV	3,000,000.	3,000,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		63,162,386.	63,162,386.

FORM 990-PF — OTHER ASSETS — STATEMENT 15

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
STATE TAX RECEIVABLE	3,046.	0.	0.
EXCISE TAX RECEIVABLE	5,939.	0.	0.
LEASE DEPOSIT	3,675.	247.	247.
DUE TO/FROM WAITT INSTITUTE FOR VIOLENCE PREVENTION AND WAITT INSTITUTE	0.	6,369.	6,369.
TO FORM 990-PF, PART II, LINE 15	12,660.	6,616.	6,616.

FORM 990-PF OTHER LIABILITIES STATEMENT 16

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO/FROM WAITT INSTITUTE FOR VIOLENCE PREVENTION AND WAITT INSTITUTE	7,759.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	7,759.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARK DICKEY 801 RIVER ROAD, SUITE 200 NORTH SIOUX CITY, SD 57049	SECRETARY 2.00	0.	0.	0.
AYANA JOHNSON 1201 CONNECTICUT AVE. WASHINGTON, DC 20036	DIRECTOR OF SCIENCE AND SOLUTIONS 20.00	52,500.	4,086.	0.
THEODORE W. WAITT 5786 LA JOLLA BLVD LA JOLLA, CA 92037	CHAIRMAN/DIRECTOR 8.00	0.	0.	0.
CINDY WAITT 801 RIVER ROAD, SUITE 200 NORTH SIOUX CITY, SD 57049	DIRECTOR 1.00	0.	0.	0.
DAVE RUSSELL 5786 LA JOLLA BLVD LA JOLLA, CA 92037	VICE CHAIRMAN/DIRECTOR 2.00	0.	0.	0.
SHANE HARTNETT 801 RIVER ROAD, SUITE 200 NORTH SIOUX CITY, SD 57049	DIRECTOR 7.00	0.	0.	0.
JACOB JAMES 5786 LA JOLLA BLVD LA JOLLA, CA 92037	MANAGING DIRECTOR/DIRECTOR 30.00	85,938.	4,453.	0.

STAN RAY 5786 LA JOLLA BLVD LA JOLLA, CA 92037	TREASURER 4.00	0.	0.	0.
HAILEY WAITT 5786 LA JOLLA BLVD LA JOLLA, CA 92037	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		138,438.	8,539.	0.

FORM 990-PF OTHER REVENUE STATEMENT 18

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC-TION INCOME
PARTNERSHIP - WHITEHALL	900099	<7,124.>	14	4,457.	
PARTNERSHIP - POMONA CAPITAL	900099	<656.>	14	<2,856.>	
PARTNERSHIP - Q-BLK TIMBER	900099	<6,365.>	14	<37,623.>	
PARTNERSHIP - COMPASS DIVERSIFIED HOLDINGS	900099	0.	14	<3,041.>	
PARTNERSHIP - BREITBURN ENERGY PARTNERS LP	900099	<5,408.>	14	5,564.	
PARTNERSHIP - VANGUARD NATURAL RESOURCES	900099	<593.>	14	5,016.	
PARTNERSHIP - AMERIGAS PARTNERS	900099	<9,953.>	14	0.	
PARTNERSHIP - FORWARD VENTURES IV LP	900099	0.	14	<6,610.>	
PARTNERSHIP - MEMORIAL PRODUCTION PARTNERS LP	900099	3,047.	14	<2,372.>	
PARTNERSHIP - GREENSPRING GLOBAL PARTNERS	900099	<82.>	14	<50,898.>	
PARTNERSHIP - COLCHESTER GLOBAL FUND	900099	0.	14	<116,129.>	
PARTNERSHIP - VIVO VENTURES FUND VII, L.P.	900099	0.	14	<19,234.>	
PARTNERSHIP - LAZARD LTD	900099	0.	14	<101.>	
PARTNERSHIP - FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	900099	0.	14	233,980.	
PARTNERSHIP - SOROS REAL ESTATE INVESTORS	900099	0.	14	178,918.	
PARTNERSHIP - TRANSMONTAIGNE	900099	<7,013.>	14	0.	
PARTNERSHIP - WILLIAMS PARTNERS	900099	<17,267.>	14	<9.>	
TOTAL TO FORM 990-PF, PG 12, LN 11		<51,414.>		189,062.	

Waitt Foundation EIN 46-0428166

Form 990-PF, Part XV, Line 2

2.a. The Waitt Foundation ("WF") does not accept unsolicited proposals by mail, e-mail or fax. All grant requests must be submitted via its website (waittfoundation.org). Grants requests can be submitted by following the Grant Guidelines found on the waittfoundation.org website.

2.b. Grant applications must be completed utilizing WF's Preliminary Grant Request via its website (waittfoundation.org), after the grant applicant reviews WF's Grant Guidelines and Grantee Requirements also found on it website. An applicant must provide its U.S. tax identification number and must be prepared to provide a current copy of its IRS 501(c)(3) determination letter. Only organizations that have federal non-profit agency tax status can receive financial support from Waitt Foundation.

2.c. Preliminary Grant Requests are accepted year-round via WF's website. Requests determined to align with WF's initiatives, interests and current giving guidelines will be invited to submit a full grant proposal for further evaluation and consideration.

2.d. Waitt Foundation limits its grants according to the criteria defined in the Grants Guidelines and Grantee Requirements sections on its website (waittfoundation.org). Its grantees must have programs that are project specific with tangible and measurable results. Priority is given to initiatives addressing WF's core focus, ocean conservation. While WF may make exceptions in special circumstances, it generally does not support programs or organizations that fall outside of its key areas of focus, and does not accept proposals to support individuals, event fundraisers and sponsorships, endowments, or lobbying of any kind. The minimum amount for a WF grant request is $100,000.

Waitt Foundation
2013 Tax Year - Cash Grants
EIN 46-0428166

Grantee Organization	Purpose	Relationship to WF	Grantee Tax Status	IRS CODE	Deductible Amount	Payment Date
Albanian Center for Marine Research Lagja 1 Rruga Butrinti Hotel Butrinti Albania	ROC Grant	None	Expenditure Responsibility	NC	$9,640 00	7/25/2013
Alex's Lemonade Stand 333 East Lancaster Avenue Suite 414 Wynnewood, PA 19096	Community Building	None	501(c)(3)	PC	$5,000 00	6/18/2013
Alex's Lemonade Stand 333 East Lancaster Avenue Suite 414 Wynnewood, PA 19096	Employee Match	None	501(c)(3)	PC	$100 00	5/30/2013
Alpha Project for the Homeless 3737 Fifth Avenue Suite 203 San Diego, CA 92103	Community Building	None	501(c)(3)	PC	$5,000 00	8/26/2013
Aspen Institute One DuPont Circle, NW Suite 700 Washington, DC 20036	Ocean Conservation	None	501(c)(3)	PC	$53,000 00	10/23/2013
Bermuda Institute of Ocean Sciences 17 Biological Station Ferry Reach Bermuda	Ocean Conservation	None	501(c)(3)	PC	$40,000 00	4/5/2013
Bermuda Institute of Ocean Sciences 17 Biological Station Ferry Reach Bermuda	Ocean Conservation	None	501(c)(3)	PC	$120,000 00	12/4/2013
Biosphere Foundation P O Box 808 Big Pine, CA 93513	ROC Grant	None	501(c)(3)	PC	$7,220 00	6/10/2013
Biosphere Foundation P O Box 808 Big Pine, CA 93513	ROC Grant	None	501(c)(3)	PC	$3,580 00	6/26/2013
Bren School of Environmental Science & Management (UCSB) Bren School of Environmental Science & Management 2410 Bren Hall United States of America	Ocean Conservation	None	501(c)(3)	PC	$600,000 00	12/4/2013
California Polytechnic State University Grants Development Office Building 38, Room 152 San Luis Obispo, CA 93407	Ocean Conservation	None	501(c)(3)	PC	$23,000 00	4/15/2013
California Wildlife Center 26026 Piuma Road Calabasas, CA 91302	Ocean Conservation	None	501(c)(3)	PC	$50,000 00	4/5/2013
Challenged Athletes Foundation 9591 Waples Street San Diego, CA 92121	Employee Match	None	501(c)(3)	PC	$10 00	11/27/2013
Conservation Law Foundation 62 Summer Street Boston, MA 02110-1016	Ocean Conservation	None	501(c)(3)	PC	$150,000 00	12/4/2013
Environmental Defense Fund 257 Park Ave S New York, NY 10010	Ocean Conservation	None	501(c)(3)	PC	$100,000 00	12/4/2013
Environmental Law Alliance Worldwide 1877 Garden Avenue Eugene, OR 97403	ROC Grant	None	501(c)(3)	PC	$4,950 00	12/4/2013
Environmental Law Alliance Worldwide 1877 Garden Avenue Eugene, OR 97403	ROC Grant	None	501(c)(3)	PC	$4,850 00	7/24/2013
Environmental Law Institute 2000 L Street NW, Suite 620 Washington, DC 20036	Ocean Conservation	None	501(c)(3)	PC	$64,828 00	3/21/2013
FUNDENIC-SOS Residencial Las Colinas, de la Embajada de Cuba 200 mts al Este, casa No 50 Nicaragua	ROC Grant	None	Expenditure Responsibility	NC	$9,800 00	6/21/2013
Futures Without Violence 100 Montgomery Street, The Presidio San Fransisco, CA 94129	Community Building	None	501(c)(3)	PC	$100,000 00	4/2/2013
Hubbs-SeaWorld Research Institute 2595 Ingraham Street San Diego, CA 92109	Ocean Conservation	None	501(c)(3)	PC	$30,000 00	4/24/2013

Waitt Foundation
2013 Tax Year - Cash Grants
EIN 46-0428166

Grantee Organization	Purpose	Relationship to WF	Grantee Tax Status	IRS CODE	Deductible Amount	Payment Date
Juvenile Diabetes Research Foundation International 26 Broadway 14th Floor New York, NY 10004	Employee	None	501(c)(3)	PC	$200 00	9/12/2013
KPBS Public Broadcasting 5250 Campanile Drive San Diego, CA 92182	Employee Match	None	501(c)(3)	PC	$48 00	5/30/2013
Living Oceans Society 207 West Hastings Street, #1405 Vancouver British Columbia V6B1H7 Canada	ROC Grant	None	501(c)(3)	PC	$10,000 00	6/10/2013
Marine Conservation Institute 4010 Stone Way N Suite 210 Seattle, WA 98103	Ocean Conservation	None	501(c)(3)	PC	$150,000 00	12/4/2013
Marine Mammal Center 2000 Bunker Road Fort Cronkhite Sausalito, CA 94965	Ocean Conservation	None	501(c)(3)	PC	$10,000 00	4/5/2013
Marine Science Institute (UCSB) University of California Santa Barbara Marine Science Research Building Santa Barbara, CA 93106-6150	Ocean Conservation	None	501(c)(3)	PC	$10,132 00	4/10/2013
Marine Science Institute (UCSB) University of California Santa Barbara Marine Science Research Building Santa Barbara, CA 93106-6150	Ocean Conservation	None	501(c)(3)	PC	$5,000 00	4/10/2013
Ministry of Agriculture, Lands, Housing and the Environment - Environment Division Government of Antigua & Barbuda Codrington Lagoon National Park #1 Prime Minister Drive Antigua & Barbuda	Ocean Conservation	None	Foreign Government Agency	PC	$881 83	3/31/2013
Ministry of Agriculture, Lands, Housing and the Environment - Environment Division Government of Antigua & Barbuda Codrington Lagoon National Park #1 Prime Minister Drive Antigua & Barbuda	Ocean Conservation	None	Foreign Government Agency	PC	$7,652 00	5/31/2013
Ministry of Agriculture, Lands, Housing and the Environment - Fisheries Division Government of Antigua & Barbuda Point Wharf Fisheries Complex St John's ANTIGUA W I Antigua & Barbuda	Ocean Conservation	None	Foreign Government Agency	PC	$5,521 00	5/31/2013
Mote Marine Laboratory 1600 Ken Thompson Parkway Sarasota, FL 34236-1004	ROC Grant	None	501(c)(3)	PC	$20,000 00	6/10/2013
National Geographic Society 1145 17th Street NW Washington, DC 20036	Ocean Conservation	None	501(c)(3)	PC	$350,000 00	12/4/2013
National Marine Mammal Foundation 2240 Shelter Island Drive, Suite 200 San Diego, CA 92106	Ocean Conservation	None	501(c)(3)	PC	$20,000 00	4/5/2013
National Marine Mammal Foundation 2240 Shelter Island Drive, Suite 200 San Diego, CA 92106	Ocean Conservation	None	501(c)(3)	PC	$15,705 00	5/7/2013
National Marine Mammal Foundation 2240 Shelter Island Drive, Suite 200 San Diego, CA 92106	Ocean Conservation	None	501(c)(3)	PC	$45,710 00	4/23/2013
National Marine Mammal Foundation 2240 Shelter Island Drive, Suite 200 San Diego, CA 92106	Ocean Conservation	None	501(c)(3)	PC	$15,000 00	4/2/2013
Natural High 9404 Genesee Avenue Suite 210 La Jolla, California 92037	Community Building	None	501(c)(3)	PC	$2,500 00	9/9/2013
Natural Resources Defense Council 40 West 20th Street New York, NY 10011	Ocean Conservation	None	501(c)(3)	PC	$75,000 00	12/4/2013
Nova Southeastern University Office of Sponsored Programs 3301 College Avenue Fort Lauderdale, FL 33314	Ocean Conservation	None	501(c)(3)	PC	$45,000 00	3/6/2013
Ocean Discovery Institute 2211 Pacific Beach Drive Suite A San Diego, CA 92109	Ocean Conservation	None	501(c)(3)	PC	$2,500 00	7/25/2013

Waitt Foundation
2013 Tax Year - Cash Grants
EIN 46-0428166

Grantee Organization	Purpose	Relationship to WF	Grantee Tax Status	IRS CODE	Deductible Amount	Payment Date
Ocean Foundation 1320 19th St NW Washington, DC 20036	ROC Grant	None	501(c)(3)	PC	$9,900 00	11/25/2013
Oceana 1350 Connecticut Avenue, NW 5th Floor Washington, DC 20036	Ocean Conservation	None	501(c)(3)	PC	$125,000 00	6/18/2013
Oceans 5 6 West 48th Street 10th Floor New York, NY 10036	Ocean Conservation	None	501(c)(3)	PC	$1,000,000 00	12/4/2013
Pew Charitable Trusts One Commerce Square 2005 Market Street, Suite 1700 Philadelphia, PA 19103	Ocean Conservation	None	501(c)(3)	PC	$460,000 00	12/4/2013
Rare 1310 N Courthouse Road Suite 110 Arlington, VA 22201	Ocean Conservation	None	501(c)(3)	PC	$500,000 00	5/30/2013
Riverhead Foundation for Marine Research and Preservation 467 East Main Street Riverhead, NY 11901	Ocean Conservation	None	501(c)(3)	PC	$6,900 00	5/30/2013
Salk Institute 10010 North Torrey Pines Rd La Jolla, CA 92037	Scientific Innovation	None	501(c)(3)	PC	$75,000 00	12/9/2013
Samaritan's Purse P O Box 3000 Boone, NC 28607	Employee Match	None	Public Charity	PC	$500 00	5/30/2013
San Diego LGBT Community Center P O Box 3357 San Diego, CA 92163	Community Building	None	501(c)(3)	PC	$25 00	9/12/2013
San Diego LGBT Community Center P O Box 3357 San Diego, CA 92163	Community Building	None	501(c)(3)	PC	$15 00	5/30/2013
San Diego LGBT Community Center P O Box 3357 San Diego, CA 92163	Employee Match	None	501(c)(3)	PC	$25 00	11/27/2013
San Diego Turtle and Tortoise Society P O Box 712514 Santee CA 92072	Employee Match	None	501(c)(3)	PC	$45 00	8/26/2013
Saturday in the Park, Inc PO Box 5104 Sioux City, IA 51102	Community Building	None	501(c)(3)	PC	$5,000 00	5/30/2013
The Black Fish Foundation De Wittenstraat 43-45 Netherlands	ROC Grant	None	Expenditure Responsibility	NC	$10,000 00	6/11/2013
The Nature Conservancy 201 Mission Street 4th Floor San Francisco, CA 94105	Ocean Conservation	None	501(c)(3)	PC	$250,000 00	12/4/2013
The San Diego Foundation 2508 Historic Decatur Road Suite 200 San Diego, CA 92101	Ocean Conservation	None	501(c)(3)	PC	$100,000 00	12/4/2013
The San Diego Foundation 2508 Historic Decatur Road Suite 200 San Diego, CA 92101	Ocean Conservation	None	501(c)(3)	PC	$10,000 00	4/2/2013
UC San Diego Foundation 9500 Gilman Drive La Jolla, CA 92093-0940	Employee Match	None	501(c)(3)	PC	$250 00	5/30/2013
Voice Of San Diego 2508 Historic Decatur Rd, Suite 120 San Diego, CA 92106	Employee Match	None	501(c)(3)	PC	$101 00	8/26/2013
Waitt Institute 5786 La Jolla Blvd La Jolla, CA 92037	Ocean Conservation	Related	501(c)(3)	POF	$1,000,000 00	12/11/2013
Waitt Institute for Violence Prevention 801 River Drive Suite 200 North Sioux City, SD 57049	Community Building	Related	501(c)(3)	POF	$10,000 00	12/10/2013
Washington State University Foundation 14204 NE Salmon Creek Ave Vancouver, WA 98686	ROC Grant	None	501(c)(3)	PC	$9,700 00	6/10/2013
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460	Ocean Conservation	None	501(c)(3)	PC	$250,000 00	12/4/2013

Waitt Foundation
2013 Tax Year - Cash Grants
EIN 46-0428166

Grantee Organization	Purpose	Relationship to WF	Grantee Tax Status	IRS CODE	Deductible Amount	Payment Date
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460	Ocean Conservation	None	501(c)(3)	PC	$247,986 00	12/4/2013
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460	Ocean Conservation	None	501(c)(3)	PC	$99,898 00	7/15/2013
Wildlife Conservation Society 2300 Southern Boulevard Bronx, NY 10460	Ocean Conservation	None	501(c)(3)	PC	$150,104 00	12/4/2013
Grand Totals (67 items)					$6,492,276 83	

STATEMENT 20

WAITT FOUNDATION **46-0428166**

FORM 990-PF, PART VII-B, QUESTIONS 1 (a)(3)

GOODS, SERVICES, OR FACILITIES FURNISHED BY A DISQUALIFIED PERSON

Avalon Capital Group, Inc. provided administrative and accounting services and office space to the Waitt Foundation during 2013 at no charge. Avalon Capital Group, Inc. is owned 100% by Theodore W. Waitt, a substantial contributor to the Foundation. This is an excepted act of self-dealing under IRC section 4941 (d)(2)(c).

WAITT FOUNDATION
Fiduciary Trust Account #7100
For Tax Year Ended 12/31/2013
EIN: 46-0428166

Security Description	Quantity		Cost		Proceeds		Gain or (Loss)
FEDERATED FLOAT RATE STRATEGIC INCOME	168,700	$	1,702,183	$	1,700,496	$	(1,687)
Total		**$**	**1,702,183**	**$**	**1,700,496**	**$**	**(1,687)**

WAITT FOUNDATION
Fiduciary Trust Account #7101
For Tax Year Ended 12/31/2013
EIN: 46-0428166

Security Description	Quantity	Cost	Proceeds	Gain or (Loss)
HARBOR CAPITALAPPRECIATION FUND	N/A	$ -	$ 244,699	$ 244,699
IVA INTERNATIONAL FUND	N/A	-	104,862	104,862
OAKTREE ENHANCED INCOME FUND	N/A	-	5,168	5,168
VANGUARD WINDSOR II FUND ADM	N/A	-	117,577	117,577
WISDOMTREE EMERGING MARKETS EQ INC ETF	43,000	2,331,018	2,176,111	(154,907)
Total		**$ 2,331,018**	**$ 2,648,417**	**$ 317,399**

WAITT FOUNDATION
Fiduciary Trust Account #7102
For Tax Year Ended 12/31/2013
EIN: 46-0428166

Security Description	Quantity	Cost	Proceeds	Gain or (Loss)
PIMCO FDS TOTAL RETURN FD INSTL	N/A	-	56,088 63	56,089
PIMCO FDS TOTAL RETURN FD INSTL	N/A	-	10,720 08	10,720
Total		**$ -**	**$ 66,809**	**$ 66,809**

WAITT FOUNDATION
Fiduciary Trust Account #7103
For Tax Year Ended 12/31/2013
EIN: 46-0428166

Security Description	Quantity	Cost	Proceeds	Gain or (Loss)
CONOCOPHILLIPS AU DTD 4/11/2006 5.5%	250,000	$ 261,550	$ 250,000	$ (11,550)
CONSOLIDATED EDISON CO NEW YORK INC DTD	500,000	519,875	500,000	(19,875)
E I DU PONT DE NEMOURS & CO SR NT	576,000	600,175	576,000	(24,175)
FED NATL MTG ASSN MTG PL # 965521 DTD	-	6,608	6,403	(204)
FED NATL MTG ASSN MTG PL # 965521 DTD	215,000	19,840	19,754	(86)
FEDERAL NATL MTG ASSN MTG PL # 83184 DTD	-	2,985	3,269	284
FEDERAL NATL MTG ASSN MTG PL # 83184 DTD	156,315	18,159	18,668	509
FEDERAL NATL MTG ASSN MTG PL # 928461 DTD	-	7,827	8,324	497
FEDERAL NATL MTG ASSN MTG PL # 928461 DTD	190,876	23,777	24,883	1,106
FEDERAL NATL MTG ASSN MTG PL # 930128 DTD	-	11,023	11,701	677
FEDERAL NATL MTG ASSN MTG PL # 930128 DTD	504,742	56,810	56,843	33
FEDERAL NATL MTG ASSN MTG PL # 950873 DTD	-	3,646	3,680	34
FEDERAL NATL MTG ASSN MTG PL # 950873 DTD	195,000	10,620	11,054	434
INTERNATIONAL BUSINESS MACH CORP SR NT DTD	250,000	251,798	250,000	(1,798)
KRAFT FOODS INC SR NT DTD 8/13/2007 6%	500,000	530,360	500,000	(30,360)
PEPSICO INC DTD 12/4/2007 4 65%	500,000	526,850	500,000	(26,850)
TRAVELERS PPTY CAS CORP DTD 3/11/2003 5%	250,000	260,350	250,000	(10,350)
UNITED PARCEL SVC INC SR NT DTD 1/15/2008	144,000	147,254	144,000	(3,254)
VERIZON COMMUNICATIONS NT DTD	250,000	263,525	250,000	(13,525)
Total		**$ 3,523,032**	**$ 3,384,579**	**$ (138,453)**

WAITT FOUNDATION
Fiduciary Trust Account #7109
For Tax Year Ended 12/31/2013
EIN: 46-0428166

Security Description	Quantity	Cost	Proceeds	Gain or (Loss)
THE GEO GROUP INC	1	$ 17	$ 17	$ -
UNS ENERGY CORP	130	4,732	6,356	1,624
3M CO	675	52,924	81,420	28,496
ABM INDUSTRIES INC	1,625	29,765	46,276	16,511
AMERICAN GREETINGS CORP CL A	3,750	49,615	67,637	18,023
ASTRAZENECA PLC SPONS ADR	1,950	93,959	93,065	(894)
AUTOMATIC DATA PROCESSING INC	3,000	119,158	201,373	82,215
BLACKROCK INC	230	35,516	56,289	20,773
BREITBURN ENERGY PARTNERS LP	6,875	107,078	124,364	17,286
CHUBB CORP	1,410	70,033	117,256	47,223
COMMERCE BANCSHARES INC	1,647	50,326	71,008	20,682
CONOCOPHILLIPS	1,475	59,385	86,814	27,429
ENTERGY CORP NEW	910	62,896	56,683	(6,213)
GENERAL MILLS INC	3,125	110,701	155,930	45,230
GENUINE PARTS CO	1,025	40,622	85,297	44,675
HILLENBRAND INC	2,973	61,550	85,809	24,258
JOHNSON & JOHNSON CO	1,525	89,741	141,051	51,310
KIMBERLY CLARK CORP	300	18,032	28,194	10,162
LOCKHEED MARTIN CORP	400	28,822	34,656	5,834
MEDTRONIC INC	2,645	90,101	149,339	59,238
NORFOLK SOUTHERN CORP	615	32,125	55,122	22,997
PAYCHEX INC	2,150	59,700	93,852	34,152
PFIZER INC	4,675	70,804	148,916	78,112
REGAL ENTERTAINMENT GROUP	5,175	67,700	95,973	28,273
SABRA HEALTHCARE REIT INC	2,955	53,453	92,927	39,474
TELEF BRASIL	3,693	79,885	73,710	(6,175)
UNS ENERGY CORP	3,120	99,153	145,643	46,490
VERIZON COMMUNICATIONS	500	12,961	25,281	12,320
WALGREEN CO	2,500	81,859	145,469	63,610
WASTE MANAGEMENT INC DEL	2,800	88,067	101,435	13,368
BANCORP SOUTH INC SETTELEMENT DISTRIBUTION	N/A	-	1,830	1,830
Total		**$ 1,820,679**	**$ 2,668,990**	**$ 848,311**

WAITT FOUNDATION
Other Investments
For Tax Year Ended 12/31/2013
EIN: 46-0428166

Security Description		Cost		Proceeds		Gain or (Loss)
ALTIMA GLOBAL SPL SITUATIONS FUND	$	2,000,000	$	1,796,510	$	(203,490)
BREVAN HOWARD ASIA FUND LIMITED		2,474,500		3,414,940		940,440
GILEAD SCIENCE SECURITIES LITIGATION		-		14		14
HBK OFFSHORE FUND		2,000,000		1,909,280		(90,720)
JUNIPER NETWORKS SECURITIES LITIGATION		-		10		10
MARSH LITIGATION SETTLEMENT		-		68		68
PAULSON ADVANTAGE LIMITED		3,999,999		2,823,835		(1,176,164)
T STRATUS		-		19,043		19,043
TYCO LITIGATION SETTLEMENT		-		52		52
Total	**$**	**10,474,499**	**$**	**9,963,751**	**$**	**(510,748)**

WAITT FOUNDATION

EMPLOYER IDENTIFICATION NO. 46-0428166

AS STATEMENT ATTACHED TO AND MADE PART OF FEDERAL RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX FOR THE YEAR ENDED DECEMBER 31, 2013

INFORMATION REGARDING EXPENDITURE RESPONSIBILITY GRANTS – PART VII – B, LINE 5C

In accordance with IRS regulations section 53.4945-5(d), the following information is provided regarding the grants made by Waitt Foundation to organizations that are not exempt under sections 509(a)(1), (2) or (3) or section 4940(d)(2) The Foundation will exercise expenditure responsibility over these grants The information provided includes the name and address of the grantee, the date and amount of the grant and the purpose of the grant. For grants paid in the current tax year, information regarding the nature and amount of expenditures incurred by the grantees will be provided upon receipt of the grantees' annual reports which are generally due one year after payment of the grant. To the best of our knowledge no grantee has diverted any portion of the funds from the purpose of the grant.

PAID IN THE YEAR ENDING DECEMBER 31, 2013

Albanian Center for Marine Research
Lagjja 1, Rruga Butrinti
Hotel Butrinti
Albania
$9,640

FUNDENIC-SOS
Residencial Las Colinas, de la
Embajada de Cuba 200 mts al Este
Casa No 50
Nicaragua
$9,800

The Black Fish Foundation
De Wittenstraat 43-45
Netherlands
$10,000