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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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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 08-01-2013 , and ending 07-31-2014

Name of foundation THE WATERMAN FOUNDATION INC		A Employer identification number 22-3125086
Number and street (or P O box number if mail is not delivered to street address) Room/suite 400 FIFTH AVENUE SOUTH		B Telephone number (see instructions) (941) 267-0567
City or town, state or province, country, and ZIP or foreign postal code NAPLES, FL 34102		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,997,733	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	42,807	42,807	42,807	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV , line 2)		201,314		
	8 Net short-term capital gain			17,742	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	42,807	244,121	60,549		
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)	1,600	1,600	1,600	
	c Other professional fees (attach schedule)	25,830	25,830	25,830	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	280	280	280	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	25	25	25	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	27,735	27,735	27,735	0
	25 Contributions, gifts, grants paid	95,000			95,000
26 Total expenses and disbursements. Add lines 24 and 25	122,735	27,735	27,735	95,000	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-79,928				
b Net investment income (if negative, enter -0-)		216,386			
c Adjusted net income (if negative, enter -0-)			32,814		

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing		1,323	1,323	
	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) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	1,269,152	1,368,772	1,996,410	
	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)	1,269,152	1,370,095	1,997,733		
Liabilities	17 Accounts payable and accrued expenses	13,186			
	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)	13,186	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	513,435	513,435		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds	742,531	856,660			
30 Total net assets or fund balances (see page 17 of the instructions)	1,255,966	1,370,095			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,269,152	1,370,095			

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	1,255,966
2	Enter amount from Part I, line 27a	2	-79,928
3	Other increases not included in line 2 (itemize) ▶ _____	3	194,057
4	Add lines 1, 2, and 3	4	1,370,095
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,370,095

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	201,314
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	17,742

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	105,000	1,716,941	0.061155
2011	80,000	1,606,369	0.049802
2010	78,607	1,406,760	0.055878
2009	79,959	1,383,355	0.057801
2008	80,000	1,618,908	0.049416
2	Total of line 1, column (d).		2 0.274052
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 0.054810
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 1,910,501
5	Multiply line 4 by line 3.		5 104,715
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 2,164
7	Add lines 5 and 6.		7 106,879
8	Enter qualifying distributions from Part XII, line 4.		8 95,000

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Total credits and payments'. Values include 4,328, 0, 4,328, 13, 4,341, and 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', and 'Did the foundation have unrelated business gross income of \$1,000 or more?'. Columns for Yes/No.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 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 N/A
14 The books are in care of JOHN MOORE Telephone no (941) 267-0567
Located at 1800 GALLEON DRIVE NAPLES FL ZIP +4 34102
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
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 Yes 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.
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
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)? Organizations relying on a current notice regarding disaster assistance check here. 1b
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 No
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
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
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
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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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
NONE				

Total number of other employees paid over \$50,000. ▶ 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	1,938,933
b	Average of monthly cash balances.	1b	662
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,939,595
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,939,595
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	29,094
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,910,501
6	Minimum investment return. Enter 5% of line 5.	6	95,525

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	95,525
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,328
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,328
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	91,197
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	91,197
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	91,197

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	95,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	95,000
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	95,000

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				91,197
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	10,873			
c From 2010.	11,055			
d From 2011.	2,074			
e From 2012.	19,694			
f Total of lines 3a through e.	43,696			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>95,000</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				91,197
e Remaining amount distributed out of corpus	3,803			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	47,499			
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.				0
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.	47,499			
10 Analysis of line 9				
a Excess from 2009.	10,873			
b Excess from 2010.	11,055			
c Excess from 2011.	2,074			
d Excess from 2012.	19,694			
e Excess from 2013.	3,803			

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 or e-mail address of the person to whom applications should be addressed
 THE WATERMAN FOUNDATION INC
 400 FIFTH AVENUE SOUTH
 NAPLES, FL 34102
 (941) 267-0567

b The form in which applications should be submitted and information and materials they should include
 LETTER WITH FINANCIAL INFORMATION AND TYPE OF ORGANIZATION, CHARTABLE, EDUCATION

c Any submission deadlines
 NO

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 CONTRIBUTIONS MADE ONLY TO QUALIFIED AND TAX-EXEMPT ORGANIZATIONS

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
<p>a <i>Paid during the year</i> See Additional Data Table See Additional Data Table Additional Data Table</p>				
<p>Total ▶ 3a</p>				95,000
<p>b <i>Approved for future payment</i></p>				
<p>Total ▶ 3b</p>				

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

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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities... 1d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (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

Table with 3 columns: (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. Signature of officer or trustee: ***** Date: 2014-11-12 Title: *****

Paid Preparer Use Only Print/Type preparer's name: WALLACE NIEDZWIECKI Preparer's Signature: [Signature] Date: [Date] Check if self-employed: [X] PTIN: [PTIN] Firm's name: WALLACE NIEDZWIECKI Firm's EIN: [EIN] Firm's address: 84 ANDREW LN HOLLISTON, MA 017461500 Phone no: [Phone no]

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
GASLOG LTD	P	2014-01-16	2014-01-23
RANGE RESOURCES CORP	P	2013-10-28	2014-01-21
RANGE RESOURCES CORP	P	2013-10-25	2014-01-21
POTASH CORP	P	2013-03-04	2014-01-29
POTASH CORP	P	2013-03-04	2014-02-04
RANGE RESOURCES CORP	P	2013-10-28	2014-02-04
NAVIGATOR HOLDINGS LTD	P	2013-11-21	2014-03-25
OCCIDENTAL PETE CORP	P	2014-01-07	2014-03-26
INTEL CORP	P	2011-09-09	2013-09-06
VIACOM INC	P	2012-05-21	2013-09-17
VIACOM	P	2012-08-03	2013-09-17
ACTIVISION BLIZZARD INC	P	2011-03-10	2013-11-12
MICROSOFT CORP	P	2012-05-21	2013-12-04
POTASH CORP	P	2012-10-03	2013-12-06
POTASH CORP	P	2012-10-03	2013-12-12
POTASSH CORP	P	2012-10-17	2013-12-12
BAXTER INTERNATIONAL INC	P	2012-04-17	2014-01-14
TSAKO ENERGY	P	2012-04-19	2014-01-15
ABBVIE INC	P	2013-01-11	2014-01-23
POTASH CORP	P	2012-10-17	2014-01-29
ABBVIE INC	P	2013-01-11	2014-01-29
ABBVIE INC	P	2013-01-11	2014-02-04
MICROSOFT CORP	P	2012-05-21	2014-03-21
OCCIDENTAL PETE CORP	P	2012-11-07	2014-03-26
OCCIDENTAL PETE CORP	P	2012-11-07	2014-04-22
APPLE INC	P	2013-01-24	2014-06-04
MICROSOFT CORP	P	2012-05-21	2014-07-23
MICROSOFT CORP	P	2012-10-02	2014-07-23
PIONEER NATURAL RESOURCES	P	2010-08-25	2013-08-26
UNUM GROUP	P	2010-08-04	2013-08-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
VIACOM INC	P	2009-02-27	2013-09-17
PIONEER NATURAL RESOURCES	P	2010-08-25	2013-10-04
CENOVUS ENERGY INC	P	2006-02-15	2013-10-28
LOEWS CORP	P	2007-02-06	2013-11-21
VIACOM INC	P	2009-02-27	2014-01-03
LOEWS CORP	P	2008-11-24	2014-01-16
LOEWS CORP	P	2007-02-06	2014-01-16
REINSURANCE GROUP OF AMERICA INC	P	2008-11-24	2014-01-23
ABBVIE INC	P	2009-04-17	2014-02-04
ABBVIE INC	P	2009-04-17	2014-03-19
ABBVIE INC	P	2009-05-01	2014-03-19
OCCIDENTAL PETE CORP	P	2006-02-15	2014-04-22
ORACLE CORP	P	2008-07-31	2014-05-15
TRAVELERS CO INC	P	2009-07-17	2014-05-16
PIONEER NATURAL RESOURCES CO	P	2010-08-25	2014-06-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
33,166	0	25,988	7,178
6,315	0	5,524	791
18,946	0	16,824	2,122
1,594	0	1,958	-364
15,775	0	19,578	-3,803
31,660	0	26,883	4,777
26,049	0	19,000	7,049
7,078	0	7,086	-8
21,438	0	18,934	2,504
16,647	0	9,223	7,424
4,162	0	2,314	1,848
29,789	0	19,376	10,413
19,398	0	14,770	4,628
6,380	0	8,310	-1,930
12,235	0	16,621	-4,386
6,118	0	8,220	-2,102
31,459	0	24,687	6,772
18,655	0	16,703	1,952
9,735	0	6,698	3,037
7,972	0	10,276	-2,304
7,138	0	5,024	2,114
2,354	0	1,675	679
20,254	0	14,770	5,484
7,078	0	5,832	1,246
2,429	0	1,944	485
32,292	0	22,844	9,448
13,559	0	8,862	4,697
11,299	0	7,406	3,893
8,715	0	2,823	5,892
9,107	0	6,532	2,575

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,162	0	773	3,389
22,089	0	6,211	15,878
39,726	0	27,479	12,247
2,395	0	2,194	201
13,042	0	2,318	10,724
7,036	0	3,600	3,436
18,763	0	17,552	1,211
26,243	0	11,208	15,035
1,177	0	565	612
3,993	0	1,695	2,298
15,974	0	6,466	9,508
4,859	0	2,181	2,678
8,370	0	4,309	4,061
36,762	0	16,221	20,541
23,031	0	5,647	17,384

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
0	0	0	7,178
0	0	0	791
0	0	0	2,122
0	0	0	-364
0	0	0	-3,803
0	0	0	4,777
0	0	0	7,049
0	0	0	-8
0	0	0	2,504
0	0	0	7,424
0	0	0	1,848
0	0	0	10,413
0	0	0	4,628
0	0	0	-1,930
0	0	0	-4,386
0	0	0	-2,102
0	0	0	6,772
0	0	0	1,952
0	0	0	3,037
0	0	0	-2,304
0	0	0	2,114
0	0	0	679
0	0	0	5,484
0	0	0	1,246
0	0	0	485
0	0	0	9,448
0	0	0	4,697
0	0	0	3,893
0	0	0	5,892
0	0	0	2,575

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
0	0	0	3,389
0	0	0	15,878
0	0	0	12,247
0	0	0	201
0	0	0	10,724
0	0	0	3,436
0	0	0	1,211
0	0	0	15,035
0	0	0	612
0	0	0	2,298
0	0	0	9,508
0	0	0	2,678
0	0	0	4,061
0	0	0	20,541
0	0	0	17,384

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
SANDRA W KELLER 4461 WELD COUNTY ROAD FT UPTON, CO 80621	DIRECTOR 0	0	0	0
A PORTER WATERMAN JR 189 MINNOWBROOK ROAD MILTON, VT 05468	DIRECTOR 0	0	0	0
LEE ANN MOORE 14101 MAMUELLA ROAD LOS ALTOS, CA 94022	SECRETARY 0	0	0	0
JOHN MOORE 1800 GALLEON DRIVE NAPLES, FL 34102	TREASURER 0	0	0	0
NANCY AD HANCOCK 850 MAIN STREET BRIDGEPORT, CT 06601	ASST SECRETARY 0	0	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS CLUB OF SANTA BARBARA 632 EAST CANON PERDIDO SANTA BARBARA, CA 93117		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	250
CALM 1236 CHAPALA STREET SANTA BARBARA, CA 93117		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	500
COLORADO FOUNDATION 4740 WALNUT STREET BOULDER, CO 80301		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	20,000
DIRECT RELIEF 27 SOUTH LA PATERA SANTA BARBARA, CA 93117		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	1,500
DOCTORS WITHOUT BORDERS BOX 5030 HAGERSTOWN, MD 21741		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	3,000
DREAM FOUNDATION 1528 CHAPALA STREET SANTA BARBARA, CA 93117		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	1,500
ECAD 1 DASSERN DRIVE DOBBS FERRY, NY 10522		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	1,000
GLOBAL NEIGHBORHOOD 15 EAST CARILLO STREET SANTA BARBARA, CA 93101		CHARITYNON-PROFIT	OPERATINGGENERALSUPPOT	250
HEAL THE OCEAN PO BOX 90106 SANTA BARBARA, CA 93190		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	500
HEIFER INTERNATIONAL BOX 8058 LITTLE ROCK, AK 72203		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	400
HOBART WILLIAM SMITH SCANDLING CENTER GENEVA, NY 14456	NONE	CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	4,000
LAKE CHAMPLAIN TRUST 1 MAIN STREET BURLINGTON, VT 05401		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	12,500
MAKE A WISH 474 N 24TH STREET PHOENIZ, AZ 85016		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	1,000
MONTECITO TRAILS FOUNDATION PO BOX 5481 SANTA BARBARA, CA 93105		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	500
NATL FOUNDATION FOR TEACHING 350 B STREET LOS ANGELES, CA 90017		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	500
Total				95,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEIGHBORHOOD HEALTH CLINIC 121 GOODLETTE ROAD NAPLES, FL 34102		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	2,500
PEDIATRIC AIDS 11150 SANTA MONICA BLVD LOS ANGELES, CA 90025		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	500
PEOPLE FOR QUATEMALA PO BOX 110221 NAPLES, FL 34108		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	5,000
SAILING FOUNDATION OF NY PO BOX 1736 WALLINGFORD, CT 06492		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	13,500
SAILING FOUNDATION OF NY PO BOX 1736 WALLINGFORD, CT 06492		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	2,000
TASIS FOUNDATION INC 112 S ROYAL STREET ALEXANDRIA, VA 22314		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	2,500
TESSA'S TROOPERS 811 WILSHIRE BLVD LOS ANGELES, CA 90017		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	500
UNITY SHOP OF SANTA BARBARA 1218 STATE STREET SANTA BARBARA, CA 93101		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	500
UNIVERSITY OF SOUTHERN CA UNIVERSITY PARK CAMPUS LOS ANGELES, CA 93089		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	100
VERMONT LAND TRUST 8 BAILEY AVENUE MONTPELIER, VT 05602		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	12,500
WORLD VISION BOX 9716 FEDERAL WAY WASHINGTON, DC 98063		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	500
WORLD WILDLIFE FUND 1250 24TH STREET WASHINGTON, DC 20090		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	500
WOUNDED WARRIORS 7020 AC SKINNER PARKWAY JACKSONVILLE, FL 32256		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	4,000
ELSA CONSERVATION TRUST PO BOX 144 VALLEY FORGE, PA 19481		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	1,000
UNITED LEBANON YOUTH PROECT 2425 WILSON BLVD ARLINGTON, VA 22201		CHARITYNON-PROFIT	OPERATINGGENERALSUPPORT	2,000
Total				95,000

TY 2013 Investments Corporate Stock Schedule

Name: THE WATERMAN FOUNDATION INC

EIN: 22-3125086

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CARPENTER TECH CORP - 600 SHARES	28,484	32,484
PACKAGING CORP - 900 SHARES	24,381	59,544
NEWS CORP - 4250 SHARES	65,675	75,013
UNITED CONTINENTAL HOLDINHS INC - 1125 SHARES	48,487	52,189
VIACOM INC - 800 SHARES	12,360	66,136
ANADARKO PETROLEUM CORP - 850 SHARES	41,213	90,823
CABOT OIL & GAS CORP - 2950 SHARES	66,697	97,203
ENSCO PLC NEW - 1400 SHARES	66,154	70,910
GOLAR LNG LIMITED - 700 SHARES	37,800	43,127
NAVIOS MARITIME ACQUISITION CORP - 10000 SHARES	27,000	32,000
NORTH AYLANTIC DRILLING LTD - 2100 SHARES	19,425	20,475
OCCIDENTAL PETE CORP - 950 SHARES	41,443	92,825
PIONEER NATURAL RESOURCES CO - 290 SHARES	16,375	64,223
ROWAN CO - 3250 SHARES	117,282	99,190
SEADRILL LIMITED - 650 SHARES	32,152	45,325
SEADRILL PARTNERS LLC - 650 SHARES	19,175	21,060
WHITING PETROLEUM CORP - 500 SHARES	27,361	44,245
BERKSHIRE HATHAWAY INC - 500 SHARES	33,878	62,715
BROOKFIELD ASSET MANAGEMENT INC - 1300 SHARES	48,879	58,045
PNC FINANCIAL SVCS GROUP INC - 400 SHARES	26,730	33,024
REINSURANCE GROUP OF AMERICA INC - 650 SHARES	20,815	52,169
TRAVELERS CO INC - 950 SHARES	42,804	85,082
UNUM GROUP - 1350 SHARES	27,272	46,346
PFIZER INC - 1750 SHARES	30,646	50,225
COVANTA HOLDINGS CORP - 3200 SHARES	46,625	65,344
DEERE & CO - 765 SHARES	68,045	65,109
DYNAGAS LNG PARTNERS LP - 1200 SHARES	21,600	28,008
SCORPIO TANKERS INC - 6300 SHARES	41,030	59,157
EMC CORP - 1950 SHARES	49,133	57,135
IBM - 550 SHARES	49,168	105,419

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICROSOFT CORP - 1600 SHARES	48,630	69,056
ORACLE CORP - 1200 SHARES	27,609	48,468
SANDISK CORP - 970 SHARES	74,942	88,959
SCORPIO BULKERS INC - 2000 SHARES	19,502	15,377

TY 2013 Other Increases Schedule**Name:** THE WATERMAN FOUNDATION INC**EIN:** 22-3125086

Description	Amount
INCREASE IN VALUE OF INVESTMENTS	194,057

TY 2013 Taxes Schedule

Name: THE WATERMAN FOUNDATION INC

EIN: 22-3125086

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INCOME	280	280	280	

TY 2013 IRS Payment**Name:** THE WATERMAN FOUNDATION INC**EIN:** 22-3125086**Routing Transit Number:****Bank Account Number:****Type of Account:** Checking**Payment Amount in Dollars and** 4,341**Cents:****Requested Payment Date:** 2014-12-01**Taxpayer's Daytime Phone** (941) 267-0567
Number: