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Return of Private Foundation

2014

Department of the Treasury
Internal Revenue Service

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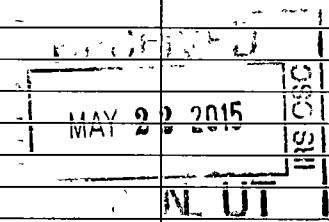
Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation NAUTILUS FOUNDATION, INC.		A Employer identification number 23-7010100
Number and street (or P O box number if mail is not delivered to street address) 101 SPRINGER BLDG, 3411 SILVERSIDE RD		B Telephone number (302) 478-4383
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19810-4811		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 1,626,757.	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) TAX BASIS (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1.	1.		STATEMENT 1
	4 Dividends and interest from securities	17,835.	17,835.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	50,777.			
	b Gross sales price for all assets on line 6a	159,973.			
	7 Capital gain net income (from Part IV, line 2)		50,777.		
	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					
12 Total Add lines 1 through 11		68,613.	68,613.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3	9,255.	6,942.	2,313.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 4	1,278.	49.	16.
	19 Depreciation and depletion				
	20 Occupancy		1,091.	819.	272.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 5	223.	168.	55.
	24 Total operating and administrative expenses Add lines 13 through 23		11,847.	7,978.	2,656.
	25 Contributions, gifts, grants paid		70,000.		70,000.
26 Total expenses and disbursements. Add lines 24 and 25		81,847.	7,978.	72,656.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-13,234.			
b Net investment income (if negative, enter -0-)			60,635.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 27 2015



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		2,136.	1,186.	1,186.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		80.		
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 7		574,538.	564,891.	564,891.
	b	Investments - corporate stock STMT 8		531,618.	525,896.	1,058,853.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe STATEMENT 9)		0.	1,829.	1,827.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,108,372.	1,093,802.	1,626,757.	
Liabilities	17	Accounts payable and accrued expenses		1,336.		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		1,336.	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		1,107,036.	1,093,802.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	Total net assets or fund balances		1,107,036.	1,093,802.		
31	Total liabilities and net assets/fund balances		1,108,372.	1,093,802.		

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	1,107,036.
2	Enter amount from Part I, line 27a	2	-13,234.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,093,802.
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	1,093,802.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SCHEDULE ATTACHED	P		
b SCHEDULE ATTACHED	P		
c CAPITAL GAIN DISTRIBUTION	P		
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 42,237.		31,239.	10,998.
b 117,736.		77,957.	39,779.
c			0.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			10,998.
b			39,779.
c			0.
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	50,777.
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))
2013	67,382.	1,474,967.	.045684
2012	67,617.	1,383,260.	.048882
2011	67,187.	1,315,738.	.051064
2010	66,440.	1,313,746.	.050573
2009	71,036.	1,249,768.	.056839

2 Total of line 1, column (d)	2	.253042
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	.050608
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,583,081.
5 Multiply line 4 by line 3	5	80,117.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	606.
7 Add lines 5 and 6	7	80,723.
8 Enter qualifying distributions from Part XII, line 4	8	72,656.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,213.
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	1,213.
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	1,213.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	3,040.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,040.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,827.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 1,216. Refunded <input type="checkbox"/>	11	611.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of JAMES R. WEAVER, SECRETARY Telephone no. (302) 478-4383 Located at 101 SPRINGER BLDG, 3411 SILVERSIDE RD, WILMINGTON ZIP+4 19810-4811
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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 2014?
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? 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.)
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?
b If "Yes," did it have excess business holdings in 2014 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 2014.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2014?

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 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** 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** Yes No **X**

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 10		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

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

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investments, Amount. Row 1 contains 'N/A'. Row 3 contains 'All other program-related investments. See instructions.'

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	1,604,445.
b	Average of monthly cash balances	1b	2,744.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,607,189.
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	1,607,189.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,108.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,583,081.
6	Minimum investment return. Enter 5% of line 5	6	79,154.

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	79,154.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,213.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,213.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	77,941.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	77,941.
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	77,941.

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	72,656.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	72,656.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	72,656.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				77,941.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	8,768.			
b From 2010	1,925.			
c From 2011	1,572.			
d From 2012	157.			
e From 2013				
f Total of lines 3a through e	12,422.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 72,656.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				72,656.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (if an amount appears in column (d), the same amount must be shown in column (a))	5,285.			5,285.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,137.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	3,483.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	3,654.			
10 Analysis of line 9:				
a Excess from 2010	1,925.			
b Excess from 2011	1,572.			
c Excess from 2012	157.			
d Excess from 2013				
e Excess from 2014				

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 2014, 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)

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

	Tax year		Prior 3 years		(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

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

STATEMENT ATTACHED

c Any submission deadlines:

NONE

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

STATEMENT ATTACHED

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY	1.	1.	
TOTAL TO PART I, LINE 3	1.	1.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY INVESTMENTS - AGENT	17,835.	0.	17,835.	17,835.	
TO PART I, LINE 4	17,835.	0.	17,835.	17,835.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,255.	6,942.		2,313.
TO FORM 990-PF, PG 1, LN 16B	9,255.	6,942.		2,313.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	1,213.	0.		0.
DELAWARE ANNUAL FEE	65.	49.		16.
TO FORM 990-PF, PG 1, LN 18	1,278.	49.		16.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	100.	75.		25.
STATIONERY & SUPPLIES	122.	92.		30.
TELEPHONE	1.	1.		0.
TO FORM 990-PF, PG 1, LN 23	223.	168.		55.

FOOTNOTES

STATEMENT 6

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

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U S GOVERNMENT OBLIGATIONS	X		564,891.	564,891.
TOTAL U.S. GOVERNMENT OBLIGATIONS			564,891.	564,891.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			564,891.	564,891.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EXCHANGE TRADED FUNDS	209,048.	297,949.
CORPORATION STOCK	316,848.	760,904.
TOTAL TO FORM 990-PF, PART II, LINE 10B	525,896.	1,058,853.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID TAX	0.	1,827.	1,827.
ROUNDING	0.	2.	0.
TO FORM 990-PF, PART II, LINE 15	0.	1,829.	1,827.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HOPE P. ANNAN SEE NOTE ATTACHED PALM BEACH, FL 33480	TRUSTEE & PRESIDENT	0.00	0.	0.
E. HEWLETT KENT SEE NOTE ATTACHED GULFSTREAM, FL 33483	TRUSTEE & VICE-PRESIDENT	0.00	0.	0.
ALLISON K. BOURKE SEE NOTE ATTACHED GREENWICH, CT 06830	TRUSTEE & VICE-PRESIDENT	0.00	0.	0.
JAMES R. WEAVER 1343 WEST BALTIMORE PIKE A-302 MEDIA, PA 19063	SECRETARY	0.00	0.	0.
JOANNE STEPPI 8 SANDALWOOD DRIVE, APT 6 NEWARK, DE 19713	ASSISTANT SECRETARY	0.00	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII			0.	0.

NAUTILUS FOUNDATION, INC.
 INVESTMENTS
 December 31, 2014

23-7010100
 PART II - LINE 10

<u>PRINCIPAL AMOUNT</u>		<u>Book Value</u>	<u>Market Value Dec. 31, 2014</u>
<u>Obligations of the U. S. Government</u>			
564,890.58	Fidelity US Government Reserves	564,890.58	564,890.58
<u>Exchange Traded Funds</u>			
1,675	SPDR Dow Jones Ind Average ETF Tr Unit	\$209,047.83	297,949.00
<u>Common Stocks</u>			
175	Abbott Laboratories	8,119.39	7,878.50
180	AccenturePLC Class A	10,007.38	16,075.80
313	Ametek Inc. New Com	16,396.27	16,473.19
830	Amphenol Corp. Class A	13,258.40	44,662.30
205	Ansys Inc.	8,612.30	16,810.00
259	Apple Inc.	9,488.56	28,588.42
374	Celgene Corp.	11,799.79	41,835.64
1,630	Charles Schwab Corp. New	19,937.35	49,209.70
188	Colgate Palmolive Co.	12,196.67	13,007.72
223	Ecolab Inc.	20,020.35	23,307.96
185	FMC Technologies Inc.	9,733.64	8,665.40
493	Mastercard Inc. Class A	19,993.92	42,476.88
3,750	Merck & Co., Inc. New	4,555.33	212,962.50
94	Precision Castparts Corp.	20,083.35	22,642.72
355	Quintiles Transnational Holdings Com US	19,436.83	20,898.85
218	Ralph Lauren Corp. Class A	21,236.64	40,364.88
830	Sensata Technologies Holdings NV	27,617.50	43,500.30
545	Verisk Analytics Inc. Class A	20,452.48	34,907.25
426	VF Corp.	16,179.66	31,907.40
360	Yum Brands Inc.	14,250.88	26,226.00
430	Zoetis Inc. Com USD Class A	13,471.69	18,502.90
		<u>\$316,848.38</u>	<u>\$760,904.31</u>
		<u>\$1,090,786.79</u>	<u>\$1,623,743.89</u>
		=====	=====

Atwater Kent Mfg Co
REALIZED GAINS AND LOSSES
NAUTILUS FOUNDATION
NF-FID
From 01-01-14 Through 12-31-14

23-7010100
PART IV

Security Description	Quantity	Buy Date	Date Sold	Proceeds	Cost Basis	Gains/Loss	
						Short Term	Long Term
NETAPP INC COM	50 000	06-14-11	01-16-14	2,168 01	2,480 78		-312 77
NETAPP INC COM	190 000	06-14-11	01-21-14	8,625 74	9,426 95		-801 21
NETAPP INC COM	90 000	08-09-11	01-21-14	4,085 88	3,625 05		460 83
NETAPP INC. COM	65 000	08-29-11	01-21-14	2,950 91	2,368 10		582 81
V F CORP	14 000	09-13-12	01-22-14	822 77	556 14		266 63
V F CORP	28 000	10-04-12	01-22-14	1,645 55	1,142 45		503 10
I.K.Q CORP	400 000	01-21-14	01-28-14	10,532 55	11,203 95	-671 40	0 00
I.K.Q CORP	15 000	01-21-14	01-28-14	394 97	420 00	-25 03	0 00
CHARLES SCHWAB CORP NEW	100 000	12-14-09	03-26-14	2,801 26	1,786 00		1,015 26
CHARLES SCHWAB CORP NEW	40 000	12-14-09	03-26-14	1,120 51	711 11		409 40
APPLE INC	6 000	05-12-10	04-09-14	3,132 98	1,572 38		1 560 60
ALLERGAN INC	25 000	09-23-13	05-05-14	4,218 95	2,287 97	1,930 97	0 00
PRAXAIR INC	55 000	06-16-09	05-05-14	7,167 19	3,941 17		3 226 02
ALLERGAN INC	25 000	09-23-13	06-03-14	4,227 82	2,287 97	1,939 84	0 00
ALLERGAN INC	60 000	09-23-13	06-03-14	10,146 76	5,486 54	4,660 22	0 00
CELGENE CORP	60 000	04-09-14	07-02-14	5,348 74	4,213 98	1,134 76	0 00
COVIDIEN PLC	43 000	05-06-13	08-01-14	3,710 17	2,536 15		1,174 02
COVIDIEN PLC	73 000	05-06-13	08-11-14	6,192 53	4,305 56		1,886 97
COVIDIEN PLC	9 000	05-06-13	09-02-14	777 02	530 82		246 20
COVIDIEN PLC	85 000	06-06-13	09-02-14	7,338 56	4,937 52		2,401 04
COVIDIEN PLC	23 000	07-11-13	09-02-14	1,985 73	1,353 06		632 67
AMPHENOL CORP NEW CL A	41 000	07-27-09	09-02-14	4,268 25	1,408 09		2,860 16
AMPHENOL CORP. NEW CL A	9 000	07-27-09	09-02-14	938 72	309 09		629 63
PROCTER & GAMBLE CO COM	40 000	02-23-05	09-02-14	3,331.02	2,146 20		1,184 82
PROCTER & GAMBLE CO COM	20 000	05-03-05	09-02-14	1,665 51	1,097 11		568 40
COVIDIEN PLC	47 000	07-11-13	09-12-14	4,260.02	2,764 96		1,495 06
PROCTER & GAMBLE CO COM	60 000	02-23-05	09-12-14	4,985.14	3,219 30		1,765 84
PROCTER & GAMBLE CO COM	100 000	02-23-05	09-12-14	8,322 31	5,365 50		2,956 81
COVIDIEN PLC	65 000	07-11-13	10-03-14	6,145 41	3,823 88		2,321 53
PRAXAIR INC	24 000	11-14-08	10-03-14	3,001 99	1,495 54		1,506 45
PRAXAIR INC	5 000	06-16-09	10-03-14	625 41	358 29		267 12
PRAXAIR INC	39 000	11-14-08	10-06-14	4,885 27	2,430 25		2,455 02
PRAXAIR INC	22 000	11-14-08	10-16-14	2,688 02	1,370 91		1,317 11
PRAXAIR INC	5 000	02-26-09	10-16-14	610 91	304 05		306 86
CELGENE CORP	39 000	04-09-14	10-22-14	3,735 96	2,739 08	996 88	0 00
CELGENE CORP	37 000	04-09-14	10-23-14	3,630 54	2,598 62	1,031 92	0 00
ACCENTURE PLC CLS A	45 000	03-15-12	12-12-14	3,742.93	2,815 36		927 57
ACCENTURE PLC CLS A	60 000	05-01-12	12-12-14	4,990 57	3,922 90		1 067 67
PRAXAIR INC	50 000	10-27-08	12-12-14	6,249 68	2,636 29		3,613 39
PRAXAIR INC	20 000	02-26-09	12-12-14	2,499 87	1,216 20		1,283 67
						11 694 60	
						-696 43	
				159,972.13	109,195.29	10,998.17	39,778.67
50,776 84							
Short Term Capital Gains				42,236.29	31,238.12	10,998.17	
Long Term Capital Gains				117,735.84	77,957.17		39,778.67

PART XV - Lines 2b & d

SUGGESTED PROCEDURE FOR GRANT APPLICATION

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

Please be sure that your application includes the following information:

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

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

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

Historically, the Foundation has focused its program of gifts principally in the metropolitan Philadelphia, Pennsylvania and Palm Beach County, Florida areas. Such emphasis is not designed, however, to preclude organizations in other areas with worthwhile projects and demonstrated needs from applying for consideration. In recent years, annual grants have totalled approximately \$65,000 and have ranged in size from \$50 to \$5,000.

GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2014 - 12/31/2014

23-7010100
PART XV-LINE 3a

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
ANIMAL WELFARE				
	Audubon Greenwich	Greenwich	current operations	\$2,000.00
	Peggy Adams AnimalRescueLeague	West Palm Beach	current operations	\$250 00
Total forANIMAL WELFARE				\$2,250.00
CHARITABLE - COMMUNITY ORGANIZATIONS				
	Acadia Wildlife Foundation	Mt. Desert	current operations	\$250.00
	American Academy in Rome	New York	current oerations	\$500 00
	Boca Ballet Theatre Company	Boca Raton	current operations	\$100 00
	Boys & Girls Clubs of PB Co	West Palm Beach	current operations	\$600 00
	Defy Ventures	New York	current operations	\$200 00
	Family Center of Greenwich	Greenwich	current operations	\$2,000.00
	Maine Coast Heritage Trust	Topsham	current operations	\$750.00
	Maine GraniteIndustry Hist.Mu	Mt. Desert	current operations	\$100 00
	Maine Sea Coast Mission	Bar Harbor	current operations	\$1,500 00
	Mounts Botanical Garden	West Palm Beach	current operations	\$500.00
	NEH Village Improvement Assn	NortheastHarbor	current operations	\$250 00
	Palm Beach Crime Watch,Inc	Palm Beach	current operations	\$500 00
	Rockend Art Barn	NortheastHarbor	current operations	\$500.00
	Sailors for the Sea	Newport	current operations	\$500 00
	The Garden Conservancy	Cold Spring	current operations	\$4,000.00
Total forCHARITABLE - COMMUNITY ORGANIZATIONS				\$12,250.00
CHARITABLE - HOSPITALS				
	Memorial Sloan-Kettering	New York	current operations	\$2,000 00
Total forCHARITABLE - HOSPITALS				\$2,000.00
CHARITABLE - OTHER MEDICAL & HEALTH				
	Ability Beyond Disability	Bethel	current operations	\$200.00
	American Cancer Society	Philadelphia	current operations	\$100 00
	Breast Cancer Research Found.	New York	current operations	\$500 00
	Mt Desert Nursing Association	Northeast Harbo	current operations	\$100 00
	NEH Ambulance Svs.	NortheastHarbor	current operations	\$200 00
	Rehab Ctr Children & Adults	Palm Beach	current operations	\$1,500 00
Total forCHARITABLE - OTHER MEDICAL & HEALTH				\$2,600.00
CHARITABLE - RELIEF				
	Boys & Girls RepublicHenry St	New York	Henry Street Settlement	\$250 00
Total forCHARITABLE - RELIEF				\$250.00
EDUCATIONAL - CULTURAL INSTITUTIONS				
	Atwater Kent Museum	Philadelphia	current operations	\$1,000 00

GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2014 - 12/31/2014

PART XV-LINE 3a

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
EDUCATIONAL - CULTURAL INSTITUTIONS				
	Bath & Tennis Historic Bldg.	Palm Beach	current operations	\$2,000 00
	Bowne House Historical Society	Flushing	current operations	\$2,700 00
	Central Park Conservancy	New York	current operations	\$2,000 00
	Fairchild Tropical Garden	Coral Gables	current operations	\$100 00
	Friends of Acadia	Bar Harbor	current operations	\$1,150.00
	Great Harbor Maritime Museum	NortheastHarbor	current operations	\$500 00
	Independence Seaport Museum	Philadelphia	Cruiser Olympia	\$100 00
	Metropolitan Museum of Art	New York	current operations	\$2,000 00
	Nat'l Capital Radio&Television	Bowie	current operations	\$100 00
	New York Botanical Gardens	Bronx	current operations	\$2,000 00
	Norton Museum of Art	West Palm Beach	current operations	\$1,000 00
	Park Avenue Preserv Fnd	New York	current operations	\$2,000 00
	Raymond F Kravis Ctr,Perf Arts	West Palm Beach	current operations	\$1,000 00
	Rock Hall Museum	Lawrence	current operations	\$1,200 00
	Society of the Four Arts	Palm Beach	library	\$10,500.00
	Total for EDUCATIONAL - CULTURAL INSTITUTIONS			\$29,350.00
EDUCATIONAL - PUBLIC INFORMATION				
	Achiev Ctr, Children & Fam	Delray Beach	current operations	\$100 00
	NEH Sailing School	NortheastHarbor	current operations	\$1,000 00
	Total for EDUCATIONAL - PUBLIC INFORMATION			\$1,100.00
EDUCATIONAL - SCHOOLS & COLLEGES				
	Duke University	Durham	current operations	\$500 00
	Garrison Forest School	Owings Mills	current operations	\$250 00
	Greenwich Country Day School	Greenwich	current operations	\$500.00
	Gulf Stream School	Gulf Stream	Capital Campaign	\$4,500.00
	Hill School	Pottstown	current operations	\$1,000 00
	Kent School	Kent	Annual Giving	\$8,500 00
	Outward Bound USA	Long IslandCity	Hurricane Island Program	\$100.00
	Palm Beach Day-Academy	Palm Beach	current operations	\$450 00
	Putnam Indian Field School	Greenwich	current operations	\$200 00
	The New School	New York	current operations	\$1,000 00
	Total for EDUCATIONAL - SCHOOLS & COLLEGES			\$17,000.00
LITERARY				
	NEH Harbor Library	NortheastHarbor	current operations	\$200 00
	Total for LITERARY			\$200.00
RELIGIOUS				
	Campus Crusade for Christ	Orlando	current operations	\$150 00

GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2014 - 12/31/2014

23-7010100
PART VX-LINE 3a

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
RELIGIOUS				
	Church of Bethesda-by-the-Sea	Palm Beach	current operations	\$1,000 00
	Church of the Ascension	Claymont	Organ fund/Memory Stella	\$100.00
	Parish of St Mary & Jude	NortheastHarbor	current operations	\$500 00
	St David's Church (Episcopal)	Wayne	current operations	\$600 00
	United Methodist Church of ELAM	Glen Mills	current operations	\$250 00
		Total for RELIGIOUS		\$2,600.00
SCIENTIFIC				
	Buckminster Fuller Institute	Brooklyn	current operations	\$400 00
		Total for SCIENTIFIC		\$400.00
			Grand Total	\$70,000.00