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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

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation THE STILLWATER FOUNDATION INC		A Employer identification number 20-3790741	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 868		B Telephone number (see instructions) (775) 233-4385	
City or town, state or province, country, and ZIP or foreign postal code RENO, NV 895040868		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ 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) \$ 3,154,924		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	38	38		
	4 Dividends and interest from securities	45,603	45,603		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	178,140			
	b Gross sales price for all assets on line 6a 795,955				
	7 Capital gain net income (from Part IV, line 2) . . .		178,140		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-9,113	0		
	12 Total.Add lines 1 through 11	214,668	223,781		
	13 Compensation of officers, directors, trustees, etc	30,000	6,000		24,000
	14 Other employee salaries and wages	3,785	0		0
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	2,884	577		2,307
	c Other professional fees (attach schedule)	26,328	26,328		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	18,592	2,249		2,184
	19 Depreciation (attach schedule) and depletion . .				
	20 Occupancy				
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).	1,979	396		1,583
	24 Total operating and administrative expenses. Add lines 13 through 23	83,568	35,550		30,074
	25 Contributions, gifts, grants paid	192,500			192,500
	26 Total expenses and disbursements.Add lines 24 and 25	276,068	35,550		222,574
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-61,400			
	b Net investment income (if negative, enter -0-)		188,231		
	c Adjusted net income(if negative, enter -0-) . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,561	7,714	7,714
	2	Savings and temporary cash investments	27,272	3,368	3,368
	3	Accounts receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____	1,469		
	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)	2,666,428 ☒	2,562,469	2,893,675
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____			

Liabilities		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans.			
	13	Investments—other (attach schedule)	188,388 ☒	250,167	250,167
	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)	2,885,118	2,823,718	3,154,924

Net Assets or Fund Balances	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			

Net Assets or Fund Balances	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	2,630,499	2,630,499	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	254,619	193,219	
	30	Total net assets or fund balances (see instructions)	2,885,118	2,823,718	
31 Total liabilities and net assets/fund balances (see instructions) . .			2,885,118	2,823,718	
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	2,885,118
2	Enter amount from Part I, line 27a			2	-61,400
3	Other increases not included in line 2 (itemize) ▶ _____			3	0
4	Add lines 1, 2, and 3			4	2,823,718
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	2,823,718

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) 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	178,140
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

Part V

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2014	135,501	3,379,959	0 040090
2013	112,846	2,921,943	0 038620
2012	161,656	2,568,097	0 062948
2011	160,556	2,837,030	0 056593
2010	133,952	2,634,408	0 050847

2	Total of line 1, column (d).	2	0 249098
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 049820
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	3,330,049
5	Multiply line 4 by line 3.	5	165,903
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,882
7	Add lines 5 and 6.	7	167,785
8	Enter qualifying distributions from Part XII, line 4.	8	222,574

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

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

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

1,882

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

1,882

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

7,600

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

7,600

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

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**.

10

5,718

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** ☒ 2,000 **Refunded** ☒

11

3,718

Part VII-AStatements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?
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.

1b

No

c

Did the foundation file **Form 1120-POL** for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation ☒ \$ _____ 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

No

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on **Form 990-T** for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

5

No

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions):
☒ NV

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation.*

8b

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)?
If "Yes," complete Part XIV

9

No

10

Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*

10

No

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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? Website address WWW THE STILL WATER FOUNDATION ORG	13	Yes	
14	The books are in care of THE STILL WATER FOUNDATION Telephone no (775) 233-4385 Located at PO BOX 868 RENO NV ZIP+4 89504			
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 2015, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ☐	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
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. ☐	1b		No
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 2015? ☐	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>) ☐	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 2015?	4b		No

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)? Organizations relying on a current notice regarding disaster assistance check here. ☒	5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	
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? <i>If "Yes" to 6b, file Form 8870.</i>	6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

				(1)	
--	--	--	--	-----	--

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

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

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 instructions	
3	

[illegible]

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	3,315,034
b	Average of monthly cash balances.	1b	65,726
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,380,760
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	3,380,760
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	50,711
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,330,049
6	Minimum investment return. Enter 5% of line 5.	6	166,502

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	166,502
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	1,882
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,882
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	164,620
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	164,620
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	164,620

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	222,574
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	222,574
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	1,882
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	220,692

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				164,620
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				26,030
d From 2013.				
e From 2014.				
f Total of lines 3a through e.	26,030			
4 Qualifying distributions for 2015 from Part XII, line 4				
a Applied to 2014, 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 2015 distributable amount.				164,620
e Remaining amount distributed out of corpus	57,954			
5 Excess distributions carryover applied to 2015 (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	83,984			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2016 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 2010 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	83,984			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				26,030
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				57,954

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

• 85% of line 2a

Qualifying distributions from Part XII,
line 4 for each year listed

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

"Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying
under section 4942(j)(3)(B)(i)

• "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .

(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

[illegible]

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:

• 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))

• 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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV

Supplementary Information(continued)

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

Recipient	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 Paid during the year See Additional Data Table				
Total			3a	192,500
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments			14	38		
4 Dividends and interest from securities.			14	45,603		
5 Net rental income or (loss) from real estate						
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory			18	178,140		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a VIRTU PARTNERSHIP LOSS _____			14	-9,113		
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e).		0		214,668		0
13 Total. Add line 12, columns (b), (d), and (e).						214,668

(See worksheet in line 13 instructions to verify calculations)

[illegible]

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
BLACKROCK TOTAL RETUN CL INSTL MAHQX	P	2014-05-01	2015-03-27
JOHCM INTL SLCT FD CL II JOHAX	P	2014-05-01	2015-12-10
LOOMIS SAYLES BOND FUND CL R LSBRX	P	2014-05-01	2015-08-10
PARAMETRIC EMRG MKTS INV EAEMX	P	2014-05-01	2015-06-10
BARON SMALL CAP FUND BSCFX	P	2009-07-30	2015-03-20
BARON SMALL CAP FUND BSCFX	P	2009-07-30	2015-03-27
BLACKROCK TOTAL RETUN CL INSTL MAHQX	P	2014-05-01	2015-10-26
COHEN & STEERS REALTY SHARES CSRSX	P	2010-11-19	2015-03-20
COHEN & STEERS REALTY SHARES CSRSX	P	2010-11-19	2015-03-27
COHEN & STEERS REALTY SHARES CSRSX	P	2010-11-19	2015-10-26

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)
5,975		5,866	109
70,140		83,000	-12,860
10,909		9,678	1,231
47,228		54,766	-7,538
5,000		3,502	1,498
5,000		3,546	1,454
5,975		5,992	-17
5,000		3,578	1,422
3,000		2,215	785
4,000		3,279	721

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	
			109
			-12,860
			1,231
			-7,538
			1,498
			1,454
			-17
			1,422
			785
			721

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
DIAMOND HILL LARGE CAP FD CL I DHLRX	P	2006-07-21	2015-03-27
DIAMOND HILL LARGE CAP FD CL I DHLRX	P	2006-07-21	2015-05-22
DIAMOND HILL LARGE CAP FD CL I DHLRX	P	2006-07-21	2015-12-17
TIAA CREF SOCIAL CHOICE EQTY FD RETAIL TICRX	P	2007-08-23	2015-10-26
TIAA CREF SOCIAL CHOICE EQTY FD RETAIL TICRX	P	2007-08-23	2015-12-31
TWEEDY BROWNE WORLDWIDE HIGH DIV YIELD VAL TBHDX	P	2008-12-30	2015-03-20
UNDISCOVERED MGRS BEHAVIORAL VALUE A UBVAX	P	2014-03-21	2015-05-22
UNDISCOVERED MGRS BEHAVIORAL VALUE A UBVAX	P	2014-03-21	2015-12-31
2022 535 SHS DOUBLELINE TOTAL RETURN BD FD	P	2012-11-30	2015-10-26
1604 968 SHS GOLDMAN SACHS SMALL MID CAP GROWTH A	P	2012-09-26	2015-03-20

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)
7,975		5,822	2,153
39,951		27,807	12,144
14,970		11,333	3,637
6,975		5,314	1,661
7,000		5,789	1,211
34,951		23,465	11,486
5,000		4,651	349
5,000		4,987	13
28,000		28,448	-448
34,000		28,141	5,859

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	
			2,153
			12,144
			3,637
			1,661
			1,211
			11,486
			349
			13
			-448
			5,859

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
580 743 SHS HARBOR CAP APPREC FUND INV	P	2012-09-27	2015-12-17
128 667 SHS INVESCO EUROPEAN GWTH CL A	P	2012-09-13	2015-05-22
3900 451 SHS JPMORGAN EQUITY INCOME A	P	2012-01-26	2015-05-22
12,455 931 SHS LOOMIS SAYLES BOND FUND CL R	P		2015-08-10
924 826 SHS NEUBERGER BERMAN SOCIALLY	P	2007-08-23	2015-10-26
375 375 OAKMARK SELECT FUND	P	2011-01-27	2015-03-27
1614 673 SHS SCHWAB SHORT-TERM BOND FUND	P	2011-09-26	2015-10-26
1548 474 SHS TIAA CREF INSTL SOCIAL CHOICE	P	2007-08-23	2015-03-20
CAPITAL GAINS DIVIDENDS	P		

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)
35,000		25,914	9,086
5,000		4,306	694
55,000		39,718	15,282
174,881		155,155	19,726
32,000		26,133	5,867
15,000		12,636	2,364
15,000		14,941	59
24,046		17,833	6,213
93,979			93,979

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	
			9,086
			694
			15,282
			19,726
			5,867
			2,364
			59
			6,213
			93,979

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 Paid during the year				
COMMUNITY FOUNDATION OF WESTERN NEVADA 50 WASHINGTON STREET STE 300 RENO,NV 89503	NONE	501(C)(3)	GENERAL SUPPORT	50,000
ENVIROOLUTION 250 BELL ST RENO,NV 89503	NONE	501(C)(3)	GENERAL SUPPORT	10,000
HOLLAND PROJECT 140 VESTA ST RENO,NV 89502	NONE	501(C)(3)	GENERAL SUPPORT	10,000
MCKINLEY ARTS & CULTURE CENTER 925 RIVERSIDE DRIVE SUITE 167 RENO,NV 89503	NONE	501(C)(3)	GENERAL SUPPORT	15,000
MEDSHARE 3240 CLIFTON SPRINGS ROAD DECATUR,GA 30034	NONE	501(C)(3)	GENERAL SUPPORT	10,000
NEVADA BUGS AND BUTTERFLIES PO BOX 21484 RENO,NV 89515	NONE	501(C)(3)	GENERAL SUPPORT	2,500
PROJECT SOLUTION 2680 E 9TH ST RENO,NV 89512	NONE	501(C)(3)	GENERAL SUPPORT	10,000
RENO BIKE PROJECT 541 EAST 4TH STREET RENO,NV 89512	NONE	501(C)(3)	GENERAL SUPPORT	10,000
RENO PHILHARMONIC 925 RIVERSIDE DRIVE SUITE 3 RENO,NV 89503	NONE	501(C)(3)	GENERAL SUPPORT	5,000
SIERRA NEVADA JOURNEYS 190 EAST LIBERTY ST RENO,NV 89501	NONE	501(C)(3)	GENERAL SUPPORT	15,000
SKYTAVERN PO BOX 1709 RENO,NV 89505	NONE	501(C)(3)	GENERAL SUPPORT	5,000
TERRY LEE WELLS DISCOVERY MUSEUM 490 S CENTER ST RENO,NV 89501	NONE	501(C)(3)	GENERAL SUPPORT	20,000
THE EDDY HOUSE PO BOX 6207 RENO,NV 89503	NONE	501(C)(3)	GENERAL SUPPORT	15,000
TRUCKEE MEADOWS PARKS FOUNDATION 50 COWAN DR RENO,NV 89509	NONE	501(C)(3)	GENERAL SUPPORT	5,000
URBAN ROOTS 3001 WEST 4TH STREET RENO,NV 89523	NONE	501(C)(3)	SUPPORT FOR GARDEN CLASSROOMS	10,000
Total				192,500

TY 2015 Accounting Fees Schedule

Name: THE STILLWATER FOUNDATION INC

EIN: 20-3790741

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL & ACCOUNTING FEES	2,275	455		1,820
PAYROLL FEES	609	122		487

TY 2015 Investments Corporate Stock Schedule

Name: THE STILLWATER FOUNDATION INC

EIN: 20-3790741

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MUTUAL FUNDS	2,562,469	2,893,675

TY 2015 Investments - Other Schedule

Name: THE STILLWATER FOUNDATION INC

EIN: 20-3790741

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VIRTU MULTIFAMILY FUND	AT COST	250,167	250,167

TY 2015 Other Expenses Schedule**Name:** THE STILLWATER FOUNDATION INC**EIN:** 20-3790741

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE/INTERNET/FAX	943	189		754
AUTO EXPENSE	456	91		365
TRAVEL	580	116		464

TY 2015 Other Income Schedule

Name: THE STILLWATER FOUNDATION INC

EIN: 20-3790741

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
VIRTU PARTNERSHIP LOSS	-9,113		-9,113

TY 2015 Other Professional Fees Schedule

Name: THE STILLWATER FOUNDATION INC

EIN: 20-3790741

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNT MANAGEMENT FEES	26,328	26,328		0

TY 2015 Taxes Schedule**Name:** THE STILLWATER FOUNDATION INC**EIN:** 20-3790741

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	2,730	546		2,184
STATE TAXES	15	15		0
FOREIGN TAX PAID	1,688	1,688		0
FEDERAL TAX EXPENSE	14,159	0		0