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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 separate instructions is at www.irs.gov/form990pf.

For calendar year 2015 or tax year beginning , and ending

Name of foundation
NAUTILUS FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
101 SPRINGER BLDG, 3411 SILVERSIDE RD

City or town, state or province, country, and ZIP or foreign postal code
WILMINGTON, DE 19810-4811

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 1,546,503. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) **TAX BASIS**

A Employer identification number
23-7010100

B Telephone number
(302) 478-4383

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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		18,228.	18,228.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		31,408.			
b Gross sales price for all assets on line 6a		111,847.			
7 Capital gain net income (from Part IV, line 2)			31,408.		
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		49,637.	49,637.		
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		8,299.	6,224.		2,075.
c Other professional fees					
17 Interest					
18 Taxes		922.	56.		19.
19 Depreciation and depletion					
20 Occupancy		1,113.	835.		278.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		239.	179.		60.
24 Total operating and administrative expenses. Add lines 13 through 23		10,573.	7,294.		2,432.
25 Contributions, gifts, grants paid		70,000.			70,000.
26 Total expenses and disbursements. Add lines 24 and 25		80,573.	7,294.		72,432.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-30,936.			
b Net investment income (if negative, enter -0-)			42,343.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED JUN 02 2016 Revenue

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OGDEN, UT

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	1,186.	3,503.	3,503.
	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			
	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	564,891.	535,372.	535,372.
	b Investments - corporate stock STMT 8	525,896.	523,621.	1,007,259.
	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)	1,829.	370.	369.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,093,802.	1,062,866.	1,546,503.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	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	1,093,802.	1,062,866.	
	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	1,093,802.	1,062,866.		
31 Total liabilities and net assets/fund balances	1,093,802.	1,062,866.		

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	1,093,802.
2 Enter amount from Part I, line 27a	2	-30,936.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,062,866.
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	1,062,866.

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	09/04/14	07/29/15
b SCHEDULE ATTACHED	P	09/15/11	10/26/15
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 22,705.		21,737.	968.
b 89,142.		58,702.	30,440.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			968.
b			30,440.
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	31,408.
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))
2014	72,656.	1,583,081.	.045895
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

2 Total of line 1, column (d)	2	.242098
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	.048420
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,585,991.
5 Multiply line 4 by line 3	5	76,794.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	423.
7 Add lines 5 and 6	7	77,217.
8 Enter qualifying distributions from Part XII, line 4 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.	8	72,432.

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	847.
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	847.
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	847.
6	Credits/Payments:		
6a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	1,216.
6b	Exempt foreign organizations - tax withheld at source	6b	
6c	Tax paid with application for extension of time to file (Form 8868)	6c	
6d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,216.
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	369.
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> 369. Refunded <input type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
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)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, public inspection requirements, books in care, and foreign country interests.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualified persons, disaster assistance, taxes on failure to distribute income, and business holdings.

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."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 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	1,606,970.
b	Average of monthly cash balances	1b	3,173.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,610,143.
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	1,610,143.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,152.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,585,991.
6	Minimum investment return. Enter 5% of line 5	6	79,300.

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	79,300.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	847.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	847.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	78,453.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	78,453.
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	78,453.

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	72,432.
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	72,432.
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	72,432.

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				78,453.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	1,925.			
b From 2011	1,572.			
c From 2012	157.			
d From 2013				
e From 2014				
f Total of lines 3a through e	3,654.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 72,432.				
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				72,432.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,654.			3,654.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				2,367.
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)	2,367.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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				
STATEMENT ATTACHED				
STATEMENT ATTACHED				
STATEMENT ATTACHED				70,000.
Total			▶ 3a	70,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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	18,228.	0.	18,228.	18,228.	
TO PART I, LINE 4	18,228.	0.	18,228.	18,228.	

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	8,299.	6,224.		2,075.
TO FORM 990-PF, PG 1, LN 16B	8,299.	6,224.		2,075.

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	847.	0.		0.
DELAWARE ANNUAL FEE	75.	56.		19.
TO FORM 990-PF, PG 1, LN 18	922.	56.		19.

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	122.	91.		31.	
STATIONERY & SUPPLIES	117.	88.		29.	
TO FORM 990-PF, PG 1, LN 23	239.	179.		60.	

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		535,372.	535,372.
TOTAL U.S. GOVERNMENT OBLIGATIONS			535,372.	535,372.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			535,372.	535,372.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EXCHANGE TRADED FUNDS	209,048.	291,433.
CORPORATION STOCK	314,573.	715,826.
TOTAL TO FORM 990-PF, PART II, LINE 10B	523,621.	1,007,259.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID TAX	1,827.	369.	369.
ROUNDING	2.	1.	0.
TO FORM 990-PF, PART II, LINE 15	1,829.	370.	369.

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.	0.
E. HEWLETT KENT SEE NOTE ATTACHED GULFSTREAM, FL 33483	TRUSTEE & VICE-PRESIDENT 0.00	0.	0.	0.
ALLISON K. BOURKE SEE NOTE ATTACHED GREENWICH, CT 06830	TRUSTEE & VICE-PRESIDENT 0.00	0.	0.	0.
JAMES R. WEAVER 1343 WEST BALTIMORE PIKE A-302 MEDIA, PA 19063	SECRETARY 0.00	0.	0.	0.
JOANNE STEPPI 8 SANDALWOOD DRIVE, APT 6 NEWARK, DE 19713	ASSISTANT SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Atwater Kent Mfg Co
REALIZED GAINS AND LOSSES
NAUTILUS FOUNDATION
NF-FID
From 01-01-15 Through 12-31-15

Security Description						Gains/Loss	
Security	Quantity	Buy Date	Date Sold	Proceeds	Cost Basis	Short Term	Long Term
V F CORP	86 000	09-13-12	01-30-15	6,021 63	3,416 31		2,605 32
V F CORP	14 000	10-24-12	01-30-15	980 26	539 90		440 36
V F CORP	9 000	10-24-12	01-30-15	630 88	347 08		283 80
CELGENE CORP	126 000	09-15-11	02-13-15	14,401 93	3,785 79		10,616 14
CELGENE CORP	14 000	04-09-14	02-13-15	1,600 22	983 26	616 96	0 00
ACCENTURE PLC CLS A	25 000	03-15-12	04-17-15	2,314 61	1,564 09		750 52
ACCENTURE PLC CLS A	14 000	07-17-12	04-17-15	1,296 18	816 20		479 98
FMC TECHNOLOGIES INC	97 000	10-03-14	04-17-15	3,813 39	5,111 27	-1,297 88	0 00
FMC TECHNOLOGIES INC	11 000	10-03-14	04-20-15	435 28	579 63	-144 35	0 00
FMC TECHNOLOGIES INC	33 000	10-06-14	04-20-15	1,305 83	1,732 60	-426 77	0 00
FMC TECHNOLOGIES INC	44 000	10-06-14	04-21-15	1,721 91	2,310 14	-588 23	0 00
SENSATA TECHNOLOGIES HOLDINGS NV COM	80 000	05-24-13	04-27-15	4,659 01	2,753 32		1,905 69
SENSATA TECHNOLOGIES HOLDINGS NV COM	75 000	11-01-13	04-27-15	4,367 82	2,840 70		1,527 12
RALPH LAUREN CORP CLASS A	8 000	10-01-13	04-27-15	1,082 56	1,331 57		-249 01
RALPH LAUREN CORP CLASS A	27 000	11-18-13	04-27-15	3,653 65	4,730 52		-1,076 87
MASTERCARD INC CL A COM	39 000	09-02-14	04-27-15	3,515 63	2,961 19	554 44	0 00
ACCENTURE PLC CLS A	88 000	10-05-11	05-05-15	8,248 41	4,757 53		3,490 88
ACCENTURE PLC CLS A	1 000	07-17-12	05-05-15	93 73	58 30		35 43
MASTERCARD INC CL A COM	39 000	09-02-14	05-19-15	3,640 89	2,961 19	679 70	0 00
ACCENTURE PLC CLS A QUINTILES	52 000	10-05-11	07-16-15	5,258 51	2,811 26		2,447 25
ACCENTURE PLC CLS A QUINTILES	9 000	09-04-14	07-23-15	677 34	508 45	168 88	0 00
TRANSNATIONAL HOLDINGS IN COM US QUINTILES	10 000	03-02-15	07-23-15	752 60	658 65	93 95	0 00
TRANSNATIONAL HOLDINGS IN COM US QUINTILES	8 000	08-11-14	07-27-15	590 11	451 98	138 13	0 00
CHARLES SCHWAB CORP NEW	39 000	12-14-09	07-27-15	1,324 13	693 33		630 80
CHARLES SCHWAB CORP NEW	100 000	10-16-14	07-27-15	3,395 22	2,575 55	819 67	0 00
CHARLES SCHWAB CORP NEW	16 000	08-11-14	07-29-15	1,256 82	903 95	352 87	0 00
PRECISION CASTPARTS CORP	55 000	06-24-13	08-17-15	12,672 62	11,499 65		1,172 97
PRECISION CASTPARTS CORP	20 000	07-29-13	08-17-15	4,608 23	4,509 85		98 38
PRECISION CASTPARTS CORP	19 000	09-03-13	08-17-15	4,377 81	4,073 85		303 96
VERISK ANALYTICS INC CLASS A	22 000	11-08-13	10-07-15	1,757 89	1,368 15		389 74

Atwater Kent Mfg Co
REALIZED GAINS AND LOSSES
NAUTILUS FOUNDATION
NF-FID
From 01-01-15 Through 12-31-15

Security Description		Buy Date	Date Sold	Proceeds	Cost Basis	Gains/Loss	
Security	Quantity					Short Term	Long Term
VERISK ANALYTICS INC CLASS A	28 000	10-19-12	10-09-15	2,259 20	1,317 46		941 74
VFRISK ANALYTICS INC CLASS A	18 000	11-08-13	10-09-15	1,452 34	1,119 40		332 94
VERISK ANALYTICS INC CLASS A	20 000	10-19-12	10-23-15	1,600 66	941 04		659 62
VERISK ANALYTICS INC CLASS A	15 000	03-13-12	10-26-15	1,216 09	683 40		532 69
VFRISK ANALYTICS INC CLASS A	43 000	03-14-12	10-26-15	3,486 11	1,943 42		1,542 69
VERISK ANALYTICS INC CLASS A	17 000	10-19-12	10-26-15	1,378 23	799 89		578 34
						3,424 60	
						-2,457 23	
						967.37	30,440.48
31 407 85				111,847.73	80,439.88		

Short-Term Capital Gain (Loss)	22,705.24	21,737.87	967.37
Long Term Capital Gain (Loss)	89,142.49	58,702.01	30,440.48

NAUTILUS FOUNDATION, INC.
INVESTMENTS
December 31, 2015

<u>PRINCIPAL AMOUNT</u>	<u>Book Value</u>	<u>Market Value Dec. 31, 2015</u>
<u>Obligations of the U. S. Government</u>		
535,372.37 Fidelity Gov't MMkt Premium Class	535,372.37	535,372.37
<u>Exchange Traded Funds</u>		
1,675 SPDR Dow Jones Ind Average ETF Tr Unit	\$209,047.83	291,433.25
<u>Common Stocks</u>		
440 Abbott Laboratories	20,027.57	19,760.40
313 Ametek Inc. New Com	16,396.27	16,773.67
830 Amphenol Corp. Class A	13,258.41	43,350.90
205 Ansys Inc.	8,612.30	18,962.50
334 Apple Inc.	18,302.73	35,156.84
253 Automatic Data Processing Inc.	19,986.90	21,434.16
270 Celgene Corp.	11,018.80	32,335.20
1,491 Charles Schwab Corp. New	16,668.46	49,098.63
14 Chipotle Mexican Grill Inc. Com	7,645.31	6,717.90
188 Colgate Palmolive Co.	12,196.67	12,524.56
223 Ecolab Inc.	20,020.35	25,506.74
415 Mastercard Inc. Class A	14,071.54	40,404.40
3,750 Merck & Co., Inc. New	4,555.33	198,075.00
15 Priceline Group Inc.	18,481.89	19,124.25
322 Quintiles Transnational Holdings Com US	17,572.44	22,108.52
183 Ralph Lauren Corp. Class A	15,174.54	20,400.84
675 Sensata Technologies Holdings NV Com	22,023.48	31,090.50
382 Verisk Analytics Inc.	12,279.72	29,368.16
317 VF Corp.	11,876.37	19,733.25
360 Yum Brands Inc.	14,250.88	26,298.00
576 Zoetis Inc. Com USD Class A	<u>20,153.15</u>	<u>27,601.92</u>
	<u>\$314,573.11</u>	<u>\$715,826.34</u>
	\$1,058,993.31	\$1,542,631.96
	=====	=====

GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2015 - 12/31/2015

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
ANIMAL WELFARE				
	Audubon Greenwich	Greenwich	current operations	\$1,000 00
	Peggy Adams AnimalRescueLeague	West Palm Beach	current operations	\$250 00
Total forANIMAL WELFARE				\$1,250.00
CHARITABLE - COMMUNITY ORGANIZATIONS				
	Acadia Wildlife Foundation	Mt Desert	current operations	\$250.00
	Boys & Girls Clubs of PB Co.	West Palm Beach	current operations	\$100 00
	Defy Ventures	New York	current operations	\$100.00
	Family Center of Greenwich	Greenwich	current operations	\$2,000 00
	Garden Club of Palm Beach	Palm Beach	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	\$250.00
	NEH Village Improvement Assn	Hancock	current operations	\$250 00
	Palm Beach Crime Watch,Inc	Palm Beach	current operations	\$500.00
	Rockend Art Barn	NortheastHarbor	current operations	\$500.00
	The Garden Conservancy	Cold Spring	"spring supplement"	\$5,000 00
Total forCHARITABLE - COMMUNITY ORGANIZATIONS				\$13,300.00
CHARITABLE - OTHER MEDICAL & HEALTH				
	American Cancer Society	Philadelphia	current operations	\$100 00
	Breast Cancer Research Found	New York	current operations	\$500 00
	NEH Ambulance Svs	NortheastHarbor	current operations	\$200.00
	Rehab Ctr Children & Adults	Palm Beach	current operations	\$1,000 00
Total forCHARITABLE - OTHER MEDICAL & HEALTH				\$1,800.00
CHARITABLE - RELIEF				
	Boys & Girls RepublicHenry St	New York	current operations	\$250 00
Total forCHARITABLE - RELIEF				\$250.00
EDUCATIONAL - CULTURAL INSTITUTIONS				
	Atwater Kent Museum	Philadelphia	current operations	\$1,000 00
	Bath & Tennis Historic Bldg	Palm Beach	current operations	\$1,000 00
	Bowne House Historical Society	Flushing	current operations	\$2,500 00
	Central Park Conservancy	New York	current operations	\$2,500.00
	Friends of Acadia	Bar Harbor	current operations	\$1,750 00
	Great Harbor Maritime Museum	NortheastHarbor	current operations	\$250 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

GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2015 - 12/31/2015

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
EDUCATIONAL - CULTURAL INSTITUTIONS				
	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	\$550.00
	Society of the Four Arts	Palm Beach	"for library"	\$15,000.00
Total for EDUCATIONAL - CULTURAL INSTITUTIONS				\$32,750.00
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	Annual Giving	\$3,500 00
	Hill School	Pottstown	current operations	\$1,000 00
	Kent School	Kent	current operations	\$8,500.00
	Outward Bound USA	Long IslandCity	"Hurricane Island Prog"	\$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				\$16,000.00
LITERARY				
	NEH Harbor Library	NortheastHarbor	current operations	\$200 00
Total for LITERARY				\$200.00
RELIGIOUS				
	Campus Crusade for Christ	Orlando	current operations	\$100.00
	Church of Bethesda-by-the-Sea	Palm Beach	current operations	\$750.00
	Church of the Ascension	Claymont	"organ fund" Stella W	\$250 00
	Parish of St Mary & Jude	NortheastHarbor	current operations	\$1,000.00
	Seed Faith Mission	Boynton Beach	current operations	\$100 00
	St David's Church (Episcopal)	Wayne	memory of Atwater Kent,Jr	\$500 00
	United Methodist Church of ELAM	Glen Mills	"Building Fund"	\$250.00
Total for RELIGIOUS				\$2,950.00
SCIENTIFIC				

GRANTS AWARDED BY Nautilus Foundation Inc. 01/01/2015 - 12/31/2015

<u>CLASS</u>	<u>DONEE</u>	<u>CITY</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
SCIENTIFIC				
	Buckminster Fuller Institute	Brooklyn	current operations	\$400 00
		Total forSCIENTIFIC		<hr/> \$400.00
			Grand Total	\$70,000.00

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 \$70,000 and have ranged in size from \$100 to \$5,000, with a few special grants up to \$15,000.00.