

Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2016 or tax year beginning **SEP 1, 2016**, and ending **AUG 31, 2017**

Name of foundation THE THOMAS P. WATERS FOUNDATION		A Employer identification number 23-7836361
Number and street (or P.O. box number if mail is not delivered to street address) C/O CHRISTINA ALT, 605 MAIN STREET	Room/suite 212	B Telephone number (856) 733-6608
City or town, state or province, country, and ZIP or foreign postal code RIVERTON, NJ 08077		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) \$ 5069604.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 (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					
4 Dividends and interest from securities		90165.	90165.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		251614.			
b Gross sales price for all assets on line 6a 2036421.					
7 Capital gain net income (from Part IV, line 2)			251614.		
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		341779.	341779.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		8765.	0.		8765.
b Accounting fees STMT 3		3364.	0.		3364.
c Other professional fees STMT 4		18640.	18640.		0.
17 Interest					
18 Taxes STMT 5		-1906.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		52760.	15828.		36932.
22 Printing and publications					
23 Other expenses STMT 6		653.	653.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		82276.	35121.		49061.
25 Contributions, gifts, grants paid		229000.			229000.
26 Total expenses and disbursements. Add lines 24 and 25		311276.	35121.		278061.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		30503.			
b Net investment income (if negative, enter -0-)			306658.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
					(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			112845.	167942.	167942.
	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					
	b	Investments - corporate stock	STMT 7		2926649.	2853096.	3733302.
	c	Investments - corporate bonds	STMT 8		630263.	657784.	647396.
	Liabilities	11	Investments - land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶					
12		Investments - mortgage loans					
13		Investments - other	STMT 9		505163.	526601.	520964.
14		Land, buildings, and equipment: basis ▶					
		Less: accumulated depreciation ▶					
15		Other assets (describe ▶)					
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			4174920.	4205423.	5069604.
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	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			4174920.	4205423.	
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			4174920.	4205423.		
31	Total liabilities and net assets/fund balances			4174920.	4205423.		

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	4174920.
2	Enter amount from Part I, line 27a	2	30503.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4205423.
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	4205423.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE - PAGES 24 TO 35	P	VARIOUS	12/31/16
b SEE ATTACHED SCHEDULE - PAGES 24 TO 35	P	VARIOUS	12/31/16
c SEE ATTACHED SCHEDULE - PAGES 24 TO 35	P	VARIOUS	12/31/16
d FROM U.S. COMMODITY INDEX K-1	P	VARIOUS	12/31/16
e CAPITAL GAINS DIVIDENDS			

(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 30663.		21186.	9477.
b 986504.		950781.	35723.
c 1006084.		812306.	193778.
d		534.	-534.
e 13170.			13170.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			9477.
b			35723.
c			193778.
d			-534.
e			13170.

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	251614.
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))
2015	273843.	4682590.	.058481
2014	279996.	5075061.	.055171
2013	212887.	4821303.	.044155
2012	225953.	4475404.	.050488
2011	244719.	4264584.	.057384

2 Total of line 1, column (d)	2	.265679
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	.053136
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	4857638.
5 Multiply line 4 by line 3	5	258115.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3067.
7 Add lines 5 and 6	7	261182.
8 Enter qualifying distributions from Part XII, line 4	8	278061.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

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

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2016 estimated tax payments and 2015 overpayment credited to 2016

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

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

11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ☐ **Refunded** ☐

1	3067.
2	0.
3	3067.
4	0.
5	3067.
6a	1452.
6b	
6c	
6d	
7	1452.
8	
9	1615.
10	
11	

Part VII-A Statements 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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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

1c Did the foundation file Form 1120-POL for this year?

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA

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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(i)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV

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

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

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NONE</u>	X	
14 The books are in care of ► <u>NACHMIAS MORRIS & ALT PC</u> Telephone no. ► <u>(856) 733-6600</u> Located at ► <u>605 MAIN STREET, SUITE 212, RIVERTON, NJ</u> ZIP+4 ► <u>08077</u>		
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 <u>N/A</u>		
16 At any time during calendar year 2016, 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. If "Yes," enter the name of the foreign country ►		X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <u>N/A</u>		
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 2016?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2016 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 2016) <u>N/A</u>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

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	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2016)

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	4774380.
b	Average of monthly cash balances	1b	157232.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4931612.
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	4931612.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	73974.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4857638.
6	Minimum investment return. Enter 5% of line 5	6	242882.

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	242882.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3067.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3067.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	239815.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	239815.
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	239815.

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	278061.
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	278061.
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	3067.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	274994.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				239815.
2 Undistributed income, if any, as of the end of 2016			0.	
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	244719.			
b From 2012	10821.			
c From 2013				
d From 2014	35855.			
e From 2015	42613.			
f Total of lines 3a through e	334008.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$	278061.		0.	
a Applied to 2015, 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 2016 distributable amount				239815.
e Remaining amount distributed out of corpus	38246.			
5 Excess distributions carryover applied to 2016 (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	372254.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	244719.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	127535.			
10 Analysis of line 9:				
a Excess from 2012	10821.			
b Excess from 2013				
c Excess from 2014	35855.			
d Excess from 2015	42613.			
e Excess from 2016	38246.			

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 2016, enter the date of the ruling



☐ 4942(j)(3) or ☐ 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section

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) 2016	(b) 2015	(c) 2014	(d) 2013	
	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:

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
ALL HANDS VOLUNTEERS INC. 6 COUNTY ROAD, STE 6 MATTAPOISETT, MA 02739	NONE	PUBLIC	GENERAL	2000.
APPALACHIAN SUSTAINABLE AGRICULTURE PROJECT 306 W HAYWOOD STREET ASHEVILLE, NC 28801	NONE	PUBLIC	TO SUPPORT THE GROWING MINDS PROGRAM	5000.
BLACK MOUNTAIN HOME FOR CHILDREN, YOUTH & FAMILIES 80 LAKE EDEN ROAD BLACK MOUNTAIN, NC 28711	NONE	PUBLIC	TO SUPPORT THE EVERYDAY FUND (\$4,000), THE EARTH CLUB (\$1,500), THE MOUNTAIN BIKE CLUB	7000.
BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER, CO 80301	NONE	PUBLIC	GENERAL	2000.
BOYS AND GIRLS CLUB OF SILOAM SPRINGS AR, INC. 655 HERITAGE COURT SILOAM SPRINGS, AR 72761	NONE	PUBLIC	TO SUPPORT THE AFTER SCHOOL PROGRAM.	2500.
Total	SEE CONTINUATION SHEET(S)			229000.
b Approved for future payment				
NONE				
Total				0.

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

THOMAS J. FARLEY,
JR.

Preparer's signature

Thomas J. H. CPA

Date _____

12-11-17

Check ☐ self-employed

PTIN

P00047041

Firm's name ▶ **FARLEY, DRAIN & CO. A PROF. CORP.**

Firm's EIN ► 23-2284111

Firm's address ► 13 WILKINS AVENUE
HADDONFIELD, NJ 08033

Phone no. (856) 428-3779

Part XV . Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S HEALTHCARE OF ATLANTA 1687 TULLIE CIRCLE N.E. ATLANTA, GA 30329	NONE	PUBLIC	LAURA SNITZER BOOZER FUND - PEDIATRIC ONCOLOGY NURSING SCHOLARSHIP (AFLAC CANCER CENTER)	4000.
COLORADO HAITI PROJECT 2980 17TH STREET BOULDER, CO 80304	NONE	PUBLIC	GENERAL	8000.
CONSCIOUS ALLIANCE 2525 ARAPAHOE AVE, STE E4-182 BOULDER, CO 80304	NONE	PUBLIC	TO SUPPORT PROGRAMS THAT FEED THE HUNGRY	5000.
CROSS CHURCH INC. 3484 W. WEDINGTON DRIVE FAYETTEVILLE, AR 72704	NONE	PUBLIC	TO SUPPORT THE BLESSING BASKETS (\$4,000) AND LOTTIE MOON OFFERING (\$1,000)	5000.
DOCTORS WITHOUT BORDERS USA 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001-5004	NONE	PUBLIC	GENERAL	2000.
DUKE UNIVERSITY SCHOOL OF ENGINEERING BOX 90271 DURHAM, NC 27708	NONE	PUBLIC	TO SUPPORT THE DUKE ENGINEERS FOR INTERNATIONAL DEVELOPMENT PROGRAM	2500.
EMERGENCY FAMILY ASSISTANCE ASSOCIATION 1575 YARMOUTH AVENUE BOULDER, CO 80304	NONE	PUBLIC	GENERAL	4500.
ENGINEERS WITHOUT BORDERS USA INC. 1031 33RD STREET, SUITE 210 DENVER, CO 80205	NONE	PUBLIC	GENERAL	5000.
FOOTHILLS CARING CORPS INC. P.O. BOX 831 CAREFREE, AZ 85377	NONE	PUBLIC	GENERAL	12000.
KIWANIS CLUB OF THE FOOTHILLS BOULDER FOUNDATION 4650 SHAWNEE PLACE BOULDER, CO 80303	NONE	PUBLIC	TO SUPPORT THE SERVICE DOGS FOR KIDS PROJECT	3000.
Total from continuation sheets				210500.

Part XV . Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FRIENDS OF THE BOULDER COMMUNITY SCHOOL OF INTEGRATED STUDIES 3995 EAST AURORA AVENUE BOULDER, CO 80303	NONE	PUBLIC	GENERAL	5000.
GATEWAY APPRENTICESHIP PROGRAM 1545 UPLAND AVENUE BOULDER, CO 80304	NONE	PUBLIC	GENERAL	2000.
GROWING GARDENS OF BOULDER COUNTY INC. 3198 NORTH BROADWAY BOULDER, CO 80304	NONE	PUBLIC	GENERAL	3000.
HOMEWARD BOUND OF ASHEVILLE P.O. BOX 1166 ASHEVILLE, NC 28802	NONE	PUBLIC	TO SUPPORT THE PATHWAYS PROGRAM	6500.
HOPEKIDS INC. P.O. BOX 672 CAVE CREEK, AZ 85327-0672	NONE	PUBLIC	GENERAL	6000.
IGNATIAN LAY VOLUNTEER CORPS 112 E. MADISON STREET, STE 300 BALTIMORE, MD 21202	NONE	PUBLIC	GENERAL	1000.
INTERNATIONAL RESEARCH FOUNDATION FOR ENERGY MEDICINE 10 STOUTS VALLEY ROAD EASTON, PA 18042	NONE	PUBLIC	GENERAL	8000.
LOWER MOUNTAIN FORK RIVER FOUNDATION 17 OAK LEAF LANE BROKEN BOW, OK 74728-0157	NONE	PUBLIC	GENERAL	5000.
MANNA FOOD BANK INC. 627 SWANNANOVA RIVER ROAD ASHEVILLE, NC 28805	NONE	PUBLIC	TO SUPPORT MANNA PACKS PROGRAM	5000.
MIRACLE FOUNDATION INC. 1506 WEST SIXTH STREET AUSTIN, TX 78703	NONE	PUBLIC	GENERAL	2500.
Total from continuation sheets				

Part XV . Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OKLAHOMA YOUTH FOREST HERITAGE CENTER INC. P.O. BOX 157 BROKEN BOW, OK 74728-0157	NONE	PUBLIC	GENERAL	5000.
OPEN DOORS OF ASHEVILLE P.O. BOX 8726 ASHEVILLE, NC 28814	NONE	PUBLIC	TO SUPPORT BRIDGING THE LANGUAGE GAP PROGRAM	6500.
PROJECT HEALING WATERS INC. 509 BRIAROAKS DRIVE LAKE DALLAS, TX 75065	NONE	PUBLIC	GENERAL	5000.
RED RIVER MINISTRIES INC. 3112 WINDSOR ROAD, SUITE A112 AUSTIN, TX 78703	NONE	PUBLIC	GENERAL	2250.
RON & VICKI SANTO DIABETIC ALERT DOGS FOUNDATION 5416 EAST FELLARS SCOTTSDALE, AZ 85254	NONE	PUBLIC	GENERAL	10000.
SALVATION ARMY 1370 PENNSYLVANIA STREET DENVER, CO 80203	NONE	PUBLIC	GENERAL	1000.
SISTER CARMEN COMMUNITY CENTER INC. 655 ASPEN RIDGE DRIVE LAFAYETTE, CO 80026	NONE	PUBLIC	GENERAL	1000.
SISTERS OF THE CATHOLIC APOSTATE 98 HARRIMAN HEIGHTS ROAD HARRIMAN, NY 10926	NONE	PUBLIC	GENERAL	5000.
SPAY NEUTER INJECT PROJECT SAN ANTONIO P.O. BOX 90325 SAN ANTONIO, TX 78209	NONE	PUBLIC	TO SUPPORT "BIG FIX COSTS" (\$2,000) AND "RACE FOR THE RESCUES" (\$2,000)	4000.
ST. JEANNE BAPTISTE PAROCHIAL HIGH SCHOOL 173 EAST 75TH STREET NEW YORK, NY 10021	NONE	PUBLIC	TO SUPPORT THE DOROTHY WALSH WATERS '34 MEMORIAL FUND	5000.
Total from continuation sheets				

Part XV . Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
STAR HOUSE FOUNDATION INC. 890-F ATLANTA STREET, #138 ROSWELL, GA 30075	NONE	PUBLIC	GENERAL	9000.
STEVE MACKO SCHOLARSHIP FUND 2111 FOREST PARK BLVD FORT WORTH, TX 76110	NONE	PUBLIC	GENERAL	2250.
THE CAMPUS KITCHENS PROJECT 19 EYE STREET NW WASHINGTON, DC 20001	NONE	PUBLIC	GENERAL	9000.
THORNE ECOLOGICAL INSTITUTE P.O. BOX 19107 BOULDER, CO 80308-2107	NONE	PUBLIC	TO SUPPORT PROGRAMS FOR UNDERSERVED CHILDREN	2500.
WHISPERING HOPE RANCH FOUNDATION P.O. BOX 54070 PHOENIX, AZ 85078	NONE	PUBLIC	GENERAL	10000.
WOMEN'S VOICES FOR THE EARTH 114 W. PINE STREET MISSOULA, MT 59807	NONE	PUBLIC	GENERAL	3000.
WORLD WILDLIFE FUND 1250 24TH STREET, NW WASHINGTON, DC 20090	NONE	PUBLIC	ALL FUNDS ARE RESTRICTED TO TRAFFIC.	2000.
CAREPARTNERS FOUNDATION P.O. BOX 25338 ASHEVILLE, NC 28813	NONE	PUBLIC	GENERAL	10000.
COMMON BODY 3971 SAVANNAH COURT BOULDER, CO 80301	NONE	PUBLIC	GENERAL	1500.
FELLOWSHIP OF CHRISTIAN ATHLETES P.O. BOX 434 LOWELL, AR 72745	NONE	PUBLIC	TO SUPPORT FCA CAMP SCHOLARSHIP PROGRAM FOR SILOAM SPRINGS STUDENTS	2000.
Total from continuation sheets				

23-7836361

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XV . Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BLACK MOUNTAIN HOME FOR CHILDREN, YOUTH & FAMILIES
TO SUPPORT THE EVERYDAY FUND (\$4,000), THE EARTH CLUB (\$1,500), THE
MOUNTAIN BIKE CLUB (\$1,500)

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM U.S. COMMODITY INDEX K-1	252.	0.	252.	252.	
GLENMEDE TRUST - CUSTODY ACCOUNT	103083.	13170.	89913.	89913.	
TO PART I, LINE 4	103335.	13170.	90165.	90165.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NACHMIAS MORRIS & ALT PC - LEGAL	8765.	0.		8765.
TO FM 990-PF, PG 1, LN 16A	8765.	0.		8765.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FARLEY DRAIN & CO PC - ACCOUNTING	3364.	0.		3364.
TO FORM 990-PF, PG 1, LN 16B	3364.	0.		3364.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GLENMEDE TRUST COMPANY - COMMISSIONS	18640.	18640.		0.
TO FORM 990-PF, PG 1, LN 16C	18640.	18640.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORM 990-PF REFUND 8/31/2016	-1906.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-1906.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM US COMMODITY INDEX K-1	653.	653.		0.
TO FORM 990-PF, PG 1, LN 23	653.	653.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - PAGES 36 TO 45	2853096.	3733302.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2853096.	3733302.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - PAGES 36 TO 45	657784.	647396.
TOTAL TO FORM 990-PF, PART II, LINE 10C	657784.	647396.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - PAGES 36 TO 45	COST	526601.	520964.
TOTAL TO FORM 990-PF, PART II, LINE 13		526601.	520964.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KENNETH M. WATERS 4606 HIGHWAY 56, #415 BELLS, TX 75414-2574	TRUSTEE 1.00	0.	0.	0.
DR. T. PATRICK WATERS III 3229 RANKIN AVENUE DALLAS, TX 75205	TRUSTEE 1.00	0.	0.	0.
CHRISTINA G. ALT 605 MAIN STREET, SUITE 212 RIVERTON, NJ 08077	TRUSTEE 0.50	0.	0.	0.
DAMON C. WATERS 1865 NORWOOD AVENUE BOULDER, CO 80304	TRUSTEE 1.00	0.	0.	0.
BRENDEN WATERS 1577 PARK CREEK LANE NE BROOKHAVEN, GA 30319	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.