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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

- Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No. 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning **SEP 1, 2018**, and ending **AUG 31, 2019**

Name of foundation

THE THOMAS P. WATERS FOUNDATION

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

City or town, state or province, country, and ZIP or foreign postal code

RIVERTON, NJ 08077

A Employer identification number

23-7836361

B Telephone number

(856) 733-6608C 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 ☐

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)

\$ 5132285.

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

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).)

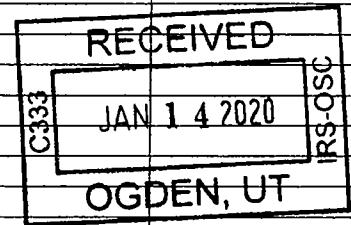
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	118949.	118949.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	211817.			
	b Gross sales price for all assets on line 6a	2186182.			
	7 Capital gain net income (from Part IV, line 2)		211817.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	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	330766.	330766.		
	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	12652.	0.	12652.
	b Accounting fees	STMT 3	2767.	0.	2767.
	c Other professional fees	STMT 4	20320.	20320.	0.
	17 Interest				
	18 Taxes	STMT 5	12170.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		17028.	5108.	11920.
22 Printing and publications					
23 Other expenses	STMT 6	905.	905.	0.	
24 Total operating and administrative expenses. Add lines 13 through 23		65842.	26333.	27339.	
25 Contributions, gifts, grants paid		246000.		246000.	
26 Total expenses and disbursements. Add lines 24 and 25		311842.	26333.	273339.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		18924.			
b Net investment income (if negative, enter -0-)			304433.		
c Adjusted net income (if negative, enter -0-)			N/A		



g26

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	85864.	251470.	251470.
	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	2999979.	2902114.	3614899.
	c Investments - corporate bonds STMT 8	809691.	809650.	815098.
	11 Investments - land, buildings, and equipment, basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	537396.	488620.	450818.	
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 1)	4432930.	4451854.	5132285.	
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	4432930.	4451854.	
	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	4432930.	4451854.		
31 Total liabilities and net assets/fund balances	4432930.	4451854.		

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	4432930.
2 Enter amount from Part I, line 27a	2	18924.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4451854.
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	4451854.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 2186182.		1974365.	211817.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			211817.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	211817.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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 doesn't 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))
2017	257169.	5421296.	.047437
2016	274994.	4857638.	.056611
2015	273843.	4682590.	.058481
2014	279996.	5075061.	.055171
2013	212887.	4821303.	.044155

2 Total of line 1, column (d)	2	.261855
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.052371
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	5158599.
5 Multiply line 4 by line 3	5	270161.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3044.
7 Add lines 5 and 6	7	273205.
8 Enter qualifying distributions from Part XII, line 4	8	273339.

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

THE THOMAS P. WATERS FOUNDATION

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	SALE OF PUBLICLY TRADED SECURITIES		VARIOUS	12/31/18
b	SALE OF PUBLICLY TRADED SECURITIES		VARIOUS	12/31/18
c	SALE OF PUBLICLY TRADED SECURITIES		VARIOUS	12/31/18
d	SALE OF PUBLICLY TRADED SECURITIES		VARIOUS	12/31/18
e	LITIGATION PROCEEDS - AIG	P	VARIOUS	10/05/18
f	LITIGATION PROCEEDS - MERCK	P	VARIOUS	12/07/19
g	LITIGATION PROCEEDS - MARVELL TECHNOLOGY	P	VARIOUS	02/07/19
h	LITIGATION PROCEEDS - PFIZER	P	VARIOUS	06/07/19
i	LITIGATION PROCEEDS - BRIXMOR PROPERTY GROUP	P	VARIOUS	08/07/19
j	FROM US COMMODITY INDEX K-1			
k	FROM US COMMODITY INDEX K-1			
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

(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 37267.		33102.	4165.
b 1096577.		1133845.	-37268.
c 146983.		145028.	1955.
d 837088.		650352.	186736.
e 39.			39.
f 1009.			1009.
g 282.			282.
h 223.			223.
i 110.			110.
j		4815.	-4815.
k		7223.	-7223.
l 66604.			66604.
m			
n			
o			

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

(l) Losses (from col. (h))
Gains (excess of col. (h) gain over col. (k),
but not less than "-0-")

(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4165.
b			-37268.
c			1955.
d			186736.
e			39.
f			1009.
g			282.
h			223.
i			110.
j			-4815.
k			-7223.
l			66604.
m			
n			
o			

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	211817.
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 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3044.
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	3044.
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	3044.
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	6028.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	6028.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.
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	2984.
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax <input checked="" type="checkbox"/> 2984. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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		X
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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> 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	X	
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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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	11	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	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NONE</u>	13	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	N/A
16 At any time during calendar year 2018, 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 ►	16	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. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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. ►		
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 2018 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 2018.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2018?	4b	X

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

	Yes	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/>	
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	
If "Yes," attach the statement required by Regulations section 53.4945-5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and 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.

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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	5099075.
b	Average of monthly cash balances	1b	138081.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5237156.
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	5237156.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	78557.
5	Net value of noncharitable use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5158599.
6	Minimum investment return. Enter 5% of line 5	6	257930.

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	257930.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	3044.
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3044.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	254886.
4	Recovery of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	254886.
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	254886.

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	273339.
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	273339.
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	3044.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	270295.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				254886.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014	35855.			
c From 2015	42613.			
d From 2016	38246.			
e From 2017				
f Total of lines 3a through e	116714.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 273339.				
a Applied to 2017, 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 2018 distributable amount				254886.
e Remaining amount distributed out of corpus	18453.			
5 Excess distributions carryover applied to 2018 (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	135167.			
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 2017. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	135167.			
10 Analysis of line 9:				
a Excess from 2014	35855.			
b Excess from 2015	42613.			
c Excess from 2016	38246.			
d Excess from 2017				
e Excess from 2018	18453.			

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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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 2018, enter the date of the ruling

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

☐ 4942(j)(3) or ☒ 4942(j)(5)

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

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.

- 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., 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 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 AND HEARTS 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 (\$3,000), THE EARTH CLUB (\$3,000), THE MOUNTAIN BIKE CLUB	8000.
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	2000.
Total	SEE CONTINUATION SHEET(S)			246000.
b Approved for future payment				
NONE				
Total				0.

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 3395 NE EXPRESSWAY, SYITE 100 ATLANTA, GA 30341	NONE	PUBLIC	LAURA SNITZER BOOZER FUND - PEDIATRIC ONCOLOGY NURSING SCHOLARSHIP	4000.
COLORADO HAITI PROJECT 2980 17TH STREET BOULDER, CO 80304	NONE	PUBLIC	GENERAL	5000.
CONSCIOUS ALLIANCE 2525 ARAPAHOE AVE, STE E4-182 BOULDER, CO 80304	NONE	PUBLIC	TO SUPPORT PINE RIDGE RESERVATION PROGRAMS (\$4,000), GENERAL (\$1,000), TO SUPPORT PROGRAMS THAT FEED THE	10000.
CROSS CHURCH INC. 2801 W. MCMILLAN DRIVE FAYETTEVILLE, AR 72701	NONE	PUBLIC	TO SUPPORT THE BLESSING BASKETS (\$2,000) AND LOTTIE MOON OFFERING (\$1,000)	3000.
DOCTORS WITHOUT BORDERS USA 40 RECTOR STREET, 16TH FLOOR NEW YORK, NY 10006-1705	NONE	PUBLIC	GENERAL	2000.
EARTHWORKS 1612 K STRET, NW, STE 904 WASHINGTON, DC 20006	NONE	PUBLIC	TO SUPPORT DITCH OCEAN DUMPING PROGRAM	1000.
EMERGENCY FAMILY ASSISTANCE ASSOCIATION 1575 YARMOUTH AVENUE BOULDER, CO 80304	NONE	PUBLIC	GENERAL	8000.
ENGINEERS WITHOUT BORDERS USA INC. 1031 33RD STREET, SUITE 210 DENVER, CO 80205	NONE	PUBLIC	GENERAL	1000.
FIRST NATIONS DEVELOPMENT INSTITUTE 2432 MAIN STREET, 2ND FLR LONGMONT, CO 80501	NONE	PUBLIC	TO SUPPORT NATIVE ARTS INITIATIVE AND INVESTING IN NATIVE YOUTH	3000.
FOOTHILLS CARING CORPS INC. P.O. BOX 831 CAREFREE, AZ 85377	NONE	PUBLIC	GENERAL	10000.
Total from continuation sheets				227000.

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
FOUR KINGDOMS COUNCIL P.O. BOX 408 BOULDER, CO 80306	NONE	PUBLIC	GENERAL	2000.
FRIENDS OF THE BOULDER COMMUNITY SCHOOL OF INTEGRATED STUDIES 3995 EAST AURORA AVENUE BOULDER, CO 80303	NONE	PUBLIC	GENERAL	3000.
GROWING GARDENS OF BOULDER COUNTY INC. P.O. BOX 1066 BOULDER, CO 80306	NONE	PUBLIC	GENERAL	3000.
HEROES AMONG US TEXAS 2900 CROOKED STICK DRIVE PLANO, TX 75093	NONE	PUBLIC	TO SUPPORT THE FT. HOOD WARRIOR TRANSITION UNIT CHRISTMAS BASKETS	1000.
HOMeward BOUND OF WESTERN NORTH CAROLINA P.O. BOX 1166 ASHEVILLE, NC 28802	NONE	PUBLIC	TO SUPPORT THE PATHWAYS PROGRAM	6500.
HOPEKIDS INC. P.O. BOX 1628 KELLER, TX 76244	NONE	PUBLIC	GENERAL	5000.
IGNATIAN LAY VOLUNTEER CORPS 801 ST. PAUL STREET BALTIMORE, MD 21202	NONE	PUBLIC	GENERAL	2000.
KIWANIS CLUB OF THE FOOTHILLS BOULDER FOUNDATION 4650 SHAWNEE PLACE BOULDER, CO 80303	NONE	PUBLIC	TO SUPPORT THE SERVICE DOGS FOR KIDS PROJECT	3000.
MANNA FOOD BANK INC. 627 SWANNANOA RIVER ROAD ASHEVILLE, NC 28805	NONE	PUBLIC	TO SUPPORT MANNA PACKS PROGRAM	5000.
MINDS MATTER OF DENVER INC. P.O. BOX 48162 DENVER, CO 80204	NONE	PUBLIC	FOR TUITION SUPPORT	7000.
Total from continuation sheets				

THE THOMAS P. WATERS FOUNDATION

23-7836361

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
MOVING TO END SEXUAL ASSAULT 1455 DIXON AVENUE, SUITE 210 LAFAYETTE, CO 80026	NONE	PUBLIC	TO SUPPORT THE MEN STANDING UP PROGRAM	1000.
NORTH TEXAS PATRIOT ANGLERS 509 BRIAROAKS DRIVE LAKE DALLAS, TX 75065	NONE	PUBLIC	GENERAL	10000.
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.
RED RIVER MINISTRIES INC. 3112 WINDSOR ROAD, SUITE A112 AUSTIN, TX 78703	NONE	PUBLIC	GENERAL	2000.
ROCKY MOUNTAIN INSTITUTE 2490 JUNCTION PLACE, STE 200 BOULDER, CO 80302	NONE	PUBLIC	TO SUPPORT SUSTAINABLE BUILDING	2500.
RON & VICKI SANTO DIABETIC ALERT DOGS FOUNDATION 5416 EAST FELLARS SCOTTSDALE, AZ 85254	NONE	PUBLIC	GENERAL	8000.
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 APOSTOLATE 98 HARRIMAN HEIGHTS ROAD HARRIMAN, NY 10926	NONE	PUBLIC	GENERAL	7000.
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
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.
STAR HOUSE FOUNDATION INC. 890-F ATLANTA STREET, #138 ROSWELL, GA 30075	NONE	PUBLIC	GENERAL	6000.
STEVE MACKO SCHOLARSHIP FUND 2111 FOREST PARK BLVD FORT WORTH, TX 76110	NONE	PUBLIC	GENERAL	2000.
THE CAMPUS KITCHENS PROJECT 135 S. COLLEGE STREET AUBURN, AL 36849	NONE	PUBLIC	GENERAL	6000.
THORNE ECOLOGICAL INSTITUTE P.O. BOX 19107 BOULDER, CO 80308-2107	NONE	PUBLIC	TO SUPPORT PROGRAMS FOR UNDERSERVED CHILDREN	2000.
WHISPERING HOPE RANCH FOUNDATION P.O. BOX 54070 PHOENIX, AZ 85078	NONE	PUBLIC	GENERAL	8000.
WOMEN'S VOICES FOR THE EARTH 114 W. PINE STREET MISSOULA, MT 59807	NONE	PUBLIC	GENERAL	3000.
WORLD WILDLIFE FUND INC. 1250 24TH STREET, NW WASHINGTON, DC 20000	NONE	PUBLIC	ALL FUNDS ARE RESTRICTED TO TRAFFIC.	2000.
ACA CAMP SCHOLARSHIP PROGRAM 1123 MONTREAT ROAD BLACK MOUNTAIN, NC 28711	NONE	PUBLIC	TO SUPPORT TO SUPPORT THE MERRI-MAC AND TIMBERLAKE SCHOLARSHIP FUND	2000.
ATLANTA CENTER FOR SELF SUFFICIENCY 160 EDGEWOOD AVENUE NE ATLANTA, GA 30312	NONE	PUBLIC	TO SUPPORT CAFE 458	6000.
Total from continuation sheets				

THE THOMAS P. WATERS FOUNDATION

23-7836361

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
BE THE DIFFERENCE FOUNDATION P.O. BOX 540954 DALLAS, TX 75354	NONE	PUBLIC	GENERAL	1000.
EYE CARE 4 KIDS 6895 S. STATE STREET MIDVALE, UT 84047	NONE	PUBLIC	TO SUPPORT ARIZONA CLINIC AND/OR ALHAMBRA RESOURCE CENTER	10000.
FELLOWSHIP OF CHRISTIAN ATHLETES P.O. BOX 434 LOWELL, AR 72745	NONE	PUBLIC	TO SUPPORT THE FCA CAMP SCHOLARSHIP PROGRAM FOR SLOAM SPRINGS STUDENTS	1000.
FIRST TEE OF NORTHWEST ARKANSAS 715 N. MONROE AVENUE LOWELL, AR 72745	NONE	PUBLIC	TO SUPPORT THE ANGEL SCHOLARSHIP PROGRAM	2000.
FOOTBRIDGE FOUNDATION INC. 431 KING WILLIAM SAN ANTONIO, TX 78204	NONE	PUBLIC	GENERAL	4000.
FRIENDS SCHOOL INC. 5465 PENNSYLVANIA AVENUE BOULDER, CO 80303	NONE	PUBLIC	TO SUPPORT THE MORNING MOVEMENT (FOR MIDDLE SCHOOL)	3000.
MONASTERY OF THE HOLY SPIRIT 2625 HIGHWAY 212 SW CONYERS, GA 30094	NONE	PUBLIC	TO SUPPORT THE "SEASON OF RENEWAL" CAPITAL CAMPAIGN - BUILDING FUND	6000.
NATIONAL OVARIAN CANCER COALITION INC. 3800 MAPLE AVENUE, SUITE 435 DALLAS, TX 75219	NONE	PUBLIC	GENERAL	7000.
PANCREATIC CANCER ACTION NETWORK 1500 ROSECRANS AVENUE, SUITE 200 MANHATTAN BEACH, CA 90266	NONE	PUBLIC	TO SUPPORT PURPLE STRIDE - ATLANTA 2019 (GIVEN IN MEMORY OF JIM WATERS)	8000.
SHHEP DOG IMPACT ASSISTANCE 1200 W. WALNUT STREET, SUITE 2301 ROGERS, AR 72756	NONE	PUBLIC	TO SUPPORT OUTDOOR ADVENTURES	1000.
Total from continuation sheets				

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 (\$3,000), THE EARTH CLUB (\$3,000), THE
MOUNTAIN BIKE CLUB (\$2,000)

NAME OF RECIPIENT - CONSCIOUS ALLIANCE
TO SUPPORT PINE RIDGE RESERVATION PROGRAMS (\$4,000), GENERAL (\$1,000),
TO SUPPORT PROGRAMS THAT FEED THE HUNGRY (\$5,000)

Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | | | |
|---------------------------------------|---|---|--------------------------|--|---------------------------------|
| Paid
Preparer
Use Only | Print/Type preparer's name
THOMAS J. FARLEY,
JR. | Preparer's signature
<i>Thomas J. Farley CPA</i> | Date
12/2/2019 | Check <input type="checkbox"/> if
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 |

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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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	1697.	0.	1697.	1697.	
GLENMEDE TRUST - CUSTODY ACCOUNT	183856.	66604.	117252.	117252.	
TO PART I, LINE 4	185553.	66604.	118949.	118949.	

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NACHMIAS MORRIS & ALT PC - LEGAL	12652.	0.		12652.
TO FM 990-PF, PG 1, LN 16A	12652.	0.		12652.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FARLEY DRAIN & CO PC - ACCOUNTING	2767.	0.		2767.
TO FORM 990-PF, PG 1, LN 16B	2767.	0.		2767.

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	20320.	20320.		0.
TO FORM 990-PF, PG 1, LN 16C	20320.	20320.		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 8/31/2018	6142.	0.		0.
FORM 990PF - 8/31/2019	6028.	0.		0.
TO FORM 990-PF, PG 1, LN 18	12170.	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	905.	905.		0.
TO FORM 990-PF, PG 1, LN 23	905.	905.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - PAGES 26 TO 35	2902114.	3614899.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2902114.	3614899.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - PAGES 26 TO 35	809650.	815098.
TOTAL TO FORM 990-PF, PART II, LINE 10C	809650.	815098.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - PAGES 26 TO 35	COST	488620.	450818.
TOTAL TO FORM 990-PF, PART II, LINE 13		488620.	450818.

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
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 3676 26TH STREET BOULDER, CO 80304	TRUSTEE 1.00	0.	0.	0.
BRENDEN WATERS 301 CHESTERFIELD COVE WOODSTOCK, GA 30189	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.