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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning SEP 1, 2008, and ending AUG 31, 2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.Name of foundation
THE DAVID R. AND PATRICIA D. ATKINSON
FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

100 OVERLOOK CENTER, 2ND FLOOR

City or town, state, and ZIP code

PRINCETON, NJ 08540

A Employer identification number

22-3753685

B Telephone number

(609) 375-2076

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐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)

\$ 22,057,811. (Part I, column (d) must be on cash basis.)

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify) _____

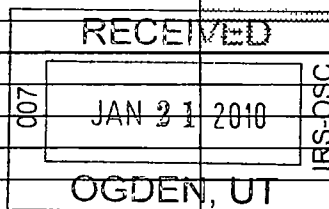
Part I Analysis of Revenue and Expenses

(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	11,992.	11,992.		STATEMENT 2
4 Dividends and interest from securities	607,803.	607,803.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<2,442,915.>			STATEMENT 1
b Gross sales price for all assets on line 6a	14,177,096.			
7 Capital gain net income (from Part IV, line 2)		0.		
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	<1,823,120.>	619,795.		
13 Compensation of officers, directors, trustees, etc.	30,000.	17,500.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	2,860.	2,860.		0.
c Other professional fees				
17 Interest				
18 Taxes STMT 5	52,700.	5,654.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	980.	980.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	86,540.	26,994.		0.
25 Contributions, gifts, grants paid	1,051,500.			1,051,500.
26 Total expenses and disbursements. Add lines 24 and 25	1,138,040.	26,994.		1,051,500.
27 Subtract line 26 from line 12	<2,961,160.>			
a Excess of revenue over expenses and disbursements		592,801.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			N/A	

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**THE DAVID R. AND PATRICIA D. ATKINSON
FOUNDATION**

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	1,144,879.	970,070.	970,070.	
	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	22,999,042.	20,212,691.	21,087,741.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	24,143,921.	21,182,761.	22,057,811.	
	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.			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>	27 Capital stock, trust principal, or current funds	3,569,538.	3,569,538.	
		28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	20,574,383.	17,613,223.	
		30 Total net assets or fund balances	24,143,921.	21,182,761.	
	31 Total liabilities and net assets/fund balances	24,143,921.	21,182,761.		

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	24,143,921.
2 Enter amount from Part I, line 27a	2	<2,961,160.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	21,182,761.
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	21,182,761.

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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 SCHEDULE ATTACHED		P		
b				
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 14,177,096.		16,620,011.	<2,442,915.>
b			
c			
d			
e			

(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			<2,442,915.>
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<2,442,915.>
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 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))
2007	1,159,556.	27,544,717.	.042097
2006	781,001.	20,965,409.	.037252
2005	529,082.	16,218,821.	.032621
2004	413,061.	11,523,520.	.035845
2003	318,295.	8,936,067.	.035619

2 Total of line 1, column (d)	2	.183434
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	.036687
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	19,989,653.
5 Multiply line 4 by line 3	5	733,360.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,928.
7 Add lines 5 and 6	7	739,288.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,051,500.

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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 letter _____ (attach copy of ruling 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	5,928.
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	5,928.
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	5,928.
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	40,800.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	40,800.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	34,872.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax <input checked="" type="checkbox"/> 6,000. Refunded <input checked="" type="checkbox"/>	11	28,872.	

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?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			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.	2		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	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		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?	6	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.	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NJ			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **N/A**

14 The books are in care of **DAVID R. ATKINSON** Telephone no **609-375-2076**
 Located at **100 OVERLOOK CENTER, 2ND FL, PRINCETON, NJ** ZIP+4 **08540**

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**

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years N/A		
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)	N/A	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 2008 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 2008)	N/A	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 2008?		4b X

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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 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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

If you answered "Yes" to 6b, also 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

X

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
DAVID R. ATKINSON 100 OVERLOOK CENTER, 2ND FL. PRINCETON, NJ 08540	TRUSTEE 1.00	0.	0.	0.
PATRICIA D. ATKINSON 100 OVERLOOK CENTER, 2ND FL. PRINCETON, NJ 08540	TRUSTEE 1.00	0.	0.	0.
STEVEN R. ATKINSON 100 OVERLOOK CENTER, 2ND FL. PRINCETON, NJ 08540	TRUSTEE 3.00	20,000.	0.	0.
PAUL D. ATKINSON 100 OVERLOOK CENTER, 2ND FL. PRINCETON, NJ 08540	TRUSTEE 1.00	10,000.	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

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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	19,177,432.
b	Average of monthly cash balances	1b	1,116,632.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	20,294,064.
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	20,294,064.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	304,411.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,989,653.
6	Minimum investment return. Enter 5% of line 5	6	999,483.

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	999,483.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	5,928.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,928.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	993,555.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	993,555.
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	993,555.

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	1,051,500.
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	1,051,500.
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	5,928.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,045,572.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				993,555.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			1,051,290.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 1,051,500.				
a Applied to 2007, but not more than line 2a			1,051,290.	
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 2008 distributable amount				210.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (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	0.			
b Prior years' undistributed income: Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007: Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2008: Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				993,345.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income**

[illegible]

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				
SEE SCHEDULE ATTACHED	NONE	501(C)(3)	GENERAL	1051500.
Total				1051500.
b Approved for future payment				
NONE				
Total				0.

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11,992.	
4 Dividends and interest from securities			14	607,803.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<2,442,915.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		<1,823,120.>	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 <1,823,120.>	

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	(F) GAIN OR LOSS
SEE SCHEDULE ATTACHED						
	14,177,096.	16,620,011.	0.		0.	<2,442,915.>
CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						<2,442,915.>

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	AMOUNT
BANK OF AMERICA	31.
GOLDMAN SACHS	11,961.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11,992.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS - NOM	607,803.	0.	607,803.
TOTAL TO FM 990-PF, PART I, LN 4	607,803.	0.	607,803.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	2,860.	2,860.			0.
TO FORM 990-PF, PG 1, LN 16B	2,860.	2,860.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL 990-PF EXCISE TAX	43,271.	0.			0.
WITHHELD FOREIGN TAXES ON DIVIDENDS	9,429.	5,654.			0.
TO FORM 990-PF, PG 1, LN 18	52,700.	5,654.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	27.	27.			0.
STATIONERY & POSTAGE	172.	172.			0.
DIVIDENDS CHARGED ON SHORT SALES	781.	781.			0.
TO FORM 990-PF, PG 1, LN 23	980.	980.			0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SECURITIES - SEE SCHEDULE ATTACHED	20,212,691.	21,087,741.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,212,691.	21,087,741.	

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	8
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NAME OF MANAGER

DAVID R. ATKINSON
PATRICIA D. ATKINSON



Statement Detail
ATKINSON FOUNDATION
Holdings

Period Ended August 31, 2009

PUBLIC EQUITY

		Market Value /				
		Quantity	Market Price	Market Value /	Unit Cost	Cost Basis
US EQUITY						
US STOCKS						
ABBOTT LABORATORIES CMN (ABT)		22,000 00	45 2300	995,060 00	46 1485	1,015,267 00
COCA-COLA COMPANY (THE) CMN (KO)		41,000 00	48 7700	1,999,570 00	55 9106	2,292,335 80
COLGATE-PALMOLIVE CO CMN (CL)		20,000 00	72 7000	1,454,000 00	72 7733	1,455,466 00
EMERSON ELECTRIC CO CMN (EMR)		36,000 00	36 8700	1,327,320 00	42 4505	1,528,219 75
EQT CORPORATION CMN (EQT)		40,000 00	39 6700	1,586,800 00	31 8222	1,272,886 00
FLUOR CORPORATION CMN (FLR)		15,000 00	52 9000	793,500 00	43 5909	653,863 50
FPL GROUP INC CMN (FPL)		20,000 00	56 1800	1,123,600 00	52 0289	1,040,578 00
JM SMUCKER CO CMN (SJM)		100 00	52 2700	5,227 00		757.55
MONSANTO COMPANY CMN (MON)		12,500 00	83 8800	1,048,500 00	86 0806	1,076,007 50
PROCTER & GAMBLE COMPANY (THE) CMN (PG)		29,000 00	54 1100	1,569,190 00	45 9302	1,331,975 24
SYSCO CORPORATION CMN (SYI)		45,000 00	25 4900	1,147,050 00	23 9152	1,076,184 00

¹⁴This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit).

Brokerage and securities services provided by Goldman, Sachs & Co Bank Deposit Account. Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA. Member FDIC

Portfolio No 030-17573-1

Page 6 of 14





Statement Detail
ATKINSON FOUNDATION
Holdings (Continued)

Period Ended August 31, 2009

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value /	Unit Cost	Cost Basis
US EQUITY					
US STOCKS					
WAL MART STORES INC CMN (WMT)	20,000.00	50.8700	1,017,400.00	51.7201	1,034,402.00
TOTAL US STOCKS			14,067,217.00		13,777,936.34
NON-US EQUITY					
NON-US STOCKS					
ARKEMA SPONSORED ADR CMN (ARKAY)	400.00	32.6470	13,058.80	28.4862	11,394.48
BP P L C SPONSORED ADR CMN (BP)	31,000.00	51.4500	1,594,950.00	57.6411	1,786,874.20
TOTAL SA SPONSORED ADR CMN (TOT)	26,500.00	57.2700	1,517,655.00	59.4122	1,574,422.52
TOTAL NON-US STOCKS			3,125,663.80		3,372,691.20
CHINA INDEX FUND					
ISHARES FTSE XINHAI CHINA 25 INDEX FD ETF (FXI)	38,000.00	39.3100	1,493,780.00	27.3181	1,038,087.80
EMERGING MARKETS INDEX FUND					
ISHARES MSCI EMERGING MKT INDEX FUND ETF (EEM)	68,000.00	35.3100	2,401,080.00	29.7644	2,023,976.00
TOTAL NON-US EQUITY			7,020,523.80		6,434,755.00
TOTAL PUBLIC EQUITY			21,087,740.80		20,212,691.34

Original Cost is price paid by purchaser adjusted for annual original issue discount payments and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for accretion and/or amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	9
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DAVID R. & PATRICIA D. ATKINSON
100 OVERLOOK CENTER
PRINCETON, NJ 08540

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

WRITTEN LETTER, NATURE OF CHARITABLE ORGANIZATION, VERIFICATION OF FEDERAL
TAX EXEMPT STATUS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY ORGANIZATIONS ORGANIZED & OPERATED FOR CHARITABLE PURPOSES WITHIN THE
MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

THE DAVID R. AND PATRICIA D. ATKINSON FOUNDATION

GOLDMAN SACHS

CAPITAL GAINS (LOSS) 09/01/08 - 8/31/09

Security	Shares	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain or Loss
SLB	7,000	7/16/2007	11/26/2008	323,617.98	627,910.50	(304,292.52)
GE	(65,000)		9/11/2008	1,765,435.59		
	3,000	12/2/2005			106,470.00	
	3,000	3/3/2006			100,080.00	
	14,000	3/27/2006			474,058.20	
	10,000	4/3/2006			349,051.00	
	7,000	10/2/2006			249,064.20	
	13,000	12/18/2006			494,276.90	
	15,000	10/19/2007			608,700.00	
				1,765,435.59	2,381,700.30	(616,264.71)
SLB	(15,000)		9/25/2008	1,311,313.65		
	7,000	4/16/2007			530,294.10	
	8,000	9/25/2008			717,612.00	
				1,311,313.65	1,247,906.10	63,407.55
CVS	(30,000)		10/28/2008	753,985.76		
	(25,000)		10/29/2008	665,373.76		
	20,000	1/12/2007			640,002.00	
	20,000	5/14/2007			754,112.00	
	15,000	10/24/2007			600,450.00	
				1,419,359.52	1,994,564.00	(575,204.48)
PEP	(26,000)		11/7/2008	1,419,974.24		
	2,000	7/18/2006			115,987.40	
	7,000	6/1/2006			427,184.10	
	8,000	11/3/2006			507,018.40	
	5,000	12/18/2006			315,970.00	
	4,000	10/19/2007			286,600.00	
				1,419,974.24	1,652,759.90	(232,785.66)
DOV	(23,500)		1/28/2009	736,605.71		
	6,000	7/7/2004			243,262.80	
	3,000	5/20/2005			111,600.00	
	2,500	12/2/2005			102,693.00	
	6,000	12/18/2006			297,349.20	
	6,000	10/10/2007			303,069.00	
				736,605.71	1,057,974.00	(321,368.29)
SLB	8,000	11/14/2007	4/13/2009	342,071.19	752,400.00	(410,328.81)
ETN	7,000	10/30/2008	5/22/2009	312,740.75	326,678.10	(13,937.35)

Security	Shares	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain or Loss
EMR	5,000	1/3/2001	5/22/2009	162,990.80	188,218.75	(25,227.95)
FLR	(11,000)		5/22/2009	487,635.05		
	6,400	10/11/2000			74,282.36	
	4,000	2/1/2002			63,000.00	
	600	4/5/2004			11,553.00	
				487,635.05	148,835.36	338,799.69
DE	20,000	10/29/2008	8/4/2009	851,864.08	699,064.00	152,800.08
ETN	18,000	10/30/2008	7/30/2009	936,731.90	840,029.40	96,702.50
FLR	(10,000)		7/30/2009	527,286.43		
	3,400	4/5/2004			65,467.00	
	6,600	5/21/2007			287,699.94	
				527,286.43	353,166.94	174,119.49
JCI	(55,000)		8/25/2009	1,352,552.66		
	25,000	1/29/2008			859,352.50	
	20,000	9/11/2008			612,084.00	
	10,000	5/15/2008			354,133.00	
				1,352,552.66	1,825,569.50	(473,016.84)
ABB	(40,000)		8/25/2009	780,475.88		
	32,000	11/26/2007			881,363.20	
	8,000	1/23/2008			188,253.60	
				780,475.88	1,069,616.80	(289,140.92)
ABB	(42,000)		8/31/2009	799,520.79		
	22,000	1/23/2008			517,697.40	
	20,000	9/11/2008			411,622.00	
				799,520.79	929,319.40	(129,798.61)
DE	15,000	10/29/2008	8/31/2009	646,919.85	524,298.00	122,621.85

TOTALS: 14,177,096.07 16,620,011.05 (2,442,914.98)

	Amount	Charitable Organizaion	Street	City	State Zip
1	1,500	ALPHA House	701 Fifth Avenue North	St Petersburg	FL 33701
2	25,000	Alzheimer's Association	225 N. Michigan Avenue - Floor 17	Chicago	IL 60611-1676
3	8,000	American Cancer Society	P O Box 1918	Morristown	NJ 07962
4	3,000	American Heart Association	1 Union Street - Suite 301	Robbinsville	NJ 08691
5	5,000	Anchor House	482 Centre Street	Trenton	NJ 08611
6	4,000	Angel's Wings	601 Hamilton Avenue - Floor 7	Trenton	NJ 08629
7	6,000	APAW	P O Box 162	Princeton Jct.	NJ 08550
8	5,000	Bard Prison Initiative	P O Box 5000	Annandale-on-Huc	NY 12504-5000
9	2,000	Boy Scouts of America	P O Box 152079	Irving	TX 75015-2079
10	3,500	Boys and Girls Club of Trenton	212 Centre Street	Trenton	NJ 08611
11	3,000	Camphill Village Kimberton Hills, Inc	P O Box 1045	Kimberton	PA 19442
12	6,000	Canine Partners for Life	P O. Box 170	Cochranville	PA 19330-0170
13	1,500	Cape May City Volunteer Fire Dept	P O Box 375	Cape May	NJ 08204
14	200,000	CARE	114 Forrest Avenue - Room 106	Narbeth	PA 19072
15	50,000	Cornell - Atkinson Forum in American Studies	American Studies and ILR - 290 Ives Hall	Ithaca	NY 14853-3901
16	5,000	Delaware & Raritan Canal Greenway	One Preservation Place	Princeton	NJ 08540
17	12,500	Doctors Without Borders	333 Seventh Avenue - Floor 2	New York	NY 10001-5004
18	5,000	Dogs for the Deaf	10175 Wheeler Road	Central Point	OR 97502
19	6,000	Elixir Fund	P O. Box 14786	Long Beach	CA 90853
20	105,000	Environmental Defense	257 Park Avenue South	New York	NY 10010
21	5,000	First Presbyterian Church of St Petersburg	701 Beach Dr NE	St Petersburg	FL 33701
22	1,000	Free Library Foundation of Philadelphia (George S Pepper Society)	1901 Vine Street -- Suite 111	Philadelphia	PA 19103-1189
23	4,000	Fresh Air Fund	633 Third Avenue	New York	NY 10017
24	2,000	Friends of WW Open Space	P O. Box 73	West Windsor	NJ 08550
25	3,000	Guide Dog Foundation for the Blind	371 E Jericho Turnpike	Smithtown	NY 11787-9897
26	8,000	Habitat for Humanity	601 N. Clinton Avenue	Trenton	NJ 08638-3446
27	15,000	Heifer Project International	1 World Avenue	Little Rock	AR 72202
28	1,500	Historical Society of West Windsor	P.O. Box 38	Princeton Jct	NJ 08550
29	3,000	Homefront	1880 Princeton Avenue	Lawrenceville	NJ 08648
30	10,000	IAVA (Operation Truth)	770 Broadway - Floor 2	New York	NY 10003
31	12,000	Isles	10 Wood Street	Trenton	NJ 08618
32	5,000	Lifeline	300 South Clinton Avenue	Trenton	NJ 08618
33	2,000	Madison Valley Hospital Foundation	P O Box 993	Enlis	MT 59729
34	4,000	Make-A-Wish Foundation	512 Township Line Road - Suite 133	Blue Bell	PA 19422
35	4,000	Marine Mammal Stranding Center	P O. Box 773	Brigantine	NJ 08203
36	4,000	McCarter Theater	91 University Place	Princeton	NJ 08540
37	15,000	Meals on Wheels c/o American Red Cross	707 Alexander Road - Suite 101	Princeton	NJ 08540
38	10,000	Memorial Sloan Kettering Cancer Center	1275 York Avenue	New York	NY 10021
39	5,000	Mercer County Wildlife Center	P O. Box 161	Titusville	NJ 08560
40	3,500	Mid Atlantic Center for the Arts (MAC)	P O Box 340	Cape May	NJ 08204-0340
41	229,000	The Nature Conservancy (Campaign for a Sustainable Planet)	15 E Ridge Pike - Suite 500	Conshohocken	PA 19428
42	5,000	New Egypt United Methodist Church Trustees' Fund	38 North Main Street	New Egypt	NJ 08533

	Amount	Charitable Organization	Street	City	State	Zip
43	2,000	New Jersey Audubon Society	9 Hardscrabble Road	Bernardsville	NJ	07924
44	14,000	The New York Times Neediest	230 West 41st Street - Suite 1300	New York	NY	10036
45	5,000	Princeton HealthCare System Foundation	253 Witherspoon Street	Princeton	NJ	08450
46	60,000	Project Forward Leap	1706 Race Street - Floor 2	Philadelphia	PA	19103
47	1,500	Project Freedom at Hamilton	223 Hutchinson Road	Robbinsville	NJ	08691
48	6,000	Prostate Cancer Research Institute	5777 W. Century Blvd. - Suite 800	Los Angeles	CA	90045
49	7,000	Reason Foundation	3415 South Sepulveda Blvd. - Suite 400	Los Angeles	CA	90034-6064
50	5,000	Rocky Mountain Institute	1739 Snowmass Creek Road	Snowmass	CO	81654-9199
51	40,000	Salvation Army - National Division	615 Slaters Lane	Alexandria	VA	22314
52	10,000	The Seeing Eye	P.O. Box 375	Morristown	NJ	07963-0375
53	8,000	STRIVE	240 East 123rd Street	New York	NY	10035-2038
54	20,000	Trenton Area Soup Kitchen	72 1/2 Escher Street - Box 872	Trenton	NJ	08605
55	3,000	United Cerebral Palsy of Philadelphia & Vicinity	102 East Mermaid Lane	Philadelphia	PA	19118
56	8,000	The Virginia Institute of Autism	1414 Westwood Road	Charlottesville	VA	22903
57	5,000	Visitation Home	P.O. Box 11242	Hamilton	NJ	08620
58	10,000	WHYY TV 12	150 North Sixth Street	Philadelphia	PA	19106
59	25,000	World Wildlife Fund	1250 24th Street N.W. -- P.O. Box 97180	Washington	DC	20090-7180
60	2,000	Yardley-Makefield EMS	1140 Edgewood Road	Yardley	PA	19067
61	1,000	Ray of Hope Foundation	P.O. Box 746	Beaverton	OR	97075-0746
62	10,000	New Hope Solebury School District Lower Elementary	180 West Bridge Street	New Hope	PA	18938
63	1,000	New Hope Library	93 West Ferry Street	New Hope	PA	18938-1332
	<u>1,051,500</u>	End				