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

2008

Department of the Treasury  
Internal Revenue Service (77)

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 10/01, 2008, and ending 9/30, 2009

G Check all that apply Initial return Final return Amended return Address change Name change

Use the  
IRS label.  
Otherwise,  
print  
or type.  
See Specific  
InstructionsTHE ATMOS FOUNDATION  
P.O. BOX 1016  
ORINDA, CA 94563

A Employer identification number

68-0153116

B Telephone number (see the instructions)

925 254-6487

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 foundationI Fair market value of all assets at end of year  
(from Part II, column (c), line 16)

\$ 1,618,013.

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) (see the instructions))

(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 (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

68,743.

68,743.

68,743.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

-34,419.

b Gross sales price for all assets on line 6a

17,815.

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/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

34,324.

68,743.

68,763.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) SEE ST 1

1,607.

b Accounting fees (attach sch) SEE ST 2

5,830.

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) SEE STMT 3

2,630.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

151.

24 Total operating and administrative expenses. Add lines 13 through 23

10,218.

25 Contributions, gifts, grants paid STMT 5

120,000.

26 Total expenses and disbursements. Add lines 24 and 25

130,218.

0.

0.

120,000.

120,000.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

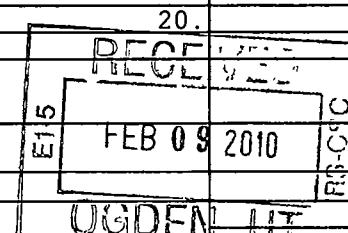
-95,894.

b Net investment income (if negative, enter -0-)

68,743.

c Adjusted net income (if negative, enter 0-)

68,763.



**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>A S S E T S</b>	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	539,081.	586,341.	
	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 (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)	99,863.		
	b Investments — corporate stock (attach schedule) <b>STATEMENT 6</b>	511,800.	485,373.	482,344.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) <b>STATEMENT 7</b>	1,125,000.	1,108,135.	1,135,669.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe <b>SEE STATEMENT 8</b> )		1.		
16 <b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item I)	2,275,744.	2,179,850.	1,618,013.	
<b>L I A B I L I T I E S</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>N E T A S S E T S O R F U N D B A L A N C E S</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/>			
	24 Unrestricted	2,275,744.	2,179,850.	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b> (see the instructions)	2,275,744.	2,179,850.	
	31 <b>Total liabilities and net assets/fund balances</b> (see the instructions)	2,275,744.	2,179,850.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,275,744.
2 Enter amount from Part I, line 27a	2	-95,894.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,179,850.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,179,850.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1 a SEE STATEMENT 9</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		<b>2</b>	-34,419.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">           If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0-            in Part I, line 8         </div>		<b>3</b>	20.

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	121,000.	2,487,948.	0.048634
2006	127,075.	2,527,108.	0.050285
2005	123,022.	2,463,910.	0.049930
2004	129,706.	2,504,849.	0.051782
2003	125,616.	2,524,146.	0.049766

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.250397
<b>3</b> 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	<b>3</b>	0.050079
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	<b>4</b>	2,200,684.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	110,208.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	687.
<b>7</b> Add lines 5 and 6	<b>7</b>	110,895.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	120,000.

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

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

1 a 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	687.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	687.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	687.
6 Credits/Payments			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	2,000.	
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	2,000.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,313.	
11 Enter the amount of line 10 to be: <b>Credited to 2009 estimated tax</b> 1,313. <b>Refunded</b>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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 <b>Form 990-T</b> for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions): CA		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JOYCE P. SMAIL C.P.A.</u> Telephone no <u>510 482-0345</u> Located at <u>1228 WELLINGTON STREET, OAKLAND, CA</u> ZIP + 4 <u>94602</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

**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
<b>1 a</b> 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>b</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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
<b>c</b> 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?	1 c	X
<b>2</b> 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))		
<b>a</b> 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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 the instructions)	2 b	N/A
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>3 a</b> 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>b</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)	3 b	N/A
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
<b>b</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?	4 b	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)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 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?

7b N/A

**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 (see instructions).

(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
DOROTEA C. NATHAN 5 HIDDEN LANE ORINDA, CA 94563	CEO, DIRECTO 0	0.	0.	0.
PAUL NATHAN 754 MINER ORINDA, CA 94563	CFO, DIRECTO 0	0.	0.	0.
MARCY NATHAN 754 MINER ROAD ORINDA, CA 94563	SECRETARY 0	0.	0.	0.

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> 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 (see instructions)

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	
<b>Total.</b> 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.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	2,029,739.
<b>b</b> Average of monthly cash balances	<b>1b</b>	204,458.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,234,197.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	2,234,197.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	33,513.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,200,684.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	110,034.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	110,034.
<b>2a</b> Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	687.
<b>b</b> Income tax for 2008 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	687.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	109,347.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	109,347.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	109,347.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	120,000.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	120,000.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	687.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	119,313.

**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 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7				109,347.
<b>2</b> Undistributed income, if any, as of the end of 2007				
<b>a</b> Enter amount for 2007 only			0.	
<b>b</b> Total for prior years. 20__, 20__, 20__		0.		
<b>3</b> Excess distributions carryover, if any, to 2008				
<b>a</b> From 2003	753.			
<b>b</b> From 2004	7,048.			
<b>c</b> From 2005	1,782.			
<b>d</b> From 2006	2,570.			
<b>e</b> From 2007				
<b>f</b> Total of lines 3a through e	12,153.			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 120,000.				
<b>a</b> Applied to 2007, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)	0.			
<b>d</b> Applied to 2008 distributable amount				109,347.
<b>e</b> Remaining amount distributed out of corpus	10,653.			
<b>5</b> Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	22,806.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount — see instructions		0.		
<b>e</b> Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
<b>f</b> Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	753.			
<b>9</b> Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	22,053.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2004	7,048.			
<b>b</b> Excess from 2005	1,782.			
<b>c</b> Excess from 2006	2,570.			
<b>d</b> Excess from 2007				
<b>e</b> Excess from 2008	10,653.			



**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
<b>Total</b>			<b>3a</b>	
<i>b Approved for future payment</i>				
<b>Total</b>			<b>3b</b>	





2008

## FEDERAL STATEMENTS

PAGE 1

THE ATMOS FOUNDATION

68-0153116

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 16A**  
**LEGAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	\$ 1,607.			
TOTAL	<u>\$ 1,607.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 16B**  
**ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	\$ 5,830.			
TOTAL	<u>\$ 5,830.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	\$ 2,595.			
OTHER	25.			
STATE TAX	10.			
TOTAL	<u>\$ 2,630.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	\$ 6.			
POSTAGE	145.			
TOTAL	<u>\$ 151.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

## THE ATMOS FOUNDATION

68-0153116

**STATEMENT 5  
FORM 990-PF, PART I, LINE 25  
CONTRIBUTIONS, GIFTS, AND GRANTS**CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	GENERAL SUPPORT	
DONEE'S NAME:	ISRAEL ENDOWMENT-OSTEOPOROSIS	
DONEE'S ADDRESS:	41 E. 42ND STREET #607 NEW YORK, NY 10017,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C) 3	
AMOUNT GIVEN:		\$ 5,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT	
DONEE'S NAME:	ISRAEL ENDOWMENT-KEREN OR. INC	
DONEE'S ADDRESS:	41 E. 42ND STREET #607 NEW YORK, NY 10017,	
RELATIONSHIP OF DONEE:		
ORGANIZATIONAL STATUS OF DONEE:	501(C) 3	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT	
DONEE'S NAME:	SAMARITAN NEIGHBORHOOD	
DONEE'S ADDRESS:	534 22ND STREET OAKLAND, CA 94612,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C) 3	
AMOUNT GIVEN:		10,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT	
DONEE'S NAME:	ISRAEL ENDOWMENT-ERAN CENTER	
DONEE'S ADDRESS:	41 E. 42ND STREET #607 NEW YORK, NY 10017,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C) 3	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT	
DONEE'S NAME:	HOME FOR JEWISH PARENTS	
DONEE'S ADDRESS:	4000 CAMINO TASSAJARA DANVILLE, CA 94506,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C) 3	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT	
DONEE'S NAME:	UNITED PARKINSON FOUNDATION	
DONEE'S ADDRESS:	360 W. SUPERIOR STREET CHICAGO, IL 60610,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C) 3	
AMOUNT GIVEN:		10,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT	
DONEE'S NAME:	ISRAEL ENDOWMENT-GIRLS TOWN	
DONEE'S ADDRESS:	41 E. 42ND STREET #607 NEW YORK, NY 10017,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C) 3	
AMOUNT GIVEN:		1,000.



## THE ATMOS FOUNDATION

68-0153116

**STATEMENT 5 (CONTINUED)**  
**FORM 990-PF, PART I, LINE 25**  
**CONTRIBUTIONS, GIFTS, AND GRANTS**

CLASS OF ACTIVITY:	GENERAL SUPPORT	
DONEE'S NAME:	TUTWILER COMMUNITY EDUCATION CENTER	
DONEE'S ADDRESS:	P.O. BOX 448	
	TUTWILER, MISS 38963,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C) 3	
AMOUNT GIVEN:		\$ 5,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT	
DONEE'S NAME:	CHILDREN'S HOSPITAL FOUNDATION	
DONEE'S ADDRESS:	747 FIFTY-SECOND STREET	
	OAKLAND, CA 94609,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C) 3	
AMOUNT GIVEN:		10,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT	
DONEE'S NAME:	MARINE MAMMAL CENTER	
DONEE'S ADDRESS:	MARIN HEADLANDS, GGNRA	
	SAUSALITO, CA 94965,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C) 3	
AMOUNT GIVEN:		10,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT	
DONEE'S NAME:	ISRAEL ENDOWMENT-YOUTH VILLAGE	
DONEE'S ADDRESS:	41 E. 42ND STREET #607	
	NEW YORK, NY 10017,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C) 3	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT	
DONEE'S NAME:	DOCTORS WITHOUT BORDERS	
DONEE'S ADDRESS:	6 EAST 39TH STREET, 8TH FLOOR	
	NEW YORK, NY 10016,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C) 3	
AMOUNT GIVEN:		7,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT	
DONEE'S NAME:	COMMUNITY MUSIC CENTER	
DONEE'S ADDRESS:	544 CAPP STREET	
	SAN FRANCISCO, CA 94110,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C) 3	
AMOUNT GIVEN:		3,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT	
DONEE'S NAME:	ISRAEL GUIDE DOG CENTER FOR THE BLIND	
DONEE'S ADDRESS:	701 EASTON ROAD	
	WARRINGTON, PA 18976,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C) 3	
AMOUNT GIVEN:		10,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT	

## THE ATMOS FOUNDATION

68-0153116

**STATEMENT 5 (CONTINUED)**  
**FORM 990-PF, PART I, LINE 25**  
**CONTRIBUTIONS, GIFTS, AND GRANTS**

DONEE'S NAME:	SAN FRAN. BOYS & GIRLS CLUB		
DONEE'S ADDRESS:	1950 PAGE STREET		
	SAN FRANCISCO, CA 94117,		
RELATIONSHIP OF DONEE:	NONE		
ORGANIZATIONAL STATUS OF DONEE:	501(C)3		
AMOUNT GIVEN:		\$	6,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT		
DONEE'S NAME:	SUSTAINABLE CONSERVATION		
DONEE'S ADDRESS:	212 SECOND ST., 6TH FLOOR		
	SAN FRANCISCO, CA 94105,		
RELATIONSHIP OF DONEE:	NONE		
ORGANIZATIONAL STATUS OF DONEE:	501(3)C		
AMOUNT GIVEN:			4,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT		
DONEE'S NAME:	HOSPICE FOUNDATION OF THE EAST BAY		
DONEE'S ADDRESS:	3470 BUSKIRK AVENUE		
	PLEASANT HILL, CA 94563		
RELATIONSHIP OF DONEE:	NONE		
ORGANIZATIONAL STATUS OF DONEE:	501(C)3		
AMOUNT GIVEN:			10,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT		
DONEE'S NAME:	WOMEN'S AMERICAN ORT FOUNDATION		
DONEE'S ADDRESS:	75 MAIDEN LANE, 10TH FLOOR		
	NEW YORK, NY 10038		
RELATIONSHIP OF DONEE:			
ORGANIZATIONAL STATUS OF DONEE:			
AMOUNT GIVEN:			5,000.
CLASS OF ACTIVITY:	GENERAL SUPPORT		
DONEE'S NAME:	MEALS ON WHEELS OF CONTRA COSTA COUNTY		
DONEE'S ADDRESS:	1330 ARNOLD DRIVE #252		
	MARTINEZ, CA 94553		
RELATIONSHIP OF DONEE:	NONE		
ORGANIZATIONAL STATUS OF DONEE:	501(C)3		
AMOUNT GIVEN:			4,000.
		TOTAL \$	<u>120,000.</u>

**STATEMENT 6**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
1100 CISCO	COST	\$ 24,606.	\$ 25,894.
500 EXXON MOBILE	COST	11,809.	34,305.
1500 GENERAL ELECTRIC	COST	39,084.	24,630.
800 JOHNSON & JOHNSON	COST	25,799.	48,712.
700 PFIZER	COST	23,000.	11,585.
400 ABBOTT LABARATORIES	COST	20,473.	19,788.

## THE ATMOS FOUNDATION

68-0153116

**STATEMENT 6 (CONTINUED)**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
200 AMERICAN EXPRESS CO	COST	\$ 7,174.	\$ 6,780.
160 AMGEN	COST	9,310.	9,637.
300 FANNIE MAE	COST	24,759.	456.
1000 MICROSOFT	COST	27,970.	25,720.
OPTIONS	COST	-855.	-1,133.
1000 ISHARES TR S&P 500 INDEX	COST	90,108.	106,010.
400 MORGAN STANLEY PART SEC 12/30/09	COST	5,104.	4,508.
1000 ISHARES TR DOWJONES SELECT	COST	55,029.	41,270.
300 ISHARES TR U S TREAS INFLATION PRO	COST	30,208.	30,864.
1200 ISHARES TR S&P EUROPE 350	COST	39,641.	46,248.
500 MORGAN STANLEY...NIKKEI 225	COST	15,484.	14,920.
1000 MORGAN STANLEY 4 YR. CAP PROTECTED	COST	11,358.	9,880.
1000 SAFETY FIRST TRUST	COST	9,559.	9,240.
1000 MORGAN STANLEY PRF CAP PRO 8/20/11	COST	10,907.	9,030.
250 E-TRADE	COST	1,028.	438.
200 YAHOO	COST	3,818.	3,562.
	TOTAL	\$ 485,373.	\$ 482,344.

**STATEMENT 7**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
JOHN HANCOCK LIFE INSURANCE ANNUITY	COST	\$ 200,000.	\$ 246,911.
25000 LEHMAN BROS HOLDING NOTE	COST	27,133.	4,313.
90000 CAPITAL ONE BK USA	COST	90,000.	91,276.
90000 COUNTRYWIDE BK	COST	0.	0.
90000 FIRST CHICAGO BK	COST	0.	0.
90000 FIRST FED BK CALIF	COST	0.	0.
90000 FIRST BANK PR SANTURCE	COST	0.	0.
90000 FRANKLIN BK	COST	0.	0.
90000 GE CAP FIN	COST	0.	0.
90000 JOHNSON BANK RACINE	COST	0.	0.
90000 TOWN NORTH BANK	COST	0.	0.
90000 WACHOVIA MTG FSB	COST	0.	0.
BANK MIDWEST NATL ASSOC	COST	100,000.	99,816.
CAPMARK BK MIDVALE UT	COST	100,000.	101,111.
CIT BK SALT LAKE CITY 5/14/12	COST	50,000.	50,614.
CIT BK SALT LAKE CITY 3/25/11	COST	100,000.	101,111.
COMPASS BK BIRMINGHAM	COST	100,000.	101,111.
FIRST BANK P R SANTURCE 2/14/11	COST	100,000.	99,682.
HSBC BK 8/21/15	COST	25,090.	25,058.
HSBC BK 8/28/15	COST	25,072.	24,155.
HSBC BK 6/30/14	COST	50,398.	51,735.
HARRIS INTL	COST	25,234.	22,925.
JP MORGAN CHASE 5/30/14	COST	25,208.	25,000.
STERLING SVGS 2/1/10	COST	90,000.	90,851.
	TOTAL	\$ 1,108,135.	\$ 1,135,669.

**STATEMENT 8**  
**FORM 990-PF, PART II, LINE 15**  
**OTHER ASSETS**

	BOOK VALUE	FAIR MARKET VALUE
ROUNDING	\$ 1.	
TOTAL	\$ 1.	\$ 0.

**STATEMENT 9**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	10 AMER INTL GP	PURCHASED	2/13/1998	8/25/2009
2	200 CITIGROUP	PURCHASED	6/19/2009	9/02/2009
3	400 MORGAN STANLEY PARN SEC MRP	PURCHASED	1/29/2003	12/30/2008
4	400 MORGAN STANLEY CAP PRO N	PURCHASED	2/10/2004	5/15/2009
5	500 TIME WARNER(FROM AOL)	PURCHASED	5/03/1999	3/30/2009
6	OPTIONS	PURCHASED	VARIOUS	VARIOUS
7	TIME WARNER CASH IN LIEU	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	326.		8,378.	-8,052.				\$ -8,052.
2	1,028.		1,008.	20.				20.
3	4,520.		3,931.	589.				589.
4	5,512.		4,652.	860.				860.
5	4,520.		34,046.	-29,526.				-29,526.
6	1,876.		219.	1,657.				1,657.
7	33.		0.	33.				33.
							TOTAL	\$ -34,419.