Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , **and ending**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
ATWATER KENT FOUNDATION, INC.

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

City or town, state, and ZIP code
WILMINGTON, DE 19810-4811

A Employer identification number
51-0081303

B Telephone number
(302) 478-4383

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,817,841.

J Accounting method [ ] Cash [ ] Accrual
[X] Other (specify) TAX BASIS
(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3.	3.		STATEMENT 1
	4 Dividends and interest from securities	17,151.	17,151.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<52,304.>			
	b Gross sales price for all assets on line 6a 398,374.				
	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	<35,150.>	17,154.		
Operating and Administrative Expenses	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 3	270.	203.		67.
	b Accounting fees STMT 4	7,579.	5,684.		1,895.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	248.	45.		15.
	19 Depreciation and depletion				
	20 Occupancy	1,811.	1,358.		453.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	597.	449.		148.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	10,505.	7,739.		2,578.
	25 Contributions, gifts, grants paid	92,000.			92,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	102,505.	7,739.		94,578.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	<137,655.>			
	b **Net investment income** (if negative, enter -0-)		9,415.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,798.	2,084.	2,084.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 982.			
	Less allowance for doubtful accounts ▶	770.	982.	982.
	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	1,332,661.	1,182,028.	1,182,028.
	b Investments - corporate stock	501,475.	513,956.	632,747.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ ROUNDING ADJUSTMENT)	1.	0.	0.
	16 **Total assets** (to be completed by all filers)	1,836,705.	1,699,050.	1,817,841.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,836,705.	1,699,050.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	1,836,705.	1,699,050.	
	31 **Total liabilities and net assets/fund balances**	1,836,705.	1,699,050.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,836,705.
2	Enter amount from Part I, line 27a	2	<137,655.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,699,050.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,699,050.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SCHEDULE ATTACHED		VARIOUS	VARIOUS
b	SCHEDULE ATTACHED		VARIOUS	VARIOUS
c	FIDELITY US GOVT M/M FD		VARIOUS	VARIOUS
d	FIDELITY EMERGING MKT FD		VARIOUS	VARIOUS
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	90,788.		106,734.	<15,946.>
b	307,506.		343,944.	<36,438.>
c	48.			48.
d	32.			32.
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				<15,946.>
b				<36,438.>
c				48.
d				32.
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	<52,304.>
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))
2008	95,351.	1,880,983.	.050692
2007	94,515.	1,992,093.	.047445
2006	94,380.	1,972,600.	.047845
2005	113,751.	1,971,018.	.057712
2004	141,049.	1,980,101.	.071233

2 **Total** of line 1, column (d)	2	.274927
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	.054985
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,763,292.
5 Multiply line 4 by line 3	5	96,955.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	94.
7 Add lines 5 and 6	7	97,049.
8 Enter qualifying distributions from Part XII, line 4	8	94,578.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			1	188.
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	188.
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	188.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,570.		
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	1,570.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	1,382.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	1,382.	Refunded ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		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? *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? N/A	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) ▶ DE			
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 2009 or the taxable year beginning in 2009 (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

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 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 ▶ JAMES R. WEAVER, SECRETARY Telephone no ▶ (302) 478-4383

Located at ▶ 101 SPRINGER BLDG, 3411 SILVERSIDE RD, WILMINGTON ZIP+4 ▶ 19810-4811

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ 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)	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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	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 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 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		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		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

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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	1,790,157.
b	Average of monthly cash balances	1b	<13.>
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,790,144.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,790,144.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,852.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,763,292.
6	**Minimum investment return.** Enter 5% of line 5	6	88,165.

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	88,165.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 188.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	188.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	87,977.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	87,977.
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	87,977.

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	94,578.
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	94,578.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	94,578.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					87,977.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years ____, ____, ____			0.		
3 Excess distributions carryover, if any, to 2009					
a From 2004	43,005.				
b From 2005	16,350.				
c From 2006					
d From 2007					
e From 2008	2,532.				
f Total of lines 3a through e		61,887.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 94,578.					
a Applied to 2008, 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 2009 distributable amount					87,977.
e Remaining amount distributed out of corpus		6,601.			
5 Excess distributions carryover applied to 2009 (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		68,488.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0.
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 2004 not applied on line 5 or line 7		43,005.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		25,483.			
10 Analysis of line 9					
a Excess from 2005	16,350.				
b Excess from 2006					
c Excess from 2007					
d Excess from 2008	2,532.				
e Excess from 2009	6,601.				

923581
02-02-10

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.

HOPE P. ANNAN, PRESIDENT, (302) 478-4383
101 SPRINGER BLDG, 3411 SILVERSIDE RD, WILMINGTON, DE 19810

b The form in which applications should be submitted and information and materials they should include

STATEMENT ATTACHED

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

STATEMENT ATTACHED

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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*				
STATEMENT ATTACHED STATEMENT ATTACHED STATEMENT ATTACHED				92,000.
Total			▶ 3a	92,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	3.	
4 Dividends and interest from securities			14	17,151.	
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	<52,304.>	
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.		<35,150.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <35,150.>

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
3	INCOME GENERATED ONLY TO PROVIDE FUNDS FOR EXEMPT PURPOSES
4	INCOME GENERATED ONLY TO PROVIDE FUNDS FOR EXEMPT PURPOSES
8	INCOME GENERATED ONLY TO PROVIDE FUNDS FOR EXEMPT PURPOSES

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

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

Sign Here

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

James K. Weaver | 4/30/10 | SECRETARY

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date 4-30-10	Check if self-employed ▶ ☐	Preparer's identifying number P00047030
Firm's name (or yours if self-employed), address, and ZIP code	BARBACANE THORNTON & COMPANY 200 SPRINGER BLDG, 3411 SILVERSIDE RD WILMINGTON, DE 19810	EIN ▶ 51-0229493	Phone no (302) 478-8940

Form **990-PF** (2009)

923622
02-02-10

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIDELITY INVESTMENTS CHECKING	2.
FIDELITY INVESTMENTS CORE ACCOUNT	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMORTIZATION PREMIUM/DISCOUNT	29.	0.	29.
FIDELITY INVESTMENTS - AGENT	12,247.	0.	12,247.
US GOVERNMENT SECURITIES	4,875.	0.	4,875.
TOTAL TO FM 990-PF, PART I, LN 4	17,151.	0.	17,151.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	270.	203.		67.
TO FM 990-PF, PG 1, LN 16A	270.	203.		67.

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 FEES	7,579.	5,684.		1,895.
TO FORM 990-PF, PG 1, LN 16B	7,579.	5,684.		1,895.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	188.	0.		0.
DELAWARE ANNUAL FEE	60.	45.		15.
FOREIGN INCOME TAXES	0.	0.		0.
TO FORM 990-PF, PG 1, LN 18	248.	45.		15.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	0.	0.		0.
MISCELLANEOUS	0.	0.		0.
POSTAGE	242.	182.		60.
SOFTWARE MAINTENANCE	0.	0.		0.
STATIONERY & SUPPLIES	221.	166.		55.
TELEPHONE	134.	101.		33.
TRANSPORTATION	0.	0.		0.
TO FORM 990-PF, PG 1, LN 23	597.	449.		148.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U S GOVERNMENT OBLIGATIONS	X		1,182,028.	1,182,028.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,182,028.	1,182,028.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,182,028.	1,182,028.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATION STOCK	503,832.	622,039.
MUTUAL FUNDS	10,124.	10,708.
TOTAL TO FORM 990-PF, PART II, LINE 10B	513,956.	632,747.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HOPE P. ANNAN SEE NOTE ATTACHED PALM BEACH, FL 33480	TRUSTEE & PRESIDENT 0.00	0.	0.	0.
A. ATWATER KENT, III SEE NOTE ATTACHED PALM BEACH, FL 33480	TRUSTEE & VICE-PRESIDENT 0.00	0.	0.	0.
CHRISTOPHER B. KENT SEE NOTE ATTACHED SANTE FE, NM 87501	TRUSTEE & TREASURER 0.00	0.	0.	0.
JAMES R. WEAVER 1343 WEST BALTIMORE PIKE, A-302 MEDIA, PA 19063	SECRETARY 0.00	0.	0.	0.
JOANNE STEPPI 8 SANDALWOOD DRIVE, APT 6 NEWARK, DE 19713	ASSISTANT SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

ATWATER KENT FOUNDATION, INC.
INVESTMENTS
DECEMBER 31, 2009

51-0081303 PART II - LINE 10

Principal Amount		Book Value	Market Value Dec. 31, 2009
	U. S. Government Obligations		
1,182,027.60	Fidelity US Government Reserves	1,182,027.60	1,182,027.60
	Mutual Funds		
187.193	Fidelity Diversified International	5,064.35	5,241.40
241.792	Fidelity Emerging Markets	5,060.02	5,466.92
		10,124.37	10,708.32
Shares			
860	Amphenol Corp. Class A	28,018.89	39,714.80
445	Ansys Inc.	18,852.36	19,339.70
80	Apple Computer Inc.	15,386.40	16,858.56
470	Beckton Dickinson Co.	34,601.40	37,064.20
2,510	Charles Schwab Corp. New	30,257.01	47,238.20
310	Chipotle Mexican Grill Inc. Class B	19,797.90	27,329.60
53	Google Inc. Class A	19,581.74	32,858.94
170	Intercontinental Exchange Int'l.	17,087.49	19,091.00
85	Mastercard Inc. Class A	24,870.40	21,758.30
725	McAfee Inc.	30,137.92	29,413.25
490	Pepsico Inc.	27,237.08	29,792.00
280	Polo Ralph Lauren Corp. Class A	18,524.20	22,674.40
450	Praxair Inc.	29,850.65	36,139.50
395	Proctor & Gamble Co.	21,171.94	23,948.85
855	Qualcomm Inc.	16,143.95	39,552.30
1,000	Staples Inc.	25,991.82	24,590.00
400	Stericycle Inc.	19,679.17	22,068.00
885	Target Corp.	28,645.10	42,807.45
330	United Technologies Corp.	22,603.69	22,905.30
425	Visa Inc. common Class A	24,839.38	37,170.50
850	Yum Brands Inc.	30,553.53	29,724.50
		503,832.02	622,039.35
		1,695,983.99	1,814,775.27

Atwater Kent Manufacturing Co.

REALIZED GAINS AND LOSSES

ATWATER KENT FOUNDATION 51-0081303 PART IV

AKF-FID

From 01-01-09 Through 12-31-09

Security	Quantity	Buy Date	Date Sold	Proceeds	Cost Basis	Gain Or Loss Short Term	Gain Or Loss Long Term
HENRY SCHEIN INC	50.000	05-01-08	01-09-09	1,796.92	2,853.77	-1,056 85	
HENRY SCHEIN INC.	50.000	05-16-08	01-09-09	1,796.93	2,793 19	-996.26	
HENRY SCHEIN INC.	225.000	05-16-08	01-15-09	8,050.42	12,569 33	-4,518 91	
ADOBE SYSTEMS INC. (DE)	190.000	04-29-08	02-02-09	3,611.89	7,150.55	-3,538 66	
AUTOMATIC DATA PROCESS COM	75.000	08-13-07	02-02-09	2,691.98	3,598.42		-906.44
ADOBE SYSTEMS INC. (DE)	110 000	04-29-08	02-26-09	1,873.22	4,139.79	-2,266 57	
ADOBE SYSTEMS INC. (DE)	500 000	02-05-08	03-02-09	8,167.85	17,266.20		-9,098 35
AUTOMATIC DATA PROCESS COM	210.000	08-06-07	03-02-09	6,960.33	10,021 68		-3,061 35
QUALCOMM INC.	110.000	09-09-08	03-06-09	3,656.05	5,085 36	-1,429.31	
QUALCOMM INC.	35.000	09-30-08	03-06-09	1,163 29	1,466 25	-302.96	
AUTOMATIC DATA PROCESS COM	35.000	08-06-07	03-24-09	1,270.54	1,670 28		-399.74
PEPSICO INC	50.000	05-05-05	03-24-09	2,557.32	2,827 10		-269 78
PEPSICO INC	10.000	07-19-05	03-24-09	511.46	549 82		-38 36
QUALCOMM INC.	100.000	09-30-08	03-24-09	3,776.19	4,189.28	-413 09	
FASTENAL CO.	75.000	06-02-08	04-15-09	2,589 98	3,621 75	-1,031 77	
FASTENAL CO.	25.000	06-02-08	04-28-09	912.24	1,207.25	-295 01	
FASTENAL CO	110.000	06-02-08	04-28-09	4,013 88	5,304 20	-1,290 32	
POLO RALPH LAUREN CORPL CL A	60.000	06-25-08	05-13-09	2,815.52	4,014.95	-1,199.43	
POLO RALPH LAUREN CORPL CL A	10.000	06-25-08	05-13-09	470.58	669.16	-198.58	
CHIPOTLE MEXICAN GRILL INC. CL B	90.000	08-20-08	05-18-09	5,906.64	5,957 10	-50 46	
MCGRAW HILL INC	70 000	09-12-08	05-18-09	2,134 68	3,068 66	-933.98	
MCGRAW HILL INC.	95 000	06-10-08	06-02-09	3,031.94	4,120 26	-1,088 32	
MCGRAW HILL INC.	30 000	09-12-08	06-02-09	957 45	1,315.14	-357 69	
MCGRAW HILL INC.	245.000	06-10-08	06-05-09	7,631.68	10,625.92	-2,994.24	
MCGRAW HILL INC.	100.000	10-17-08	06-05-09	3,114.97	2,491.04	623.93	
MCGRAW HILL INC.	165.000	01-09-09	06-05-09	5,139.70	3,829 40	1,310 30	
U S TREASURY NOTE 4 875% Due 06-30-09	200,000	06-26-07	06-30-09	200,000 00	200,000 00		
FASTENAL CO.	20.000	05-28-08	07-02-09	641.61	940 91		-299 30
FASTENAL CO.	15.000	06-02-08	07-02-09	481.21	723.30		-242 09
FASTENAL CO.	150.000	06-17-08	07-02-09	4,812.07	7,220.93		-2,408 86
FASTENAL CO.	205.000	05-28-08	07-07-09	6,327 50	9,644.34		-3,316 84
FASTENAL CO.	35.000	10-15-08	07-07-09	1,080.30	1,332.38	-252 08	
UNITED TECHNOLOGIES CORP	50.000	12-18-07	07-22-09	2,697.03	3,747.25		-1,050.22
UNITED TECHNOLOGIES CORP	150.000	01-07-08	07-22-09	8,091.11	11,307 74		-3,216 63
MSCI INC. CL A	200.000	09-08-08	08-10-09	5,678.57	5,565.98	112.59	
MSCI INC. CL A	20.000	09-09-08	08-10-09	567.86	553.08	14 78	
PAYCHEX INC.	375.000	03-09-07	08-10-09	10,444.13	14,980 93		-4,536 80
PAYCHEX INC	100 000	03-26-07	08-10-09	2,785.10	4,067 78		-1,282 68
PAYCHEX INC.	275 000	03-29-07	08-10-09	7,659 03	10,757.72		-3,098 69
MASTERCARD INC CL A COM	25 000	06-16-08	08-31-09	4,988.14	7,395.23		-2,407 09

Atwater Kent Manufacturing Co.

REALIZED GAINS AND LOSSES

ATWATER KENT FOUNDATION 51-0081303 PART IV

AKF-FID

From 01-01-09 Through 12-31-09

Security	Quantity	Buy Date	Date Sold	Proceeds	Cost Basis	Gain Or Loss Short Term	Gain Or Loss Long Term
POLO RALPH LAUREN CORPL CL A	70.000	06-10-08	09-18-09	5,294.25	4,631 05		663.20
POLO RALPH LAUREN CORPL CL A	30.000	06-25-08	09-18-09	2,268.97	2,007 47		261.50
MSCI INC. CL A	80.000	09-09-08	10-02-09	2,158.78	2,212.32		-53 54
MSCI INC. CL A	100 000	09-10-08	10-02-09	2,698.47	2,728 00		-29.53
MSCI INC. CL A	75.000	09-12-08	10-02-09	2,023 86	1,909 21		114.65
MSCI INC. CL A	100.000	09-16-08	10-02-09	2,698.47	2,395.40		303 07
MSCI INC. CL A	195 000	10-30-08	10-02-09	5,262 03	3,221.53	2,040 50	
MSCI INC. CL A	105.000	10-30-08	10-05-09	2,840.53	1,734.67	1,105 86	
MSCI INC. CL A	125.000	11-06-08	10-05-09	3,381.58	2,036.75	1,344 83	
MSCI INC. CL A	70.000	11-07-08	10-05-09	1,893.68	1,036.70	856.98	
MSCI INC. CL A	30.000	11-07-08	10-05-09	812.61	444.30	368 31	
AUTOMATIC DATA PROCESS COM	25.000	08-06-07	10-28-09	1,004.14	1,193 06		-188.92
AUTOMATIC DATA PROCESS COM	75.000	08-13-07	10-28-09	3,012.41	3,598.42		-586.01
AUTOMATIC DATA PROCESS COM	30.000	08-06-07	10-29-09	1,203.58	1,431.67		-228 09
AUTOMATIC DATA PROCESS COM	105.000	03-26-08	10-29-09	4,212.52	4,478 84		-266 32
AUTOMATIC DATA PROCESS COM	100.000	09-12-08	10-29-09	4,011 93	4,492.34		-480 41
AUTOMATIC DATA PROCESS COM	95.000	03-26-08	10-30-09	3,820 99	4,052 28		-231.29
AUTOMATIC DATA PROCESS COM	50.000	07-24-08	10-30-09	2,011.05	2,094.00		-82.95
AUTOMATIC DATA PROCESS COM	120.000	05-18-09	10-30-09	4,826.51	4,336.08	490 43	
						8,268.51	1,342.42
						-24,214 48	-37,780.27
				398,293.67	**450,677.50**	**-15,945.97**	**-36,437.86**
-52,383.83							
Fidelity U. S. Government Money Market Fd.				47.51		47.51	
Fidelity Emerging Markets				32.28		32.28	
				398,373.46	450,677.50	(15,866.18)	(36,437.86)

SUMMARY

	Proceeds	Cost	Gain (Loss)	Rounding	Per Schedule
Short term	90,787.84	106,733.82	(15,945.98)	0.01	(15,945.97)
Long term	307,505.83	343,943.69	(36,437.86)	0.00	(36,437.86)
Totals	398,293.67	450,677.51	(52,383.84)	0.01	(52,383.83)

Atwater Kent Foundation, Inc. 51-0081303

PART XV - Lines 2b & d

SUGGESTED PROCEDURE FOR GRANT APPLICATION

Application for a grant from the Atwater Kent Foundation, Inc., should be made in writing and directed to the attention of Hope P. Annan, President, in care of the foundation office, 101 Springer Building, 3411 Silverside Road, Wilmington, Delaware 19810. No special form is required; just describe the general activities of your organization and the specific need for, and purpose of, the requested grant.

Please be sure that your application includes the following information:

(1) The complete legal name and address of your organization.
(2) Determination letters from Internal Revenue Service indicating:
  (a) Approval of tax exempt status under Section 501(c)(3) or other appropriate section of the Internal Revenue Code.
  (b) That the organization is not a private foundation.
  (c) For private schools and colleges only, that the institution meets the non-discriminatory policy guidelines of the Internal Revenue Service.
(3) Your most recent annual report and certified financial statements.
(4) A detailed project budget.
(5) For public supported charities qualifying under the provisions of Sections 170(b)(1)(A)(vi) or 509(a)(2) of the Internal Revenue Code, a statement that compliance by the Foundation with the grant request will not result in an adverse impact on this exemption status.

Proposals received by the Foundation are reviewed periodically by the Trustees. Applications will not be considered in the following circumstances:

(1) Organizations which have applied for tax exempt status but have not yet received their ruling.
(2) Organizations whose purposes or programs are not in accordance with Internal Revenue regulations or guidelines.
(3) Organizations which act as conduits to pass funds through to non-exempt organizations or activities.
(4) Grants to individuals
(5) Institutions which in policy or practice unfairly discriminate against race, age, creed or sex.

Historically, the Foundation has focused its program of gifts principally in the metropolitan Philadelphia, Pennsylvania and Palm Beach, Florida areas. Such emphasis is not designed, however, to preclude organizations in other areas with worthwhile projects and demonstrated needs from applying for consideration. In recent years, annual grants have totalled approximately $70,000 and have ranged in size from $100 to $5,000, with a few special grants up to $10,000.

GRANTS AWARDED BY Atwater Kent Foundation, Inc. 01/01/2009 - 12/31/2009

CLASS	DONEE	CITY	PURPOSE	AMOUNT
ANIMAL WELFARE				
	Animal Medical Center(The)	New York	Current Operations	$350 00
	Animal Rescue League of the PB	West Palm Beach	Current Operations	$500 00
	Friends Feral Felines	Charlotte	Current Operations	$500 00
		Total for ANIMAL WELFARE		**$1,350.00**
CHARITABLE - COMMUNITY ORGANIZATIONS				
	Acadia Community Association	Bar Harbor	Current Operations	$1,000 00
	American Youth Hostels	Philadelphia	Current Operations	$500 00
	Asian Americans United	Philadelphia	Current Operations	$500 00
	Essex County Trail Association	Hamilton	Current Operation/AKF	$300.00
	Harbor House Comm Serv Ctr	Southwest Harbr	LCDTV & WII Gaming System	$1,000 00
	Island Housing Trust	Mount Desert	Current Operations	$500 00
	Maine Coast Heritage Trust	Topsham	Current Operations	$1,100.00
	Maine Granite Industry Hist So	Mt. Desert	Current Operations	$500 00
	Manchester Historical Soc	Manchester	Current Operations	$500 00
	National Runaway Switchboard	Chicago	Current Operations	$400 00
	Parents & Friends of L & Gays	Washington	Current Operations	$500 00
	Parents & Friends,Lesb & Gays	Philadelphia	Current Operations	$500 00
	Santa Fe Teen Arts Ctr	Santa Fe	Warehouse 21	$1,000 00
	Taller Puertorriqueno,Inc	Philadelphia	Current Operations	$500 00
	Talleyville Fire Company	Wilmington	Current Operations	$150 00
		Total for CHARITABLE - COMMUNITY ORGANIZATIONS		**$8,950.00**
CHARITABLE - HOSPITALS				
	Juvenile DiabetesFnd Internati	West Palm Beach	Memory/StanleyNoyesGaines	$100 00
	Mayo Clinic	Rochester	Current Operations	$200 00
	Mt Desert Island Hospital	Bar Harbor	Current Operations	$550 00
		Total for CHARITABLE - HOSPITALS		**$850.00**
CHARITABLE - OTHER MEDICAL & HEALTH				
	Cancer Research Foundation,Inc	Lees Summit	Current Operations	$500 00
	Hospice Guild of Palm B County	West Palm Beac	Current Operations	$1,000 00
	Mt Desert Medical Ctr(Town of)	Nrtheast Harbor	Current Operations	$900 00
	OCI Healing Research Found	Quincy	General Operations	$1,000 00
	Seeing Eye (The)	Morristown	Current Operations	$350 00
		Total for CHARITABLE - OTHER MEDICAL & HEALTH		**$3,750.00**
CHARITABLE - RELIEF				
	Boys & Girls Republic	New York	Current Operations	$450 00

Calcutta House	Philadlephia	Current Operations	$100 00
Fresh Air Fund (The)	New York	Current Operations	$500 00
Habitat for Humanity	Amencus	Current Operations	$500 00
PHILADELPHIA FIGHT	PHILADELPHIA	Critical Path Project	$100 00
Planned Parenthood-World Pop	West Palm Beach	Current Operations	$2,000 00
Salvation Army	Portland	NO New England Division	$250.00
		Total for CHARITABLE - RELIEF	**$3,900.00**

EDUCATIONAL - CULTURAL INSTITUTIONS

American Ballet Theatre	New York	Current Operations	$4,000 00
Atwater Kent Museum	Philadelphia	Current Operations	$23,150 00
Brinton Assn of America	West Chester	Current Operations	$150.00
Chesapeake Bay Maritime Museum	St.Michaels	Current Operations	$100 00
Friends of Acadia	Bar Harbor	Current Operations	$1,600.00
Hist. Society PalmBeach County	Palm Beach	Current Operations	$2,000 00
Historic Philadelphia, Inc.	Philadelphia	Betsy Ross House	$200.00
Independence Seaport Museum	Philadelphia	Current Operations	$50 00
Institute of Classical Archite	New York	Current Operations	$600 00
Mystic Seaport, Inc	Mystic	Current Operations	$1,000 00
Northeast Historic Film	Bucksport	In Memory of Diane Lee	$100 00
Penobscot Marine Museum	Searsport	Current Operations	$850 00
Philadelphia Museum of Art	Philadelphia	Current Operations	$250 00
Preserv Fdn of Palm Beach	Palm Beach	Current Operations	$5,000 00
Rockport Art Association	Rockport	Current Operations	$250.00
South Street Seaport	New York	Current Operations	$750 00
The Henry Morrison Flagler Mus	Palm Beach	Current Operations	$2,000 00
Tibet House New York	New York	Current Operations	$600 00
Vizcayan Foundation	Miami	Current Operations	$3,000 00
Willistown Conservation Trust	Newtown Square	Current Operations	$1,000 00
Zoological Soc Palm Beaches	West Palm Beach	Current Operations	$2,000 00
Zoological Soc of Phila	Philadelphia	Current Operations	$500 00
		Total for EDUCATIONAL - CULTURAL INSTITUTIONS	**$49,150.00**

EDUCATIONAL - PUBLIC INFORMATION

Aids Help,Inc	Key West	Current Operations	$350 00
Greenpeace USA	Washington	Current Operations	$650 00
Hetrick-Martin Institute	New York	Current Operations	$300.00
IVC of Philadelphia	Philadelphia	Current Operations	$50 00
Nature Conservancy	Arlington	Current Operations	$800 00
New Dimensions Foundation	Ukiah	Current Opeations	$400 00
Salt Pond Comm Broadcasting	East Orland	WERU Radio	$1,850 00
Southwest Harbor Library	Southwest Harbo	$650-Computer/$50-Book	$650 00
The Galaei Project	Philadelphia	Current Operations	$100 00

	Total for EDUCATIONAL - PUBLIC INFORMATION		**$5,150.00**

EDUCATIONAL - SCHOOLS & COLLEGES

Childrens Storefront	New York	Current Operations	$450 00
College of the Atlantic	Bar Harbor	Current Operations	$500 00
Mt Desert Island High School	Mt Desert	Current Operations	$1,000 00
Outward Bound USA	Long Island Cit	Current Operations	$500 00
Palm Beach Day Academy	Palm Beach	Current Operations	$100.00
Santa Fe Prep School	Santa Fe	Fund for Sante Fe Prep	$4,000 00
Wissahickon Charter School	Philadelphia	Current Operations	$500 00
Woods Hole Oceanographic Inst	Woods Hole	Current Operations	$1,100 00
Worcester Polytechnic Inst	Worcester	Current Operations	$1,000 00
	Total for EDUCATIONAL - SCHOOLS & COLLEGES		**$9,150.00**

GOVERNMENT & MUNICIPAL SERVICES

Beverly Public Schools	Beverly	Current Operations	$1,000 00
Manchester Police Dept	Manchester	General operations	$1,000 00
Nat'l Legal & Policy Ctr	Falls Church	Current Operations	$500 00
Town of Mount Desert	Nrtheast Harbor	Current Operations	$600 00
Vermont Historical Society	Barre	Kent Tavern	$500 00
	Total for GOVERNMENT & MUNICIPAL SERVICES		**$3,600.00**

RELIGIOUS

Bethesda By The Sea	Palm Beach	Current Operations	$1,100 00
Campus Crusade for Christ	Orlando	FRASER #139904	$1,000 00
Community Bible Study	Colorado Spring	Charlotte Evening CBSClas	$250 00
Old West Church	Calais	Current Operations	$100 00
Springs Presby Church	Dunellon	Current Operations	$500 00
St. David's Church (Episcopal)	Wayne	Current Operations	$350.00
	Total for RELIGIOUS		**$3,300.00**

SCIENTIFIC

Buckminster Fuller Institute	Brooklyn	Current Operations	$2,000 00
Franklin Institute	Philadelphia	Current Operations	$250 00
Mt Desert Biological Lab	Salisbury Cove	Current Operations	$100 00
The Chewonki Foundation	Wiscasset	Current Operations	$500 00
	Total for SCIENTIFIC		**$2,850.00**
		Grand Total	**$92,000.00**