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

**2010**

**For calendar year 2010, 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

Name of foundation: ATWATER KENT FOUNDATION, INC.

A Employer identification number: 51-0081303

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

B Telephone number: (302) 478-4383

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

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 ▶☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 1823396.

J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) TAX BASIS
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

**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))

| | Line | Description | (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 | 5. | 5. | | Statement 1 |
| | 4 | Dividends and interest from securities | 7029. | 7029. | | Statement 2 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 80798. | | | |
| | b | Gross sales price for all assets on line 6a 217580. | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 80798. | | |
| | 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 | 87832. | 87832. | | |
| 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 | 278. | 209. | | 69. |
| | b | Accounting fees Stmt 4 | 8057. | 6043. | | 2014. |
| | c | Other professional fees | | | | |
| | 17 | Interest | | | | |
| | 18 | Taxes Stmt 5 | 860. | 45. | | 15. |
| | 19 | Depreciation and depletion | | | | |
| | 20 | Occupancy | 1827. | 1370. | | 457. |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | 50. | 38. | | 12. |
| | 23 | Other expenses Stmt 6 | 233. | 175. | | 58. |
| | 24 | **Total operating and administrative expenses** Add lines 13 through 23 | 11305. | 7880. | | 2625. |
| | 25 | Contributions, gifts, grants paid | 91500. | | | 91500. |
| | 26 | **Total expenses and disbursements** Add lines 24 and 25 | 102805. | 7880. | | 94125. |
| | 27 | Subtract line 26 from line 12: | | | | |
| | a | Excess of revenue over expenses and disbursements | -14973. | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 79952. | | |
| | c | **Adjusted net income** (if negative enter -0-) | | | N/A | |

RECEIVED
MAY 19 2011
OGDEN, UT
IRS-OSC

SCANNED MAY 23 2011



19

| 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 | 2084. | 1182. | 1182. |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable ▶ 582. | | | |
| | Less: allowance for doubtful accounts ▶ | 982. | 582. | 582. |
| | 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 Stmt 7 | 1182028. | 1163777. | 1163777. |
| | b Investments - corporate stock Stmt 8 | 513956. | 518535. | 657855. |
| | 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) | 0. | 1. | 0. |
| | 16 **Total assets** (to be completed by all filers) | 1699050. | 1684077. | 1823396. |
| 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 | 1699050. | 1684077. | |
| | 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** | 1699050. | 1684077. | |
| | 31 **Total liabilities and net assets/fund balances** | 1699050. | 1684077. | |

## 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 | 1699050. |
| 2 Enter amount from Part I, line 27a | 2 | -14973. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 1684077. |
| 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 | 1684077. |

## 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 | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 37528. | | 34721. | 2807. |
| b | 180052. | | 102061. | 77991. |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | 2807. |
| b | | | | 77991. |
| c | | | | |
| d | | | | |
| e | | | | |

| | | | |
|---|---|---|---|
| 2 Capital gain net income or (net capital loss) | If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | 2 | 80798. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>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)) |
|---|---|---|---|
| 2009 | 94578. | 1763292. | .053637 |
| 2008 | 95351. | 1880983. | .050692 |
| 2007 | 94515. | 1992093. | .047445 |
| 2006 | 94380. | 1972600. | .047845 |
| 2005 | 113751. | 1971018. | .057712 |

| | | |
|---|---|---|
| 2 **Total** of line 1, column (d) | 2 | .257331 |
| 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 | .051466 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 1767847. |
| 5 Multiply line 4 by line 3 | 5 | 90984. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 800. |
| 7 Add lines 5 and 6 | 7 | 91784. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 94125. |

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 ▶ [X] and enter 1% of Part I, line 27b | | 1 | 800. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 | Add lines 1 and 2 | | 3 | 800. |
| 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 | 800. |
| 6 | Credits/Payments: | | | |
| a | 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a 1382. | | |
| 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 | 1382. |
| 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 | 582. |
| 11 | Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 582. **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 2010 or the taxable year beginning in 2010 (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<br>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 ▶ ☐<br>and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A | | | |
| | | | **Yes** | **No** |
| 16 | At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | | | |

## Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

| | | | Yes | No |
|---|---|---|---|---|
| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | | |
| 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 22 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 2010? | 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 2010 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 2010.)* 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 2010? | 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

**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. |

**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 | 1790938. |
| b | Average of monthly cash balances | 1b | 3831. |
| c | Fair market value of all other assets | 1c | |
| d | **Total** (add lines 1a, b, and c) | 1d | 1794769. |
| 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 | 1794769. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 26922. |
| 5 | **Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1767847. |
| 6 | **Minimum investment return** Enter 5% of line 5 | 6 | 88392. |

**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 | 88392. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 2a 800. | | |
| b | Income tax for 2010. (This does not include the tax from Part VI.) 2b | | |
| c | Add lines 2a and 2b | 2c | 800. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 87592. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 87592. |
| 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 | 87592. |

**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 | 94125. |
| 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 | 94125. |
| 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 | 800. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 93325. |

**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 2009 | (c) 2009 | (d) 2010 |
|---|---|---|---|---|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 87592. |
| 2 Undistributed income, if any, as of the end of 2010 | | | | |
| a Enter amount for 2009 only | | | 0. | |
| b Total for prior years: ____ , ____ , ____ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2010: | | | | |
| a From 2005 16350. | | | | |
| b From 2006 | | | | |
| c From 2007 | | | | |
| d From 2008 2532. | | | | |
| e From 2009 6601. | | | | |
| f **Total** of lines 3a through e | 25483. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 94125. | | | | |
| a Applied to 2009, 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 2010 distributable amount | | | | 87592. |
| e Remaining amount distributed out of corpus | 6533. | | | |
| 5 Excess distributions carryover applied to 2010 (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 | 32016. | | | |
| 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 2009. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 | | | | 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 2005 not applied on line 5 or line 7 | 16350. | | | |
| 9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a | 15666. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | |
| c Excess from 2008 2532. | | | | |
| d Excess from 2009 6601. | | | | |
| e Excess from 2010 6533. | | | | |

**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 2010, 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) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | (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 | | | | |
| Total | | | ▶ 3a | 0. |
| 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 | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 5. | |
| 4 Dividends and interest from securities | | | 14 | 7029. | |
| 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 | | 80798. |
| 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. | | 7034. | 80798. |

**13 Total** Add line 12, columns (b), (d), and (e) 13 87832.

(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 R Wrona 5/12/11 SECRETARY

Signature of officer or trustee | Date | Title

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| ANTHONY R. D'AMATO, JR. CPA | ANTHONY R. D'AMAT | 05/02/11 | | P00047030 |

Firm's name ▶ BARBACANE THORNTON & COMPANY Firm's EIN ▶ 51-0229493

200 SPRINGER BLDG, 3411 SILVERSIDE RD

Firm's address ▶ WILMINGTON, DE 19810 Phone no. (302) 478-8940

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

| Source | Amount |
|---|---|
| FIDELITY INVESTMENTS CHECKING | 4. |
| fIDELITY INVESTMENTS CORE ACCOUNT | 1. |
| Total to Form 990-PF, Part I, line 3, Column A | 5. |

Form 990-PF Dividends and Interest from Securities Statement 2

| Source | Gross Amount | Capital Gains Dividends | Column (A) Amount |
|---|---|---|---|
| FIDELITY INVESTMENTS - AGENT | 7029. | 0. | 7029. |
| Total to Fm 990-PF, Part I, ln 4 | 7029. | 0. | 7029. |

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 | 278. | 209. | | 69. |
| To Fm 990-PF, Pg 1, ln 16a | 278. | 209. | | 69. |

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 | 8057. | 6043. | | 2014. |
| To Form 990-PF, Pg 1, ln 16b | 8057. | 6043. | | 2014. |

| Form 990-PF | Taxes | Statement 5 |
|---|---|---|

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| FEDERAL EXCISE TAX | 800. | 0. | | 0. |
| DELAWARE ANNUAL FEE | 60. | 45. | | 15. |
| To Form 990-PF, Pg 1, ln 18 | 860. | 45. | | 15. |

| Form 990-PF | Other Expenses | Statement 6 |
|---|---|---|

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| POSTAGE | 111. | 83. | | 28. |
| STATIONERY & SUPPLIES | 122. | 92. | | 30. |
| To Form 990-PF, Pg 1, ln 23 | 233. | 175. | | 58. |

| 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 | | 1163777. | 1163777. |
| Total U.S. Government Obligations | | | 1163777. | 1163777. |
| Total State and Municipal Government Obligations | | | | |
| Total to Form 990-PF, Part II, line 10a | | | 1163777. | 1163777. |

Form 990-PF — Corporate Stock — Statement 8

| Description | Book Value | Fair Market Value |
|---|---|---|
| CORPORATION STOCK | 487994. | 623668. |
| MUTUAL FUNDS | 30541. | 34187. |
| Total to Form 990-PF, Part II, line 10b | 518535. | 657855. |

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<br>SEE NOTE ATTACHED<br>PALM BEACH, FL 33480 | TRUSTEE & PRESIDENT<br>0.00 | 0. | 0. | 0. |
| A. ATWATER KENT, III<br>SEE NOTE ATTACHED<br>PALM BEACH, FL 33480 | TRUSTEE & VICE-PRESIDENT<br>0.00 | 0. | 0. | 0. |
| CHRISTOPHER B. KENT<br>SEE NOTE ATTACHED<br>SANTE FE, NM 87501 | TRUSTEE & TREASURER<br>0.00 | 0. | 0. | 0. |
| JAMES R. WEAVER<br>1343 WEST BALTIMORE PIKE, A-302<br>MEDIA, PA 19063 | SECRETARY<br>0.00 | 0. | 0. | 0. |
| JOANNE STEPPI<br>8 SANDALWOOD DRIVE, APT 6<br>NEWARK, DE 19713 | ASSISTANT SECRETARY<br>0.00 | 0. | 0. | 0. |
| Totals included on 990-PF, Page 6, Part VIII | | 0. | 0. | 0. |

ATWATER KENT FOUNDATION, INC. 51-0081303

PART I - Analysis of Revenue and Expenses 2010

| | (A) Per Books | (B) Net Invest Inc | (D) Charitable Purp |
|---|---|---|---|
| **Line 16 - Professional Services** | | | |
| (a) Legal fees | 278 | 209 | 69 |
| (b) Accounting fees | 8,057 | 6,043 | 2,014 |
| (c) Investment services | 0 | 0 | 0 |
| | 8,335 | 6,252 | 2,083 |
| **Line 18 - Taxes** | | | |
| Federal excise | 800 | 0 | 0 |
| Delaware annual fee | 60 | 45 | 15 |
| Foreign income taxes | 0 | 0 | 0 |
| | 860 | 45 | 15 |
| **Line 20 - Occupancy** | | | |
| Rent | 1,827 | 1,370 | 457 |
| **Line 21 - Travel, conferences & meetings** | | | |
| Travel | 0 | 0 | 0 |
| Meetings & conferences | 0 | 0 | 0 |
| | 0 | 0 | 0 |
| **Line 22 - Printing & Publications** | | | |
| Subscriptions & publications | 50 | 38 | 12 |
| **Line 23 - Other Expenses** | | | |
| Advertising | 0 | 0 | 0 |
| Miscellaneous | 0 | 0 | 0 |
| Postage | 111 | 83 | 28 |
| Software maintenance | 0 | 0 | 0 |
| Stationery & supplies | 122 | 92 | 30 |
| Telelphone | 0 | 0 | 0 |
| Transportation | 0 | 0 | 0 |
| | 233 | 175 | 58 |
| **Line 25 - Contributions, Gifts & Grants** | | | |
| Contributions to public charities or governmental bodies (schedule attached) | 91,500 | 0 | 91,500 |

ATWATER KENT FOUNDATION, INC.
INVESTMENTS
DECEMBER 31, 2010

51-0081303 PART II - LINE 10

| Principal Amount | | Book Value | Market Value Dec. 31, 2010 |
|---|---|---|---|
| | U. S. Government Obligations | | |
| 1,163,777.15 | Fidelity US Government Reserves | 1,163,777.15 | 1,163,777.15 |
| | | ============ | ============ |
| | Mutual Funds | | |
| 552.364 | Fidelity Diversified International | 15,295.86 | 16,653.77 |
| 665.379 | Fidelity Emerging Markets | 15,244.67 | 17,532.74 |
| | | 30,540.53 | 34,186.51 |
| | | ========= | ========= |
| Shares | | | |
| 910 | Amphenol Corp. Class A | 30,121.84 | 48,029.80 |
| 670 | Ansys Inc. | 29,068.56 | 34,886.90 |
| 155 | Apple Inc. | 35,206.38 | 49,996.80 |
| 295 | Beckton Dickinson Co. | 21,111.90 | 24,933.40 |
| 2,510 | Charles Schwab Corp. New | 30,257.01 | 42,946.10 |
| 83 | Google Inc. Class A | 35,122.47 | 49,299.51 |
| 280 | Intercontinental Exchange Inc. | 28,903.03 | 33,362.00 |
| 85 | Mastercard Inc. Class A | 24,870.39 | 19,049.35 |
| 825 | Myriad Genetics Inc. | 17,950.35 | 18,843.00 |
| 490 | Pepsico Inc. | 27,237.08 | 32,011.70 |
| 280 | Polo Ralph Lauren Corp. Class A | 18,524.20 | 31,057.60 |
| 450 | Praxair Inc. | 29,850.65 | 42,961.50 |
| 395 | Proctor & Gamble Co. | 21,171.94 | 25,410.35 |
| 1,000 | Staples Inc. | 25,991.82 | 22,770.00 |
| 675 | Target Corp. | 21,058.50 | 40,587.75 |
| 330 | United Technologies Corp. | 22,603.69 | 25,977.60 |
| 805 | Urban Outfitters Inc. | 27,248.74 | 28,827.05 |
| 525 | Verisk Analytics Inc. Class A | 16,249.74 | 17,892.00 |
| 710 | Yum Brands Inc. | 25,446.17 | 34,825.50 |
| | | 487,994.46 | 623,667.91 |
| | | ========== | ========== |
| | | 1,682,312.14 | 1,821,631.57 |
| | | =========== | =========== |

Kent Company

# REALIZED GAINS AND LOSSES

## *ATWATER KENT FOUNDATION* 51-0081303 PART IV

## *AKF-FID*

*From 01-01-10 Through 12-31-10*

| Security | Quantity | Buy Date | Date Sold | Proceeds | Cost Basis | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|
| STERICYCLE INC. | 190.000 | 05-13-09 | 02-12-10 | 9,714.60 | 9,177.55 | 537.05 | |
| STERICYCLE INC. | 110.000 | 06-16-09 | 02-12-10 | 5,624.24 | 5,453.85 | 170.39 | |
| STERICYCLE INC. | 100.000 | 06-17-09 | 02-12-10 | 5,112.95 | 5,047.77 | 65.18 | |
| CHIPOTLE MEXICAN GRILL INC. CL B | 45 000 | 08-20-08 | 03-18-10 | 5,161.13 | 2,978.55 | | 2,182.58 |
| CHIPOTLE MEXICAN GRILL INC. CL B | 35.000 | 08-20-08 | 03-26-10 | 3,975.69 | 2,316.65 | | 1,659.04 |
| QUALCOMM INC. | 25.000 | 06-03-03 | 03-26-10 | 1,043.03 | 424.71 | | 618.32 |
| QUALCOMM INC. | 65 000 | 09-30-08 | 03-26-10 | 2,711.87 | 2,723 03 | | -11 16 |
| QUALCOMM INC | 175.000 | 06-03-03 | 04-19-10 | 7,487.87 | 2,972.99 | | 4,514.88 |
| QUALCOMM INC. | 490.000 | 06-03-03 | 04-26-10 | 18,819.49 | 8,324.36 | | 10,495.12 |
| QUALCOMM INC. | 100.000 | 06-03-03 | 04-26-10 | 3,842.00 | 1,698.85 | | 2,143.15 |
| YUM! BRANDS INC. | 140.000 | 08-10-09 | 04-28-10 | 5,914.49 | 5,107.36 | 807.13 | |
| TARGET CORP | 85.000 | 10-15-02 | 05-11-10 | 4,793.52 | 2,735 30 | | 2,058 22 |
| TARGET CORP | 125.000 | 10-31-08 | 05-11-10 | 7,049.29 | 4,851.30 | | 2,197.99 |
| VISA INC. COMMON CLASS A | 45 000 | 08-31-09 | 05-11-10 | 3,788.63 | 3,184.77 | 603.86 | |
| BECTON DICKINSON & CO. | 55.000 | 08-24-07 | 05-24-10 | 3,920.08 | 4,239.56 | | -319.48 |
| BECTON DICKINSON & CO | 120 000 | 08-24-07 | 07-02-10 | 8,081.58 | 9,249.94 | | -1,168.36 |
| VISA INC. COMMON CLASS A | 15.000 | 03-25-09 | 07-02-10 | 1,094 84 | 815.84 | | 279.00 |
| VISA INC. COMMON CLASS A | 65.000 | 08-31-09 | 07-02-10 | 4,744.31 | 4,600.23 | 144.08 | |
| MCAFEE INC. | 400.000 | 06-04-09 | 08-30-10 | 18,865.00 | 16,147.36 | | 2,717.64 |
| MCAFEE INC. | 25.000 | 06-05-09 | 08-30-10 | 1,179.06 | 1,012.00 | | 167.06 |
| MCAFEE INC. | 25.000 | 06-05-09 | 08-30-10 | 1,179.48 | 1,012.00 | | 167.48 |
| MCAFEE INC. | 225.000 | 07-27-09 | 08-30-10 | 10,615.32 | 9,817.06 | | 798.26 |
| MCAFEE INC. | 50.000 | 09-17-09 | 08-30-10 | 2,358.96 | 2,149.50 | 209.46 | |
| CHIPOTLE MEXICAN GRILL INC CL B | 5.000 | 07-29-08 | 10-26-10 | 1,060.70 | 320.20 | | 740.50 |
| CHIPOTLE MEXICAN GRILL INC CL B | 30.000 | 08-20-08 | 10-26-10 | 6,364.17 | 1,985.70 | | 4,378.47 |
| VISA INC. COMMON CLASS A | 215.000 | 03-24-09 | 11-08-10 | 17,071 46 | 11,615.44 | | 5,456.02 |
| VISA INC. COMMON CLASS A | 85.000 | 03-25-09 | 11-08-10 | 6,749.18 | 4,623.10 | | 2,126.08 |
| CHIPOTLE MEXICAN GRILL INC. CL B | 65.000 | 07-29-08 | 11-22-10 | 15,496.23 | 4,162.60 | | 11,333.63 |
| CHIPOTLE MEXICAN GRILL INC. CL B | 100.000 | 07-28-08 | 12-01-10 | 25,761.95 | 6,113.00 | | 19,648.95 |
| CHIPOTLE MEXICAN GRILL INC. CL B | 30 000 | 07-29-08 | 12-01-10 | 7,728.58 | 1,921.20 | | 5,807.38 |
| | | | | | | 2,537.15 | 79,489 77 |
| | | | | | | | -1,499.00 |
| | | | | 217,309.70 | 136,781.78 | 2,537.15 | 77,990.77 |
| 80,527.92 | | | | | | | |

| | | | |
|---|---|---|---|
| Fidelity Diversified International Fund | 12/3/10 | 43.94 | 43.94 |
| Fidelity Emerging Markets Fund | 13/3/10 | 84.62 | 84.62 |
| Fidelity U. S. Gov't Reserves Fund | 12/17/10 | 141.42 | 141.42 |
| | | 217,579.68 | 2,807.13 |

| Summary | Proceeds | Cost | Gain or (Loss) |
|---|---|---|---|
| Short Term | 37,528.16 | 34,721.03 | 2,807.13 |
| Long Term | 180,051.52 | 102,060.75 | 77,990.77 |
| Totals | 217,579.68 | 136,781.78 | 80,797.90 |

Atwater Kent Foundation, Inc. 51-0081303

PART XV – Line 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 <u>not</u> 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 <u>certified</u> 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 <u>not</u> 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 Service regulations or guidelines.
(3) Organizations which act as conduits to pass funds.
(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 totaled $70,000 and have ranged in size from $100 to $5,000, with a few special grants up to $10,000.

51-0081303
PART XV - LINE 3a

# GRANTS AWARDED BY Atwater Kent Foundation, Inc. 1/1/2010 - 12/31/2010

| CLASS | DONEE | CITY | PURPOSE | AMOUNT |
|---|---|---|---|---|
| **ANIMAL WELFARE** | | | | |
| | Animal Medical Center, The | New York | current operations | $ 350.00 |
| | Peggy Adams Rescue League | W. Palm Beach | current operations | $ 500.00 |
| | | **Total for ANIMAL WELFARE** | | **$ 850.00** |
| **CHARITABLE - COMMUNITY ORGANIZATIONS** | | | | |
| | Acadia Community Association | Bar Harbor | MDI Skate Park | $ 1,000.00 |
| | American Civil Rights Union | Washington, D.C. | current operations | $ 500.00 |
| | American Youth Hostels | Philadelphia | current operations | $ 500.00 |
| | Asian Americans United | Philadelphia | current operations | $ 300.00 |
| | Center for Union Facts | Washington D.C. | current operations | $ 500.00 |
| | Essex County Trail | Hamilton | current operations | $ 500.00 |
| | Harbor House Comm. Service Ctr. | Southwest Harbor | h20 underground | $ 1,000.00 |
| | Island Connections | Bar Harbor | current operations | $ 300.00 |
| | Island Housing Trust | Northeast Harbor | current operations | $ 300.00 |
| | Maine Coast Heritage Trust | Topsham | current operations | $ 600.00 |
| | Maine Coast Heritage Trust | Topsham | current operations | $ 500.00 |
| | Maine Granite Industry Historical Museum | Mt. Desert | current operations | $ 400.00 |
| | Manchester Historical Society | Manchester | current operations | $ 500.00 |
| | MDI Sailing Center | Southwest Harbor | R/C indoor sailing | $ 600.00 |
| | Mt Desert Biological Lab | Northeast Harbor | current operations | $ 100.00 |
| | National Runaway Switchboard | Chicago | current operations | $ 300.00 |
| | Parents & Friends of Lesbians & Gays, Washington D.C. | Washington, D.C. | current operations | $ 400.00 |
| | Parents & Friends of Lesbians & Gays. Phila. | Philadephia | current operations | $ 400.00 |
| | Sante Fe Teen Arts Center* | Sante Fe | warehouse # 21 | $ 1,000.00 |
| | Taller Puertorriqueno, Inc. | Philadelphia | current operations | $ 300.00 |
| | Talleyville Fire Co. | Wilmington | current operations | $ 150.00 |
| | | **Total For CHARITABLE-COMMUNITY ORGANIZATION** | | **$ 10,150.00** |
| **CHARITABLE - HOSPITALS** | | | | |
| | Hopital - Albert Schweitzer | Pittsburgh | current operations | $ 500.00 |
| | Mayo Clinic | Rochester | current operations | $ 200.00 |
| | Mt. Desert Island Hospital | Bar Harbor | current operations | $ 550.00 |
| | | **Total For CHARITABLE - HOSPITALS** | | **$ 1,250.00** |
| **CHARITABLE - RELIEF** | | | | |
| | Boys & Girls Republic-Henry Street Settlement | New York City | current operations | $ 450.00 |
| | Calcutta House | Philadelphia | Phila. Aids Care | $ 100.00 |
| | Fresh Air Fund | New York City | current operations | $ 500.00 |

## GRANTS AWARDED BY Atwater Kent Foundation, Inc. 1/1/2010 - 12/31/2010

51-0081303
PART XV - LINE 3a

| CLASS | DONEE | CITY | PURPOSE | AMOUNT |
|---|---|---|---|---|
| | Habitat for Humanity | Americus | current operations | $ 500.00 |
| | Salvation Army-New England Dv. | West Palm Beach | current operations | $ 250.00 |
| | | Total For CHARITABLE - RELIEF | | $ 1,800.00 |
| EDUCATIONAL - CULTURAL INSTITUTIONS | | | | |
| | American Ballet Theatre | New York City | current operations | $ 4,000.00 |
| | Atwater Kent Museum | Philadelphia | annual matching gift | $ 15,000.00 |
| | Atwater Kent Museum | Philadelphia | current operations | $ 1,000.00 |
| | Atwater Kent Museum | Philadelphia | current operations | $ 1,500.00 |
| | Atwater Kent Museum | Philadelphia | current operations | $ 2,000.00 |
| | Atwater Kent Museum | Philadelphia | current operations | $ 3,000.00 |
| | Atwater Kent Museum-advertising | Philadelphia | advertising | $ 500.00 |
| | Brinton Assn. of America | West Chester | current operations | $ 150.00 |
| | Friends of Acadia | Bar Harbor | current operations | $ 500.00 |
| | Friends of Acadia | Bar Harbor | current operations | $ 500.00 |
| | Friends of Acadia | Acadia | current operations | $ 600.00 |
| | Henry Morrison Flagler Museum, The | Palm Beach | current operations | $ 3,000.00 |
| | Historic Phila (Betsy Ross House) | Philadelphia | Betsy Ross House | $ 200.00 |
| | Historical Society of Palm Beach County | Palm Beach | current operations | $ 2,000.00 |
| | Institute for Classical Architecture | New York | current operations | $ 200.00 |
| | Mystic Seaport | Mystic | current operations | $ 200.00 |
| | Mystic Seaport, Inc. | Mystic | current operations | $ 500.00 |
| | Northeast Historic Film | Bucksport | in memory of Diane Lee | $ 100.00 |
| | Penobscot Maine Museum | Searsport | current operations | $ 350.00 |
| | Penobscot Marine Museum | Searsport | current operations | $ 500.00 |
| | Phila/Fight | Philadelphia | critical path project | $ 100.00 |
| | Philadelphia Museum of Art | Philadelphia | current operations | $ 250.00 |
| | Pres Fdn. of Palm Beach | Palm Beach | current operations | $ 5,000.00 |
| | Pres Fdn. of Palm Beach | Palm Beach | memory of Ann Van Durand | $ 300.00 |
| | Rockport Art Association | Rockport | current operations | $ 150.00 |
| | South Street Seaport (SEANY) | New York City | current operations | $ 250.00 |
| | South Street Seaport (SEANY) | New York City | current operations | $ 500.00 |
| | Tibet House-New York | New York | current operations | $ 600.00 |
| | Vizcayan Foundation | Miami | current operations | $ 3,000.00 |
| | Willistown Conservation Trust | Malvern | current operations | $ 1,000.00 |
| | Zoological Society of Palm Beaches | West Palm Beach | current operations | $ 1,000.00 |
| | Zoological Society of Phila. | Philadelphia | current operations | $ 500.00 |
| | | Total For EDUCATIONAL CULTURE INSTITUTIONS | | $ 48,450.00 |
| CHARITABLE - Other Medical & Health | | | | |
| | Hospice Guild of Palm Beach County | West Palm Beach | current operations | $ 1,000.00 |
| | Mt. Desert Medical Center | Northeast Harbor | current operations | $ 900.00 |
| | OCI Healing Research | Quincy | current operations | $ 200.00 |
| | Planned Parenthood - The Treasure Coast | West Palm Beach | current operations | $ 2,000.00 |
| | Seeing Eye | Morristown | current operations | $ 350.00 |
| | | Total For CHARITABLE - OTHER MEDICAL & HEALTH | | $ 4,450.00 |
| EDUCATIONAL - PUBLIC INFORMATION | | | | |

## GRANTS AWARDED BY Atwater Kent Foundation, Inc. 1/1/2010 - 12/31/2010

51-0081303
PART XV - LINE 3a

| CLASS | DONEE | CITY | PURPOSE | | AMOUNT |
|---|---|---|---|---|---|
| | Aids Help, Inc. | Key West | current operations | $ | 350.00 |
| | Galaei Project, The | Philadephia | The Rave Program | $ | 100.00 |
| | Greenpeace, USA | Washington, D.C. | current operations | $ | 300.00 |
| | Greenpeace, USA | Washington, D.C. | current operations | $ | 350.00 |
| | Hetrick-Martin Institute | New York City | current operations | $ | 200.00 |
| | Inter. Visitors Council of Phila. | Philadelphia | current operations | $ | 100.00 |
| | Nature Conservancy ( Arlington VA.) | Arlington | current operations | $ | 800.00 |
| | New Dimensions | Ukiah | current operations | $ | 1,000.00 |
| | Salt Pond Community Broadcasting | Orland | WERU radio | $ | 350.00 |
| | Salt Pond Community Broadcasting | Orland | WERU radio | $ | 1,000.00 |
| | Southwest Harbor Library | Southwest | current operations | $ | 400.00 |
| | | Total For EDUCATIONAL PUBLIC INFORMATION | | $ | 4,950.00 |
| EDUCATIONAL - SCHOOLS AND COLLEGES | | | | | |
| | Children's Store Front | New York City | current operations | $ | 450.00 |
| | College of the Atlantic | Bar Harbor | current operations | $ | 500.00 |
| | Outward Bound USA | Long Island | current operations | $ | 500.00 |
| | Palm Beach Day Academy | Palm Beach | current operations | $ | 100.00 |
| | Sante Fe Prep School* | Sante Fe | fund for sante fe prep | $ | 4,000.00 |
| | Wissahickon Charter School | Wissahickon | current operations | $ | 200.00 |
| | Woods Hold Oceanographic Inst. | Woods Hole | current operations | $ | 600.00 |
| | Woods Hole Oceanographic Inst. | Woods Hole | current operations | $ | 500.00 |
| | Worcester Poly. Institute | Worcester | memory of A.A.K. Sr. | $ | 1,000.00 |
| | | Total For EDUCATIONAL SCHOOLS & COLLEGES | | $ | 7,850.00 |
| GOVERNMENT & MUNICIPAL SERVICES | | | | | |
| | Acadia National Park | Bar Harbor | current operations | $ | 500.00 |
| | Beverly Public School - Cove * | Beverly | current operations | $ | 1,000.00 |
| | Beverly Public School - Cove * | Beverly | gift by elizabeth reeve | $ | 1,000.00 |
| | Freedom Works Political Action Committee | Washington, D C | current operations | $ | 500.00 |
| | Manchester Police Dept. | Manchester | current operations | $ | 500.00 |
| | Manchester Police Dept. | Manchester | current operations | $ | 500.00 |
| | Nat'l Legal & Policy Ctr. | Falls Church | current operations | $ | 500.00 |
| | Town of Mt. Desert | Northeast Harbor | current operations | $ | 600.00 |
| | Vermont Historical Society | Barre | current operations | $ | 500.00 |
| | | Total For GOVERNMENT & MUNICIPAL SERVICES | | $ | 5,600.00 |

## GRANTS AWARDED BY Atwater Kent Foundation, Inc. 1/1/2010 - 12/31/2010

51-0081303
PART XV - LINE 3a

| CLASS | DONEE | CITY | PURPOSE | AMOUNT |
|---|---|---|---|---|
| RELIGIOUS | | | | |
| | Bethesda by the Sea, Church of | Boynton Beach | current operations | $ 100.00 |
| | Bethesda by the Sea, Church of | Palm Beach | current operations | $ 1,000.00 |
| | C.R.A V.E. | Lexington | current operations | $ 1,000.00 |
| | Fresh Fire Ministry | Pineville | gift from Pam Kent | $ 1,000.00 |
| | Old West Church | Calais | current operations | $ 100.00 |
| | St. David's Episcopal Church | Wayne | current operations | $ 350.00 |
| | | Total For RELIGIOUS | | $ 3,550.00 |
| SCIENTIFIC | | | | |
| | Buckminster Fuller Institute | Brooklyn | current operations | $ 500.00 |
| | Buckminster Fuller Institute | Brooklyn | current operations | $ 500.00 |
| | Buckminster Fuller Institute | Brooklyn | current operations | $ 1,500.00 |
| | Chewonki Foundation, The | Wiscasset | current operations | $ 100.00 |
| | | | | $ 2,600.00 |

**GRAND TOTAL** $ 91,500.00