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## Return of Private Foundation

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2010

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

For calendar year 2010, or tax year beginning SEP 1, 2010, and ending AUG 31, 2011

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 <b>THE DAVID R. AND PATRICIA D. ATKINSON FOUNDATION</b>		A Employer identification number <b>22-3753685</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>100 OVERLOOK CENTER, 2ND FLOOR</b>	Room/suite	B Telephone number <b>(609) 375-2076</b>
City or town, state, and ZIP code <b>PRINCETON, NJ 08540</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 24,415,972.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

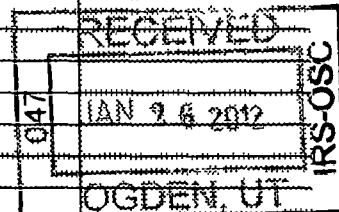
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		825.	825.		STATEMENT 1
4 Dividends and interest from securities		734,560.	734,560.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,693,165.			
b Gross sales price for all assets on line 6a		12,539,092.			
7 Capital gain net income (from Part IV, line 2)			1,693,165.		
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		2,428,550.	2,428,550.		
13 Compensation of officers, directors, trustees, etc		30,000.	17,500.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		4,860.	4,860.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		36,341.	22,692.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		5,345.	5,345.		0.
22 Printing and publications					
23 Other expenses STMT 5		3,100.	3,100.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		79,646.	53,497.		0.
25 Contributions, gifts, grants paid		1,118,000.			1,118,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,197,646.	53,497.		1,118,000.
27 Subtract line 26 from line 12		1,230,904.			
a Excess of revenue over expenses and disbursements			2,375,053.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see the instructions.

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Form 990-PF (2010)



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

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,226,342.	2,475,000.	2,475,000.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	19,917,604.	19,891,442.	21,940,972.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	21,143,946.	22,366,442.	24,415,972.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	3,569,538.	3,569,538.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	17,574,408.	18,796,904.	
30 Total net assets or fund balances	21,143,946.	22,366,442.		
31 Total liabilities and net assets/fund balances	21,143,946.	22,366,442.		

**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	21,143,946.
2 Enter amount from Part I, line 27a	2	1,230,904.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	22,374,850.
5 Decreases not included in line 2 (itemize) ▶ RECLAIMABLE FOREIGN TAX	5	8,408.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,366,442.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE SCHEDULE ATTACHED			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,539,092.		10,845,927.	1,693,165.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a			1,693,165.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,693,165.
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))
2009	984,117.	22,548,911.	.043644
2008	1,045,572.	19,989,653.	.052306
2007	1,159,556.	27,544,717.	.042097
2006	781,001.	20,965,409.	.037252
2005	529,082.	16,218,821.	.032621

2 Total of line 1, column (d)	2	.207920
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	.041584
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	24,046,201.
5 Multiply line 4 by line 3	5	999,937.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,751.
7 Add lines 5 and 6	7	1,023,688.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,118,000.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	23,751.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	23,751.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	23,751.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 10,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 24,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	34,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	285.
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	9,964.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	9,964. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NJ</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► DAVID R. ATKINSON Telephone no ► 609-375-2076 Located at ► 100 OVERLOOK CENTER, 2ND FL, PRINCETON, NJ ZIP+4 ► 08540			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? 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 ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

## Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
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

1	N/A	
2		
3	All other program-related investments. See instructions.	
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	23,658,562.
b	Average of monthly cash balances	1b	753,825.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	24,412,387.
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	24,412,387.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	366,186.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,046,201.
6	Minimum investment return. Enter 5% of line 5	6	1,202,310.

**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	1,202,310.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	23,751.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	23,751.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,178,559.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,178,559.
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	1,178,559.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,118,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,118,000.
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	23,751.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,094,249.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,178,559.
2 Undistributed income, if any, as of the end of 2010			1,117,908.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,118,000.			1,117,908.	
a Applied to 2009, but not more than line 2a				
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	0.			92.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				1,178,467.
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	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				



**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
<i>a Paid during the year</i> SEE SCHEDULE ATTACHED	NONE	501(C)(3)	GENERAL	1118000.
<b>Total</b>				<b>▶ 3a 1118000.</b>
<i>b Approved for future payment</i>  NONE				
<b>Total</b>				<b>▶ 3b 0.</b>

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	825.	
4 Dividends and interest from securities			14	734,560.	
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	1,693,165.	
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.		2,428,550.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 2,428,550.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

## Part XVII


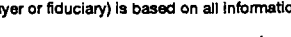
**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |                                                                                                                                                                                                                                                                                                                                                                                              | Yes          | No |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----|
| <b>1</b> | 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?                                                                                                                                          |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |              |    |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     | <b>1a(1)</b> | X  |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | <b>1c</b>    | X  |
| <b>d</b> | 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. |              |    |

[illegible]

- 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		

<b>Sign Here</b>	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.				
	Signature of officer or trustee 	Date 11/19/12	Title TRUSTEE		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name JEANNE ZWEIG	Preparer's signature 	Date 11/16/12	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ ZWEIG, RAMICK & ASSOCIATES			Firm's EIN ▶	
	Firm's address ▶ 2320 FAUNCE ST. PHILADELPHIA, PA 19152-4112			Phone no (215) 333-8246	

Form **990-PF** (2010)

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

SOURCE	AMOUNT
BANK OF AMERICA	8.
GOLDMAN SACHS	817.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	825.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS - NOM	734,560.	0.	734,560.
TOTAL TO FM 990-PF, PART I, LN 4	734,560.	0.	734,560.

## FORM 990-PF ACCOUNTING FEES STATEMENT 3

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

## FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL 990-PF EXCISE TAX	13,450.	0.		0.
WITHHELD FOREIGN TAXES	22,692.	22,692.		0.
990-PF EXCISE TAX ADJUST PRIOR YEARS	199.	0.		0.
TO FORM 990-PF, PG 1, LN 18	36,341.	22,692.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	92.	92.		0.	
ADR FEE	8.	8.		0.	
CUSTODY FEE	3,000.	3,000.		0.	
TO FORM 990-PF, PG 1, LN 23	3,100.	3,100.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SECURITIES - SEE SCHEDULE ATTACHED	19,891,442.	21,940,972.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,891,442.	21,940,972.		

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	7
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## NAME OF MANAGER

DAVID R. ATKINSON  
PATRICIA D. ATKINSON



**ATKINSON FOUNDATION**  
Tax Lots (Continued)

Period Ended August 31, 2011

**PUBLIC EQUITY (Continued)**

	Date Acquired or Sold Short	Holding Period	Quantity	Market Price	Market Value	Unit Cost	Cost Basis
<b>NON-US EQUITY</b>							
NON-US STOCKS							
ARKEMA SPONSORED ADR CMN (ARKAY)	Mar 14 03	LT	125 00	77 8210	9,727 63	19 1016	2,387 70
	Nov 11 03	LT	50 00	77 8210	3,891 05	23 3490	1,167 45
	Feb 07 05	LT	50 00	77 8210	3,891 05	32 8026	1,640 13
	Jun 28 05	LT	175 00	77 8210	13,618 68	35 4240	6,199 20
<b>POSITION TOTAL</b>			<b>400.00</b>		<b>31,128.40</b>		<b>11,394.48</b>
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES A (RDSA)	Jun 08 10	LT	20,000 00	67 0500	1,341,000 00	50 9107	1,018,214 00
	May 31 11	92	7,000 00	67 0500	469,350 00	71 5508	500,855 60
	Jul 07 11	55	14,500 00	67 0500	972,225 00	73 2024	1,061,434 80
<b>POSITION TOTAL</b>			<b>41,500.00</b>		<b>2,782,575.00</b>		<b>2,580,504.40</b>
TOTAL SA SPONSORED ADR CMN (TOT)	Mar 14 03	LT	5,000 00	49 0400	245,200 00	31 3585	156,792 30
	Nov 11 03	LT	2,000 00	49 0400	98,090 00	38 3313	76,662 55
	Feb 07 05	LT	2,000 00	49 0400	98,080 00	53 8509	107,701 87
	Jun 28 05	LT	7,000 00	49 0400	343,280 00	58 1544	407,080 80
	Aug 24 07	LT	3,000 00	49 0400	147,120 00	73 5200	220,560 00
	Oct 19 07	LT	7,500 00	49 0400	367,800 00	80 7500	605,625 00
<b>POSITION TOTAL</b>			<b>26,500.00</b>		<b>1,299,560.00</b>		<b>1,574,422.52</b>
<b>TOTAL NON-US STOCKS</b>					<b>4,113,263.40</b>		<b>4,166,321.40</b>
<b>TOTAL PUBLIC EQUITY</b>					<b>21,940,972.40</b>		<b>19,891,441.89</b>

\* Indicates Unrealized Gain\* were calculated using incomplete cost information



2012



Statement Detail  
**ATKINSON FOUNDATION**  
Tax Lots

Period Ended August 31, 2011

**PUBLIC EQUITY**

**US EQUITY**

**US STOCKS**

COCA-COLA COMPANY (THE) CMN (KO)

**POSITION TOTAL**

COLGATE-PALMOLIVE CO CMN (CL)

**POSITION TOTAL**

EMERSON ELECTRIC CO CMN (EMR)

**POSITION TOTAL**

FLUOR CORPORATION CMN (FLR)

J.M. SMUCKER CO CMN (SUM)

KRAFT FOODS INC CMN CLASS A (KFT)

MC DONALDS CORP CMN (MCD)

MCCORMICK & CO NON VTG SHRS CMN (MCK)

OCCIDENTAL PETROLEUM CORP CMN (OXY)

PEPSICO INC CMN (PEP)

PROCTER & GAMBLE COMPANY (THE) CMN (PG)

**POSITION TOTAL**

UNITED PARCEL SERVICE, INC CLASS B COMMON STOCK  
(UPS)

**POSITION TOTAL**

**TOTAL US STOCKS**

	Date Acquired or Sold Short	Holding Period	Quantity	Market Price	Market Value	Unit Cost	Cost Basis
	Aug 24 07	LT	26,000 00	70 4500	1,831,700 00	53 9783	1,403,435 80
	Oct 19 07	LT	15,000 00	70 4500	1,056,750 00	59 2600	888,900 00
<b>POSITION TOTAL</b>			<b>41,000.00</b>		<b>2,888,450.00</b>		<b>2,292,335.80</b>
	Aug 31 09	LT	10,000 00	89 9700	899,700 00	72 7733	727,733 00
	Oct 26 09	LT	10,000 00	89 9700	899,700 00	78 2284	782,284 00
<b>POSITION TOTAL</b>			<b>20,000.00</b>		<b>1,799,400.00</b>		<b>1,510,017.00</b>
	Feb 05 07	LT	1,000 00	46 5500	46,550 00	45 7700	45,770 00
	Aug 24 07	LT	5,000 00	46 5500	232,750 00	46 4900	232,450 00
	Sep 11 08	LT	10,000 00	46 5500	465,500 00	42 7609	427,609 00
<b>POSITION TOTAL</b>			<b>16,000.00</b>		<b>744,800.00</b>		<b>705,829.00</b>
	Feb 21 07	LT	15,000 00	60 7200	910,800 00	43 5909	653,863 50
	Jan 06 09	LT	100 00	72 0900	7,209 00		<b>751.59</b>
	Dec 14 10	260	33,000 00	35 0200	1,155,660 00	31 0701	1,025,313 30
	Jul 22 10	LT	22,000 00	90 4100	1,989,020 00	71 1895	1,566,189 00
	Jun 15 10	LT	25,000 00	47 7900	1,194,750 00	39 9331	998,327 50
	May 23 11	100	20,000 00	86 7400	1,734,800 00	99 0510	1,981,020 00
	Jan 04 10	LT	18,000 00	64 4300	1,159,740 00	61 1000	1,099,800 00
	Jan 29 91	LT	1,360 00	63 6800	86,604 80	9 5231	12,951 47
	Jan 29 91	LT	8,640 00	63 6800	550,195 20	9 5231	82,279 97
	Dec 02 05	LT	5,000 00	63 6800	318,400 00	57 4798	287,399 00
	Dec 18 06	LT	6,000 00	63 6800	382,080 00	63 8908	383,344 80
	Oct 19 07	LT	8,000 00	63 6800	509,440 00	70 7500	566,000 00
	Dec 15 10	259	8,000 00	63 6800	509,440 00	63 8476	510,780 80
<b>POSITION TOTAL</b>			<b>37,000.00</b>		<b>2,356,160.00</b>		<b>1,842,756.04</b>
	Jan 18 11	225	14,000 00	67 3900	943,460 00	72 9883	1,021,836 20
	Feb 24 11	188	14,000 00	67 3900	943,460 00	73 3644	1,027,101 60
<b>POSITION TOTAL</b>			<b>28,000.00</b>		<b>1,886,920.00</b>		<b>2,048,937.80</b>
<b>TOTAL US STOCKS</b>					<b>17,827,709.00</b>		<b>15,725,129.99</b>

\* Indicates Unrealized Gains were calculated using incomplete cost information

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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDDAVID R. & PATRICIA D. ATKINSON  
100 OVERLOOK CENTER  
PRINCETON, NJ 08540TELEPHONE NUMBERFORM AND CONTENT OF APPLICATIONSWRITTEN LETTER, NATURE OF CHARITABLE ORGANIZATION, VERIFICATION OF FEDERAL  
TAX EXEMPT STATUSANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDSONLY ORGANIZATIONS ORGANIZED & OPERATED FOR CHARITABLE PURPOSES WITHIN THE  
MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

Amount	List	Street	City	State	Zip
1,500	ALPHA House	701 Fifth Avenue North	St Petersburg	FL	33701
25,000	Alzheimer's Association	225 N. Michigan Avenue - Floor 17	Chicago	IL	60611-1676
8,000	American Cancer Society	P O. Box 1918	Morristown	NJ	07962
3,000	American Heart Association	1 Union Street - Suite 301	Robbinsville	NJ	08691
6,000	Anchor House	482 Centre Street	Trenton	NJ	08611
5,000	Angel's Wings	601 Hamilton Avenue - Floor 7	Trenton	NJ	08629
6,000	APAW	P O. Box 162	Princeton Jct.	NJ	08550
6,000	Bard Prison Initiative	P O. Box 5000	Annandale-on-Hud	NY	12504-5000
4,000	Boys and Girls Club of Trenton	212 Centre Street	Trenton	NJ	08611
25,000	Bucks County Children's Museum	P O. Box 516	Doylestown	PA	18901
3,000	Camphill Village Kimberton Hills, Inc.	P.O. Box 1045	Kimberton	PA	19442
6,000	Canine Partners for Life	P O. Box 170	Cochranville	PA	19330-0170
1,500	Cape May City Volunteer Fire Dept	P.O. Box 375	Cape May	NJ	08204
250,000	CARE	114 Forrest Avenue - Room 106	Narbeth	PA	19072
49,000	Cornell - Atkinson Forum in American Studies	American Studies and ILR - 290 Ives Hall	Ithaca	NY	14853-3901
5,000	Delaware & Raritan Canal Greenway	One Preservation Place	Princeton	NJ	08540
50,000	Doctors Without Borders	333 Seventh Avenue - Floor 2	New York	NY	10001-5004
5,000	Dogs for the Deaf	10175 Wheeler Road	Central Point	OR	97502
10,000	Elixir Fund	P O. Box 14786	Long Beach	CA	90853
120,000	Environmental Defense	257 Park Avenue South	New York	NY	10010
5,000	First Presbyterian Church of St Petersburg	701 Beach Dr NE	St. Petersburg	FL	33701
2,500	Free Library Fdn of Philadelphia (George S. Pepper Society)	1901 Vine Street -- Suite 111	Philadelphia	PA	19103-1189
13,500	Free Library of Philadelphia (LEAP After School Prog)	1901 Vine Street -- Suite 111	Philadelphia	PA	19103-1189
4,000	Fresh Air Fund	633 Third Avenue	New York	NY	10017
15,000	Friends of Princeton Open Space	P O. Box 374	Princeton	NJ	08542
3,000	Guide Dog Foundation for the Blind	371 E. Jericho Turnpike	Smithtown	NY	11787-9897
8,000	Habitat for Humanity	601 N Clinton Avenue	Trenton	NJ	08638-3446
10,000	Heifer Project International	1 World Avenue	Little Rock	AR	72202
3,000	Homefront	1880 Princeton Avenue	Lawrenceville	NJ	08648
5,000	IAVA (Memo: Operation Truth)	292 Madison Ave - Floor 10	New York	NY	10017
20,000	International Hyperbaric Medical Foundation	8210 Cinder Bed Road - Suite C3	Lorton	VA	22079-1135
12,000	Isles	10 Wood Street	Trenton	NJ	08618
5,000	Lifeline	300 South Clinton Avenue	Trenton	NJ	08618
2,000	Madison Valley Hospital Foundation	P O. Box 993	Enis	MT	59729
5,000	Make-A-Wish Foundation	512 Township Line Road - Suite 133	Blue Bell	PA	19422
4,000	Marine Mammal Stranding Center	P.O. Box 773	Brigantine	NJ	08203
5,000	McCarter Theater	91 University Place	Princeton	NJ	08540
18,000	Meals on Wheels c/o American Red Cross	707 Alexander Road - Suite 101	Princeton	NJ	08540
15,000	Memorial Sloan Kettering Cancer Center	1275 York Avenue	New York	NY	10021
5,000	Mercer County Wildlife Center	P O. Box 161	Titusville	NJ	08560
5,000	Mid Atlantic Center for the Arts (MAC)	P O. Box 340	Cape May	NJ	08204-0340
90,000	Nature Conservancy, The (Campaign for a Sustainable Planet)	15 E. Ridge Pike - Suite 500	Conshohocken	PA	19428
5,000	New Egypt United Methodist Church Trustees' Fund	38 North Main Street	New Egypt	NJ	08533
2,000	New Hope Library	93 West Ferry Street	New Hope	PA	18938-1332
10,000	New Hope Solebury School District Lower Elementary	15-A Princess Road	Lawrenceville	NJ	08648
2,000	New Jersey Audubon Society	9 Hardscrabble Road	Bernardsville	NJ	07924
15,000	New York Times Neediest	4 Chase Metrotech Center - 7th Floor East; Lo	Brooklyn	NY	11245
5,000	Princeton HealthCare System Foundation	253 Witherspoon Street	Princeton	NJ	08450
60,000	Project Forward Leap	1706 Race Street - Floor 2	Philadelphia	PA	19103
2,000	Project Freedom at Hamilton	223 Hutchinson Road	Robbinsville	NJ	08691
6,000	Prostate Cancer Research Institute	5777 W Century Blvd - Suite 800	Los Angeles	CA	90045
1,000	Ray of Hope Foundation	P O. Box 746	Beaverton	OR	97075-0746
3,000	Reason Foundation	3415 South Sepulveda Blvd. - Suite 400	Los Angeles	CA	90034-6064
12,000	Rocky Mountain Institute	1739 Snowmass Creek Road	Snowmass	CO	81654-9199
35,000	Salvation Army - National Division	615 Slaters Lane	Alexandria	VA	22314
10,000	Seeing Eye, The	P O. Box 375	Morristown	NJ	07963-0375
9,000	STRIVE	240 East 123rd Street	New York	NY	10035-2038
25,000	Trenton Area Soup Kitchen	72 1/2 Escher Street - Box 872	Trenton	NJ	08605
3,000	United Cerebral Palsy of Philadelphia & Vicinity	102 East Mermaid Lane	Philadelphia	PA	19118
14,000	Virginia Institute of Autism, The	1414 Westwood Road	Charlottesville	VA	22903-5149
7,000	Visitation Home	P.O. Box 11242	Hamilton	NJ	08620
15,000	WHYY TV 12	150 North Sixth Street	Philadelphia	PA	19106
20,000	World Wildlife Fund	1250 24th Street N W -- P O. Box 97180	Washington	DC	20090-7180
3,000	Yardley-Makefield EMS	1140 Edgewood Road	Yardley	PA	19067
10,000	YWCA Bramwell House	59 Paul Robeson Place	Princeton	NJ	08540

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**1,118,000**

# THE DAVID R. AND PATRICIA D. ATKINSON FOUNDATION

GOLDMAN SACHS

CAPITAL GAINS (LOSS) 09/01/10 - 8/31/11

Security	Shares	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain or Loss
NEE	(20,000)		11/9/2010	1,085,303.64		
	10,000	3/3/2006			409,100.00	
	10,000	1/23/2008			631,478.00	
				1,085,303.64	1,040,578.00	44,725.64
SYN	45,000	7/30/2009	11/18/2010	1,295,298.57	1,076,184.00	219,114.57
EQT	10,000	11/10/2008	12/8/2010	426,117.79	319,465.00	106,652.79
EMR	(10,000)		11/9/2010	561,430.50		
	1,000	1/3/2001			37,643.75	
	4,000	5/10/2001			131,121.00	
	5,000	12/18/2006			212,388.00	
				561,430.50	381,152.75	180,277.75
ABT	22,000	8/25/2009	12/14/2010	1,044,086.93	1,015,267.00	28,819.93
EQT	10,000	11/26/2008	1/10/2011	453,031.33	314,491.00	138,540.33
JNJ	17,000	6/15/2010	1/18/2011	1,058,664.86	1,003,705.50	54,959.36
MRK	14,000	10/26/2009	2/24/2011	447,218.59	461,746.60	(14,528.01)
EMR	(10,000)		2/24/2011	591,341.63		
	5,000	12/18/2006			212,388.00	
	5,000	2/5/2007			228,850.00	
				591,341.63	441,238.00	150,103.63
CVX	20,000	11/9/2010	5/23/2011	2,023,145.13	1,675,316.00	347,829.13
MRK	14,000	10/26/2009	5/31/2011	510,750.77	461,746.60	49,004.17
EQT	20,000	11/10/2008	7/7/2011	1,078,215.27	638,930.00	439,285.27
XQM	(28,000)		8/22/2011	1,964,487.05		
	20,000	11/18/2010			1,403,614.00	
	8,000	1/13/2011			612,492.80	
				1,964,487.05	2,016,106.80	(51,619.75)

12,539,092.06 10,845,927.25

YTD CAPITAL GAINS: 1,693,164.81

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on **e-file for Charities & Nonprofits**.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print  File by the due date for filing your return See instructions	Name of exempt organization <b>THE DAVID R. AND PATRICIA D. ATKINSON FOUNDATION</b>	Employer identification number <b>22-3753685</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>100 OVERLOOK CENTER, 2ND FLOOR</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>PRINCETON, NJ 08540</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**DAVID R. ATKINSON**

- The books are in the care of ► **100 OVERLOOK CENTER, 2ND FL, PRINCETON, NJ - 08540**  
Telephone No. ► **609-375-2076** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **APRIL 15, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

- ☐ calendar year \_\_\_\_\_ or  
► ☒ tax year beginning **SEP 1, 2010**, and ending **AUG 31, 2011**

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>34,000.</b>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>10,000.</b>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>24,000.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)