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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE ATLANTIC FOUNDATION

A Employer identification number: 22-6054882

Number and street (or P O box number if mail is not delivered to street address): 14 FAIRGROUNDS ROAD

Room/suite:

B Telephone number (see instructions): (609) 689-1040

City or town, state, and ZIP code: HAMILTON NJ 08619

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ 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)* ▶ $ 63,505,436

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) *(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) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	9,917,402			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	163,671	163,671		
	4	Dividends and interest from securities	557,278	557,278		
	5 a	Gross rents	43,699	43,699		
	b	Net rental income or (loss) 43,699				
	6 a	Net gain or (loss) from sale of assets not on line 10	216,935			
	b	Gross sales price for all assets on line 6a 216,935				
	7	Capital gain net income (from Part IV, line 2)		180,093		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	53,920	40,551		
	12	**Total.** Add lines 1 through 11	10,952,905	985,292	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	21,127	10,564		10,564
	14	Other employee salaries and wages	469,556	187,822		281,734
	15	Pension plans, employee benefits	188,136	75,254		112,882
	16 a	Legal fees (attach schedule)	73,166	26,997		46,168
	b	Accounting fees (attach schedule)	45,000	27,000		18,000
	c	Other professional fees (attach schedule)	75,977	31,674		44,303
	17	Interest	42,384	18,696		23,688
	18	Taxes (attach schedule) (see instructions)	1,754	1,754		
	19	Depreciation (attach schedule) and depletion	516,437	227,418		
	20	Occupancy	339,450	135,780		203,670
	21	Travel, conferences, and meetings	19,055	7,622		11,433
	22	Printing and publications				
	23	Other expenses (attach schedule)	254,775	46,522		208,253
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,046,817	797,103	0	960,695
	25	Contributions, gifts, grants paid	4,705,500			4,705,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	6,752,317	797,103	0	5,666,195
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	4,200,588			
	b	**Net investment income** (if negative, enter -0-)		188,189		
	c	**Adjusted net income** (if negative, enter -0-)			0	

SCANNED AUG 30 2013

RECEIVED AUG 28 2013 OGDEN, UT

For Paperwork Reduction Act Notice, see instructions.
HTA

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	114,256	95,936	95,936
	2	Savings and temporary cash investments	12,531,472	10,263,736	10,263,736
	3	Accounts receivable ▶ 330,119			
		Less allowance for doubtful accounts ▶	145,382	330,119	330,119
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 2,350,000			
		Less allowance for doubtful accounts ▶ 2,250,000	2,350,000	100,000	100,000
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	26,827,782	30,665,271	30,665,271
	c	Investments—corporate bonds (attach schedule)	4,403,060	4,709,125	4,709,125
	11	Investments—land, buildings, and equipment basis ▶ 7,807,419			
		Less accumulated depreciation (attach schedule) ▶ 3,083,455	4,850,633	4,723,964	4,723,964
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 15,711,646			
		Less accumulated depreciation (attach schedule) ▶ 3,592,522	12,336,617	12,119,124	12,119,124
	15	Other assets (describe ▶ See Attached Statement)	515,152	498,161	498,161
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	64,074,354	63,505,436	63,505,436
Liabilities	17	Accounts payable and accrued expenses	272,660	442,110	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	18,115,000	11,475,000	
	22	Other liabilities (describe ▶ See Attached Statement)	3,537	2,360	
	23	**Total liabilities** (add lines 17 through 22)	18,391,197	11,919,470	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	37,561,003	51,585,966	
	25	Temporarily restricted	5,840,600		
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	43,401,603	51,585,966	
	31	**Total liabilities and net assets/fund balances** (see instructions)	61,792,800	63,505,436	

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	43,401,603
2	Enter amount from Part I, line 27a	2	4,200,588
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED APPRECIATION- INVESTMENTS	3	3,983,775
4	Add lines 1, 2, and 3	4	51,585,966
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	51,585,966

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	Capital Gains Distributions			
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				0
b				
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				0
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	180,093
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	5,312

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,896,529	34,718,385	0 054626
2010	1,896,529	34,718,385	0 054626
2009	1,919,957	29,785,340	0 064460
2008	3,690,501	48,494,372	0 076102
2007	2,603,586	59,508,622	0 043751

2	**Total** of line 1, column (d)	2	0 293565
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	0 058713
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	31,767,172
5	Multiply line 4 by line 3	5	1,865,146
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,882
7	Add lines 5 and 6	7	1,867,028
8	Enter qualifying distributions from Part XII, line 4	8	5,769,290

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)

1 a 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	1,882	
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	1,882	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,882	
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 11,049			
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	11,049	
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	0	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	9,167	
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 9,167 **Refunded** ▶	11	0	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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. ▶ $ ____ **(2)** On foundation managers ▶ $ ____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____			
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
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶			
14	The books are in care of ▶ THE ATLANTIC FOUNDATION Telephone no ▶ (609) 689-1040			
	Located at ▶ 14 FAIRGROUNDS RD HAMILTON NJ ZIP+4 ▶ 08619			
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			
16	At any time during calendar year 2012, 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 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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 _____ , 20 _____ , 20 _____ , 20 _____			
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)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 _____ , 20 _____ , 20 _____ , 20 _____			
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 2012 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 2012)*	3b	N/A	
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 2012?	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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement		21,127		

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Michael Unger 14 Fairgrounds Rd, Hamilton, NJ 08619	Chief Administrative 40 00	121,666		
Craig Ingwer 14 Fairgrounds Rd, Hamilton, NJ 08619	Controller 40 00	106,044		
Janet Appleton 14 Fairgrounds Rd, Hamilton, NJ 08619	Executive Secretary 40 00	69,023		
Carmella Arnold 14 Fairgrounds Rd, Hamilton, NJ 08619	Accountant 40 00	56,439		
Suzanne Brunnengraber 14 Fairgrounds Rd, Hamilton, NJ 08619	Benefits Administra 40 00	52,313		
Total number of other employees paid over $50,000 ▶				

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Laura N Solomon, P C 300 E Lancaster Ave , Suite 106A, Wynnewood, PA 19096	Legal	67,492
Matthews & Co 270 Madison Ave , 16th Floor, New York, NY 10016	Accounting and Consulting	106,000
Mercadien Technologies 3625 Quakerbridge Rd, Hamilton, NJ 08619	Computer Network	52,996
Total number of others receiving over $50,000 for professional services ▶		

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 Support of Grounds For Sculpture relating to the operations of a sculpture park open to the public Activities include public tours, membership and admissions programs, various sculpture related events, children's programs, artists' lectures and viewing of artwork	255,187
2 Supoort of The Sculpture Foundation, Inc , a nonprofit organization formed for the purpose of enhancing public awareness pertaining to the appreciation of sculpture through the production of several exhibitions throughout the world and the acquisition of sculpture to display and educate the general public in the arts	242,288
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	31,939,712
b	Average of monthly cash balances	1b	211,224
c	Fair market value of all other assets (see instructions)	1c	100,000
d	**Total** (add lines 1a, b, and c)	1d	32,250,936
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	32,250,936
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	483,764
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,767,172
6	**Minimum investment return.** Enter 5% of line 5	6	1,588,359

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	1,588,359
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,882		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,882
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,586,477
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,586,477
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,586,477

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	5,666,195
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	103,095
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	5,769,290
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 (see instructions)	5	1,882
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,767,408

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					1,586,477
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0	
b Total for prior years 20 ____, 20 ____, 20 ____					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008	1,281,538				
c From 2009	436,898				
d From 2010	1,277,104				
e From 2011	169,561				
f **Total** of lines 3a through e		3,165,101			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 5,769,290					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2012 distributable amount					1,586,477
e Remaining amount distributed out of corpus		4,182,813			
5 Excess distributions carryover applied to 2012 *(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:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		7,347,914			
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					
d Subtract line 6c from line 6b Taxable amount—see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		7,347,914			
10 Analysis of line 9					
a Excess from 2008	1,281,538				
b Excess from 2009	436,898				
c Excess from 2010	1,277,104				
d Excess from 2011	169,561				
e Excess from 2012	4,182,813				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 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))

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

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 or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient — Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
The Sculpture Foundation, Inc 14 Fairgrounds Rd Hamilton, NJ 08619		Private Foundation	General Operating Support	4,000,000
Johnson Art and Education Foundation 14 Fairgrounds Rd Hamilton, NJ 08619		Private Foundation	General Operating Support	500,000
The Harmony Institute 40 Elizabeth Street, #400 New York, NY 10013		Public Charity	General Operating Support	137,500
The Nantucket Dreamland Foundation 35 Centre Street Nantucket, MA 02554		Public Charity	Capital Campaign	50,000
Kharme Choling 369 Patneaude Lane Barnet, VT 05821		Public Charity	General Operating Support	15,000
Council of New Jersey Grantmakers 101 West State Street Trenton, NJ 08608		501(c)(3) Exempt Organization	General Operating Support	3,000
Total			▶ **3a**	4,705,500
b *Approved for future payment*				
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	163,671	
4 Dividends and interest from securities			14	557,278	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	43,699	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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		764,648	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 764,648

(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) (See instructions)

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

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

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) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Signature of officer or trustee | 8/14/13 Date | Controller Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
THE ATLANTIC FOUNDATION	22-6054882

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
THE ATLANTIC FOUNDATION	22-6054882

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	The J Seward Johnson 1963 Charitable Trust 443 Northfield Avenue West Orange NJ 07052 Foreign State or Province Foreign Country	$ 9,917,402	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE ATLANTIC FOUNDATION	22-6054882

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
THE ATLANTIC FOUNDATION	22-6054882

Part III ***Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ 0
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	174,781
Short Term CG Distributions	5,312

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	180,093	0	180,093
Other sales	36,842	0	36,842

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1		STOCKS- CLASS ACTION				VARIOUS	P	VARIOUS	36,842	0					36,842

Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		53,920	40,551	0
1	MISCELLANEOUS	13,369	0	
2	SALE OF FIXED ASSETS- CAPITAL LEASE	40,551	40,551	

Part I, Line 16a (990-PF) - Legal Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		73,166	26,997	0	46,168
1	Laura Solomon P C	67,493	26,997		40,495
2	Cozen O'Conner	798			798
3	Pelletieri, Rabstein & Altman	4,875			4,875
4					
5					
6					
7					

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		45,000	27,000	0	18,000
1	Matthews & Co	45,000	27,000		18,000

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		75,977	31,674	0	44,303
1	Matthews & Co	61,000	24,400		36,600
2	Delaware Valley Payroll	1,727	691		1,036
3	Ten Sixty Asset Management	5,000	5,000		
4	Dunham Wolf	6,667			6,667
5	Investment Fees	1,583	1,583		
6					

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,754	1,754	0	0
1	Real estate tax not included in line 20				
2	Tax on investment income	1,754	1,754		
3	Income tax				

Part I, Line 19 (990-PF) - Depreciation and Depletion

							516,437	227,418	0
	Description	Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	See Attached Schedule					478,949	516,437	227,418	

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		254,775	46,522	0	208,253
1	Auto Expense	174	87		87
2	Books, Dues & Subscriptions	5,818	2,909		2,909
3	Office Expense	11,820	5,910		5,910
4	Bank Fees	4,586	4,586		
5	Licenses & Permits	110	55		55
6	Bond Fees	136,155			136,155
7	Gifts	1,500			1,500
8	Computer Network	58,737	29,369		29,368
9	Directors Fees	2,000	1,000		1,000
10	D & O Insurance	5,211	2,606		2,605
11	Bond Carrying Costs	28,664			28,664

Part II, Line 7 (990-PF) - Other Notes

	Borrower's Name	Check "X" if Business	Check "X" if 501(c)3 Org	Original Amount	Net Balance Due Beginning of Year	Balance Due End of Year	Allowance for Doubtful Accts End of Year	FMV of Other Notes	Security Provided	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Purpose of Loan	Consideration Description	Consideration FMV	Relationship
				3,556,135	2,350,000	2,350,000	2,250,000	100,000									
1	GFSL, INC	X		1,106,135	100,000	100,000		100,000	ALL ASSETS	9/30/1999	DEMAND		3 25%	WORKING CAPITAL		775,000	
2	SCULPTURE FOUNDATION, INC	X	X	1,900,000	1,700,000	1,700,000	1,700,000	0	ALL ASSETS	12/31/1995	DEMAND			CAPITAL EXPENDITURES		0	
3	EYEBEAM ATELIER	X	X	550,000	550,000	550,000	550,000	0	UNSECURED	12/31/2000	DEMAND					-	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			26,827,782	30,665,271	26,827,782	30,665,271
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	ZONE VENTURE FUND II		266,315	185,860	266,315	185,860
2	VANGUARD S&P 500 INDEX		622,585	706,356	622,585	706,356
3	VANGUARD EXPLORER FUND		324,611	360,999	324,611	360,999
4	VANGAURD INTERNATIONAL GROWTH		2,500,391	2,947,182	2,500,391	2,947,182
5	VANGUARD INTERNATIONAL VALUE		2,880,255	3,372,375	2,880,255	3,372,375
6	VANGUARD MID CAP ADMIRAL		1,542,440	1,764,512	1,542,440	1,764,512
7	VANGUARD PRIME CAP ADMIRAL		11,750,288	13,223,661	11,750,288	13,223,661
8	VANGUARD SMALL CAP ADMIRAL		1,761,418	2,044,837	1,761,418	2,044,837
9	VANGUARD WINDSOR II		1,534,793	1,748,825	1,534,793	1,748,825
10	VANGUARD WINDSOR		3,644,686	4,310,664	3,644,686	4,310,664
11			0		0	
12			0		0	
13			0		0	

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				4,403,060	4,709,125	4,403,060	4,709,125
1	VANGUARD LONG TERM BOND			1,798,661	1,989,763	1,798,661	1,989,763
2	VANGUARD SHORT TERM BOND			2,604,399	2,719,362	2,604,399	2,719,362

Part II, Line 11 (990-PF) - Investments - Land, Buildings, and Equipment

		Cost or Other Basis	Accumulated Depreciation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
		7,807,419	3,083,455	4,850,633	4,723,964	4,723,964
	Asset Description					
1	SEE ATTACHED SCHEDULE	7,807,419	3,083,455	4,850,633	4,723,964	4,723,964

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		Cost or Other Basis	Accumulated Depreciation Beg of Year	Accumulated Depreciation End of Year	Book Value Beg of Year	Book Value End of Year	FMV End of Year
	Asset Description	15,711,646	3,375,029	3,592,522	12,336,617	12,119,124	12,119,124
1	SEE ATTACHED SCHEDULE	15,711,646	3,375,029	3,592,522	12,336,617	12,119,124	12,119,124

Part II, Line 15 (990-PF) - Other Assets

		515,152	498,161	498,161
	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	BOND ISSUANCE COSTS	487,249	458,585	458,585
2	PREPAID EXP	15,709	3,975	3,975
3	PREPAID EXCISE TAXES	10,866	9,112	9,112
4	CANVASSES	1,328	1,328	1,328
5	CAPITAL LEASE RECEIVABLE		25,161	25,161

Part II, Line 21 (990-PF) - Mortgages and Other Notes Payable

	Name of Lender	Title	Check "X" if Business	Original Amount	Balance Due Beg. of Year	Balance Due End of Year	Security Provided	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Purpose of Loan	Description	Fair Market Value of Consideration	Relationship
				27,675,000	18,115,000	11,475,000								0	
1	MERCER COUNTY IMPROVEMENT AUTHO			21,545,000	14,835,000	9,235,000	COLLATERAL	9/30/2008	9/30/2028	AMORTIZATION	VARIABLE	REFUND PREVIOUS BON			
2	BANK OF AMERICA		X	6,130,000	3,280,000	2,240,000	COLLATERAL	9/30/2008	11/30/2014	AMORTIZATION	VARIABLE	COLLATERAL LOAN			

Part II, Line 22 (990-PF) - Other Liabilities

	Description	Beginning Balance	Ending Balance
		3,537	2,360
1	PAYROLL LIABILITIES	3,537	1,757
2	UNEARNED INTEREST- CAPITAL LEASE		603

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	174,781
Short Term CG Distributions	5,312

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						0	0	0	0	0	0	0	0	0
1	Capital Gains Distributions								0	0	0	0	0	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										21,127	0	0
1	See Attached Statement									21,127		

ATLANTIC FOUNDATION
INVESTMENT v CHARITABLE EXPENSES
2012

Part I			Percent		Dollars		Sculpture Park		Sculpture Found		Other		total	difference
Line #			Income	Exempt	Income	Exempt	%	$	%	$	%	$		
13	Compensation of Officers	21,127	50 0%	50 0%	10,564	10,564	25 0%	2,641	50 0%	5,282	25 0%	2,641	10,564	-
14	Other Salaries	469,556	40 0%	60 0%	187,822	281,734	5 0%	14,087	40 0%	112,693	55 0%	154,953	281,734	-
15	Employee Benefits	188,136	40 0%	60 0%	75,254	112,882	5 0%	5,644	40 0%	45,153	55 0%	62,085	112,882	-
16a	Legal	73,165			26,997	46,168		13,696		8,259		24,214	46,168	-
16b	Accounting	45,000	60 0%	40 0%	27,000	18,000	0 0%		0 0%		100 0%	18,000	18,000	-
16c	Other Professional	75,977			31,674	44,303		0		14,640		29,663	44,303	-
17	Interest	42,384			18,696	23,688	70 0%	16,582	10 0%	2,369	20 0%	4,738	23,688	-
18	Taxes	1,754	100 0%	0 0%	1,754	-							0	-
19	Depreciation	516,437			227,417									-
20	Occupancy	339,450			135,780	203,670		81,468		30,551		91,652	203,670	-
21	Travel	19,055	40 0%	60 0%	7,622	11,433	0 0%		0 0%		100 0%	11,433	11,433	-
22	Publications				-	-								-
23	Other	254,775			46,522	208,253		123,711		23,342		61,200	208,253	-
24	TOTAL	2,046,816	38 9%	46 9%	797,102	960,694	26 6%	255,187	#DIV/0!	242,288	47 9%	460,578	960,694	(0)
	Reimbursed Expenses													
	Grants													
	Bad Debts													
		2,046,816												

ATLANTIC FOUNDATION
INVESTMENT v CHARITABLE EXPENSES
2012

Part I Line #		Percent Income	Percent Exempt	Dollars Income	Dollars Exempt	Sculpture Park %	Sculpture Park $	Sculpture Found %	Sculpture Found $	Other %	Other $	total	difference
Legal Expense		2,046,816											
Pellettieri, Rabstein & Altman	4,875	0 0%	100 0%	-	4,875	70 0%	3,413	0 0%	0	30 0%	1,463	4,875	-
Laura Solomon	67,492	40 0%	60 0%	26,997	40,495	25 0%	10,124	20 0%	8,099	55 0%	22,272	40,495	-
Cozen O'Conner	798	0 0%	100 0%	-	798	20 0%	160	20 0%	160	60 0%	479	798	-
Total Legal	73,165	36 9%	63 1%	26,997	46,168		13,696		8,259		24,214	46,168	-
Occupancy Expenses													
Insurance	61,622	40%	60%	24,649	36,973	40 0%	14,789	15 0%	5,546	45 0%	16,638	36,973	-
Utilities	106,468	40%	60%	42,587	63,881	40 0%	25,552	15 0%	9,582	45 0%	28,746	63,881	-
R&M	145,698	40%	60%	58,279	87,419	40 0%	34,968	15 0%	13,113	45 0%	39,339	87,419	-
Telephone	25,661	40%	60%	10,265	15,397	40 0%	6,159	15 0%	2,310	45 0%	6,929	15,397	-
				-	-		0		0	100 0%	0	0	-
	339,450			135,780	203,670		81,468		30,551		91,652	203,670	-

The allocation of occupancy expenses is based on the use by the employees location and amount of time spent on the various charitable activities For purposes of allocating salaries and applying the percentage to the charitable portion of each of the expenses, only the other employee salaries were used, excluding officers This would provide a fairer basis for the allocation

ATLANTIC FOUNDATION
INVESTMENT v CHARITABLE EXPENSES
2012

Part I		Percent		Dollars		Sculpture Park		Sculpture Found		Other		total	difference
Line #		Income	Exempt	Income	Exempt	%	$	%	$	%	$		
Other Expenses													
Bank Fees	4,586	100%	0%	4,586	-	0 0%	0	0 0%	0	100 0%	0	0	-
Licenses & Permits	110	50%	50%	55	55	0 0%	0	0 0%	0	100 0%	55	55	-
Computer Network	58,737	50%	50%	29,369	29,368	20 0%	5,874	20 0%	5,874	60 0%	17,621	29,368	-
Office Expense	11,820	50%	50%	5,910	5,910	40 0%	2,364	15 0%	887	45 0%	2,660	5,910	-
Books, Dues & Subscriptions	5,818	50%	50%	2,909	2,909	0 0%	0	0 0%	0	100 0%	2,909	2,909	-
Bond Fees	136,155	0%	100%	-	136,155	70 0%	95,309	10 0%	13,616	20 0%	27,231	136,155	-
Bond Carrying Costs	28,664	0%	100%	-	28,664	70 0%	20,065	10 0%	2,866	20 0%	5,733	28,664	-
Director Fees	2,000	50%	50%	1,000	1,000	10 0%	100	10 0%	100	80 0%	800	1,000	-
D & O Insurance	5,211	50%	50%	2,606	2,605	0 0%	0	0 0%	0	100 0%	2,605	2,605	-
Gifts	1,500	0%	100%	-	1,500	0 0%	0	0 0%	0	100 0%	1,500	1,500	-
Auto Expense	174	50%	50%	87	87	0 0%	0	0 0%	0	100 0%	87	87	-
				-	-							0	-
Total	254,775			46,522	208,253		123,711		23,342		61,200	208,253	-
Other Professional Fees													
Investment Fees	1,583	100%	0%	1,583	-	0 0%	0	0 0%	0	100 0%	0	0	-
Mathews & Co	61,000	40%	60%	24,400	36,600	0 0%	0	40 0%	14,640	60.0%	21,960	36,600	-
Payroll	1,727	40%	60%	691	1,036	0 0%	0	0 0%	0	100 0%	1,036	1,036	-
Ten Sixty Asset Management	5,000	100%	0%	5,000	-	0 0%	0	0 0%	0	100 0%	0	0	-
Denham Wolf	6,667	0%	100%	-	6,667	0 0%	0	0 0%	0	100 0%	6,667	6,667	-
													-
	75,977			31,674	44,303		0		14,640		29,663	44,303	-

Fixed Assets Reconciliation

	Cost or Other Basis	Depreciation Expense	Accumulated Depreciation
Part II Line 11 Investments- Land, Buildings & Equipment	7,807,418.54	227,417.37	3,083,454.55
Part II Line 14 Land, Buildings & Equipment	15,711,646.00	289,020.01	3,592,522.11
	23,519,064.53	516,437.38	6,675,976.66
Per G/L	23,519,064.05	516,437.00	6,675,976.22
Difference	0.48	0.38	0.44

FORM 990-PF 2012
THE ATLANTIC FOUNDATION- INVESTMENT
EIN 22-6054882

Part II, Line 11 Investments-land, buildings and equipment basis

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Depreciat Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Building -14 Fairgrounds Road									
ENGINEERING/CONSULTING	6/30/1994	6,797	2,124	SL	40	170	2,294	4,503	4,503
LANDSCAPING/IRRIGATION	6/30/1994	12,273	5,114	SL	30	409	5,523	6,750	6,750
LANDSCAPING/IRRIGATION	6/30/1995	26,472	11,033	SL	30	883	11,916	14,556	14,556
ENGINEERING/CONSULTING	6/30/1995	132,291	41,344	SL	40	3,308	44,652	87,639	87,639
Recy Wall	6/30/1995	13,269	5,532	SL	40	443	5,975	7,294	7,294
Lanning engineering	6/30/1996	568	176	SL	40	14	190	378	378
ARCHITECT, PERMITS, DRAWINGS/PLANS	6/30/1996	56,317	17,600	SL	40	1,408	19,008	37,309	37,309
PERMITS	6/30/1997	2,851	895	SL	40	72	967	1,884	1,884
CONSTRUCTION	6/30/1997	328,401	102,625	SL	40	8,210	110,835	217,566	217,566
DRAWINGS	6/30/1997	2,756	862	SL	40	69	931	1,825	1,825
PRE-CONSTRUCTION SERVICES - EA REEVES	6/30/1997	7,246	2,263	SL	40	181	2,444	4,802	4,802
CONSTRUCTION	6/30/1998	2,043,569	638,613	SL	40	51,089	689,702	1,353,867	1,353,867
ARCHITECT	6/30/1998	51,329	16,038	SL	40	1,283	17,321	34,008	34,008
painting of AF offices	6/30/1998	796	334	SL	30	27	361	435	435
landscaping/improvements	6/30/1999	67,971	42,483	SL	20	3,399	45,882	22,089	22,089
CONSTRUCTION	6/30/1999	1,838,962	574,675	SL	40	45,974	620,649	1,218,313	1,218,313
landscaping/improvements	6/30/2000	16,573	9,530	SL	20	829	10,359	6,214	6,214
Pavillion	6/30/2000	440,576	253,333	SL	20	22,029	275,362	165,214	165,214
CONSTRUCTION	6/30/2000	366,057	107,939	SL	39	9,386	117,325	248,732	248,732
HVAC	12/28/2012	95,000		SL	20		-	95,000	95,000
		5,510,074	**1,832,513**			**149,179**	**1,981,696**	**3,528,378**	**3,528,378**
Furniture & Fixtures									
receptionists desk	12/29/1998	1,251	1,251	SL	7	-	1,251	-	-
wood blinds	3/31/1999	4,070	4,070	SL	7	-	4,070	-	-
multi-trainer equipment	3/31/1999	1,751	1,751	SL	7	-	1,751	-	-
reception desk	3/31/1999	7,259	7,259	SL	7	-	7,259	-	-
copier	4/15/1999	4,044	4,044	SL	7	-	4,044	-	-
4 Olive Urns and 4 Sconces	4/21/1999	3,801	3,801	SL	7	-	3,801	-	-
file cabinets	4/30/1999	925	925	SL	7	-	925	-	-
Oriental rug and pillows	6/5/1999	3,957	3,957	SL	7	-	3,957	-	-
misc. office furnishings	6/30/1999	2,585	2,585	SL	7	-	2,585	-	-
reupholster chairs/couches	6/30/1999	2,554	2,554	SL	7	-	2,554	-	-
cell phones	8/3/1999	428	428	SL	7	-	428	-	-
3 defibrillators	10/14/1999	4,801	4,801	SL	7	-	4,801	-	-
lighting	3/17/2000	1,377	1,377	SL	7	-	1,377	-	-
furniture - Atlantic Foundation lobby	3/28/2000	7,380	7,380	SL	7	-	7,380	-	-
chandelier - studio	4/19/2000	823	823	SL	7	-	823	-	-

FORM 990-PF 2012
THE ATLANTIC FOUNDATION- INVESTMENT
EIN 22-6054882

Part II, Line 11 Investments-land, buildings and equipment basis

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Depreciat Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Articulated Desk circa 1820-30	5/31/2000	9,000	9,000	SL	7	-	9,000	-	-
feeder for copier	6/30/2000	538	538	SL	7	-	538	-	-
sofa and chairs	7/5/2000	1,050	1,050	SL	7	-	1,050	-	-
Piano - JSJ Studio	7/6/2000	2,500	2,500	SL	7	-	2,500	-	-
security cameras	7/10/2000	698	698	SL	7	-	698	-	-
gym equipment - weights	8/14/2000	553	553	SL	7	-	553	-	-
file cabinets	9/8/2000	310	310	SL	7	-	310	-	-
Oriental Rugs	12/7/2000	15,000	15,000	SL	7	-	15,000	-	-
lobby furnishings	12/18/2000	4,666	4,666	SL	7	-	4,666	-	-
Attic Shelving	1/26/2001	395	395	SL	7		395	-	-
AF reception furniture	4/10/2001	223	223	SL	7		223	-	-
bathroom rugs	5/1/2001	3,400	3,400	SL	7		3,400	-	-
Aquarium	5/18/2001	24,584	24,584	SL	7		24,584	-	-
AF reception area	6/30/2001	2,404	2,404	SL	7		2,404	-	-
32" TV for conference room	10/11/2001	402	402	SL	7		402	-	-
AF Bathrooms	11/14/2001	4,901	4,901	SL	7		4,901	-	-
Canon Copier	12/20/2001	4,750	4,751	SL	7	-	4,751	(1)	(1)
fitness equipment	3/7/2002	959	959	SL	7	-	959	-	-
Office Furniture	11/25/2002	1,649	1,649	SL	7	-	1,649	-	-
Table	8/30/2006	5,000	3,932	SL	7	715	4,647	353	353
File Cabinets	5/29/2007	520	468	SL	7	52	520	0	0
File Cabinets	7/27/2007	600	540	SL	7	60	600	(0)	(0)
Canmera & Printer	10/15/2007	1,335	1,335	SL	7		1,335	(0)	(0)
File Cabinets	10/15/2007	435	392	SL	7	43	435	0	0
Fax Machine	12/18/2007	495	446	SL	7	49	495	-	-
Phone System	12/8/2011	6,910	-	SL	5	691	691	6,219	6,219
		140,283	**132,101**			**1,609**	**133,711**	**6,573**	**6,573**
Software & Hardware									
Microsoft Exchange	1/3/2002	320	320	SL	3		320	-	-
Carmie's PC	1/27/2002	830	830	SL	3		830	-	-
3com switch	4/15/2002	354	354	SL	3		354	-	-
Norton Antivirus - Corporate	5/21/2002	604	604	SL	3		604	-	-
Lois & Janet's PC's	7/24/2002	1,630	1,630	SL	3		1,630	-	-
LRH PC	7/25/2002	809	809	SL	3		809	-	-
ARC Serve Backup software	9/6/2002	278	278	SL	3		278	-	-
Cisco Router- Wireless System	10/15/2002	4,374	4,374	SL	3		4,374	-	-
Flat Screen Monitor-HR	10/23/2002	175	175	SL	3		175	-	-
HP Printer	11/25/2002	424	424	SL	3	-	424	-	-
PC for HR from NJBS	3/19/2003	375	375	SL	3	-	375	-	-
Quickbooks 2003	4/29/2003	360	360	SL	3	-	360	-	-

FORM 990-PF 2012
THE ATLANTIC FOUNDATION- INVESTMENT
EIN 22-6054882

Part II, Line 11 Investments-land, buildings and equipment basis

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Depreciat Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Dell Server and related software	7/15/2003	2,875	2,875	SL	3	-	2,875	-	-
Toshiba Notebook PC	4/9/2004	1,262	1,262	SL	3	-	1,262	-	-
Network equipment	5/10/2004	581	581	SL	3	-	581	-	-
Dell Inspiron	5/27/2004	1,380	1,380	SL	3	-	1,380	-	-
Brightstor backup	5/28/2004	944	944	SL	3	-	944	-	-
Norton Antivirus	6/1/2004	251	251	SL	3	-	251	-	-
Fujitsu Notebook	12/22/2004	1,132	1,132	SL	3	-	1,132	-	-
HP PC File room	1/21/2005	390	390	SL	3		390	-	-
Dell Notebook	5/4/2005	1,008	1,008	SL	3		1,008	-	-
Backup Drive	3/15/2006	1,274	1,274	SL	3	-	1,274	0	0
Dell Laptop	5/16/2006	887	887	SL	3	-	887	(0)	(0)
PC for HR from NJBS	7/11/2007	215	214	SL	3	-	214	2	2
HP Color Printers	9/14/2007	391	390	SL	3	-	390	1	1
Printer	9/27/2007	537	537	SL	3	-	537	(1)	(1)
Server	1/28/2008	647	648	SL	3	-	648	(1)	(1)
External Hard Drive	3/11/2008	98	96	SL	3	-	96	2	2
Dell Service Contract	5/6/2008	660	660	SL	1	-	660	(0)	(0)
Anti Virus Contract	5/19/2008	318	318	SL	1	-	318	(0)	(0)
Memory Upgrade	8/11/2008	61	60	SL	3	-	60	1	1
Windows Server- Terminal Services	8/31/2008	407	408	SL	3	-	408	(1)	(1)
Wireless Adapter	8/31/2008	80	78	SL	3	-	78	2	2
Compaq Computer	9/4/2009	783	655	SL	3	128	783	-	-
Server Rack	12/31/2009	3,748	3,125	SL	3	625	3,750	(2)	(2)
Server Rack & Workstation Upgrades	2/28/2010	14,671	7,335	SL	3	4,890	12,225	2,445	2,445
Network Upgrade	3/31/2010	8,515	4,258	SL	3	2,838	7,096	1,419	1,419
Firewall Package, Dell Optiplex	4/30/2010	3,097	1,548	SL	3	1,032	2,580	516	516
SSL Certificate and Battery	5/19/2010	583	291	SL	3	194	485	97	97
ATF	7/20/2010	3,002	1,501	SL	3	1,001	2,502	500	500
Cisco	7/28/2010	3,636	1,818	SL	3	1,212	3,030	606	606
Engineering	7/31/2010	1,313	656	SL	3	438	1,094	219	219
Engineering	8/31/2010	553	276	SL	3	184	460	92	92
ProSupport	10/6/2010	1,111	556	SL	3	370	926	185	185
Dell Optiplex	10/31/2010	375	188	SL	3	125	313	63	63
Quickbooks Pro 2011	12/31/2010	300	150	SL	3	100	250	50	50
Laptop	1/31/2011	512	85	SL	3	171	256	256	256
Cisco	2/17/2011	11,375	1,896	SL	3	3,792	5,688	5,688	5,688
Sonic Wall	2/28/2011	1,893	316	SL	3	631	947	947	947
Intuit QB	8/25/2011	650	108	SL	3	217	325	325	325
Adobe Suite	8/25/2011	368	61	SL	3	123	184	184	184
Phone System	10/31/2011	5,176	863	SL	3	1,725	2,588	2,588	2,588
Fiber Network	12/1/2011	78,744	13,124	SL	3	26,248	39,372	39,372	39,372

FORM 990-PF 2012
THE ATLANTIC FOUNDATION- INVESTMENT
EIN 22-6054882

Part II, Line 11 Investments-land, buildings and equipment basis

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Depreciat Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Sonic Wall 2400	2/2/2012	1,133		SL	3	189	189	944	944
Dell Computers (2)	5/31/2012	1,363		SL	3	227	227	1,136	1,136
OSP Fiber	10/9/2012	2,337		SL	3	390	390	1,948	1,948
LCD/LED TV	10/19/2012	900		SL	3	150	150	750	750
		172,065	**64,735**			**46,998**	**111,734**	**60,331**	**60,331**
Lexus	4/1/2004	**19,501**	**19,500**	SL	**5**	**-**	**19,500**	**1**	**1**
60 Sculptors' Way									
Land	1/1/2005	166,050	-			-	-	166,050	166,050
Building	1/1/2005	1,183,950	192,394	SL	40	29,599	221,993	961,957	961,957
Equipment	1/1/2005	614,837	614,837	SL	5		614,837	1	1
Defibulator	12/1/2011	659	16	SL	20	33	49	610	610
		1,965,496	**807,247**			**29,632**	**836,878**	**1,128,617**	**1,128,617**
Totals		**7,807,419**	**2,856,095**			**227,417**	**3,083,455**	**4,723,950**	**4,723,950**

FORM 990-PF 2012
THE ATLANTIC FOUNDATION- EXEMPT
EIN 22-6054882

990, Line 14 Part II - Land Buildings and Equipment

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Deprec. Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Building -14 Fairgrounds Road									
ENGINEERING/CONSULTING	6/30/1994	6,796	2,124	SL	40	170	2,294	4,502	4,502
LANDSCAPING/IRRIGATION	6/30/1994	12,274	5,114	SL	30	409	5,523	6,751	6,751
LANDSCAPING/IRRIGATION	6/30/1995	26,472	11,034	SL	30	883	11,917	14,555	14,555
ENGINEERING/CONSULTING	6/30/1995	132,291	41,346	SL	40	3,308	44,654	87,637	87,637
Recy Wall	6/30/1995	13,270	5,534	SL	40	443	5,977	7,293	7,293
Lanning engineering	6/30/1996	568	176	SL	40	14	190	378	378
ARCHITECT, PERMITS, DRAWINGS/PLANS	6/30/1996	56,317	17,600	SL	40	1,408	19,008	37,309	37,309
PERMITS	6/30/1997	2,851	897	SL	40	72	969	1,882	1,882
CONSTRUCTION	6/30/1997	328,401	102,625	SL	40	8,210	110,835	217,566	217,566
DRAWINGS	6/30/1997	2,757	862	SL	40	69	931	1,826	1,826
PRE-CONSTRUCTION SERVICES - EA REEVES	6/30/1997	7,246	2,263	SL	40	181	2,444	4,802	4,802
CONSTRUCTION	6/30/1998	2,043,569	638,614	SL	40	51,089	689,703	1,353,866	1,353,866
ARCHITECT	6/30/1998	51,330	16,039	SL	40	1,283	17,322	34,008	34,008
painting of AF offices	6/30/1998	796	335	SL	30	27	362	434	434
landscaping/improvements	6/30/1999	67,971	42,485	SL	20	3,399	45,884	22,087	22,087
CONSTRUCTION	6/30/1999	1,838,962	574,675	SL	40	45,974	620,649	1,218,313	1,218,313
landscaping/improvements	6/30/2000	16,573	9,532	SL	20	829	10,361	6,212	6,212
Pavillion	6/30/2000	440,576	253,333	SL	20	22,029	275,362	165,214	165,214
CONSTRUCTION	6/30/2000	366,057	107,940	SL	39	9,386	117,326	248,731	248,731
HVAC	12/28/2012	95,000		SL	20		-	95,000	95,000
		5,510,077	**1,832,528**			**149,180**	**1,981,711**	**3,528,366**	**3,528,366**
Furniture & Fixtures									
retired assets									
receptionists desk	12/29/1998	1,245	1,245	SL	7	-	1,245	-	-
wood blinds	3/31/1999	4,069	4,067	SL	7	-	4,067	2	2
multi-trainer equipment	3/31/1999	1,750	1,750	SL	7	-	1,750	-	-
reception desk	3/31/1999	7,258	7,258	SL	7	-	7,258	-	-
copier	4/15/1999	4,043	4,042	SL	7	-	4,042	1	1
4 Olive Urns and 4 Sconces	4/21/1999	3,800	3,800	SL	7	-	3,800	-	-
file cabinets	4/30/1999	925	924	SL	7	-	924	1	1
Oriental rug and pillows	6/5/1999	3,957	3,957	SL	7	-	3,957	-	-
misc. office furnishings	6/30/1999	2,585	2,585	SL	7	-	2,585	-	-
reupholster chairs/couches	6/30/1999	2,554	2,554	SL	7	-	2,554	-	-
cell phones	8/3/1999	428	428	SL	7	-	428	-	-
3 defibrillators	10/14/1999	4,801	4,801	SL	7	-	4,801	-	-
lighting	3/17/2000	1,377	1,377	SL	7	-	1,377	-	-
furniture - Atlantic Foundation lobby	3/28/2000	7,380	7,380	SL	7	-	7,380	-	-
chandelier - studio	4/19/2000	823	823	SL	7	-	823	-	-

FORM 990-PF 2012
THE ATLANTIC FOUNDATION- EXEMPT
EIN 22-6054882

990, Line 14 Part II - Land Buildings and Equipment

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Deprec. Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Articulated Desk circa 1820-30	5/31/2000	9,000	9,000	SL	7	-	9,000	-	-
feeder for copier	6/30/2000	538	538	SL	7	-	538	-	-
sofa and chairs	7/5/2000	1,050	1,050	SL	7	-	1,050	-	-
Piano - JSJ Studio	7/6/2000	2,500	2,500	SL	7	-	2,500	-	-
security cameras	7/10/2000	698	698	SL	7	-	698	-	-
gym equipment - weights	8/14/2000	553	553	SL	7	-	553	-	-
file cabinets	9/8/2000	310	310	SL	7	-	310	-	-
Oriental Rugs	12/7/2000	15,000	15,000	SL	7	-	15,000	-	-
lobby furnishings	12/18/2000	4,666	4,666	SL	7	-	4,666	-	-
Attic Shelving	1/26/2001	395	395	SL	7		395	-	-
AF reception furniture	4/10/2001	223	223	SL	7		223	-	-
bathroom rugs	5/1/2001	3,400	3,400	SL	7		3,400	-	-
Aquarium	5/18/2001	24,584	24,584	SL	7		24,584	-	-
AF reception area	6/30/2001	2,404	2,404	SL	7		2,404	-	-
32" TV for conference room	10/11/2001	402	402	SL	7		402	-	-
AF Bathrooms	11/14/2001	4,901	4,901	SL	7		4,901	-	-
Canon Copier	12/20/2001	4,750	4,750	SL	7		4,750	-	-
fitness equipment	3/7/2002	959	959	SL	7	-	959	-	-
Office Furniture	11/25/2002	1,652	1,652	SL	7	-	1,652	-	-
Table	8/30/2006	5,000	3,927	SL	7	714	4,641	359	359
File Cabinets	5/29/2007	520	468	SL	7	52	520	0	0
File Cabinets	7/27/2007	600	540	SL	7	60	600	(0)	(0)
Canmera & Printer	10/15/2007	1,335	1,335	SL	7	-	1,335	(0)	(0)
File Cabinets	10/15/2007	435	392	SL	7	43	435	0	0
Fax Machine	12/18/2007	495	446	SL	7	49	495	-	-
Phone System	12/8/2011	6,910	-	SL	5	691	691	6,219	6,219
		140,275	**132,083**			**1,609**	**133,692**	**6,583**	**6,583**
Software & Hardware									
Microsoft Exchange	1/3/2002	319	319	SL	3		319	-	-
Carmie's PC	1/27/2002	829	830	SL	3	-	830	(1)	(1)
3com switch	4/15/2002	353	354	SL	3	-	354	(1)	(1)
Norton Antivirus - Corporate	5/21/2002	603	604	SL	3	-	604	(1)	(1)
Lois & Janet's PC's	7/24/2002	1,629	1,630	SL	3	-	1,630	(1)	(1)
LRH PC	7/25/2002	809	809	SL	3		809	-	-
ARC Serve Backup software	9/6/2002	278	277	SL	3	-	277	1	1
Cisco Router- Wireless System	10/15/2002	4,374	4,373	SL	3	-	4,373	1	1
Flat Screen Monitor-HR	10/23/2002	175	174	SL	3	-	174	1	1
HP Printer	11/25/2002	424	424	SL	3	-	424	-	-
PC for HR from NJBS	3/19/2003	375	375	SL	3	-	375	-	-

FORM 990-PF 2012
THE ATLANTIC FOUNDATION- EXEMPT
EIN 22-6054882

990, Line 14 Part II - Land Buildings and Equipment

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Deprec. Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Quickbooks 2003	4/29/2003	360	360	SL	3	-	360	-	-
Dell Server and related software	7/15/2003	2,875	2,875	SL	3	-	2,875	-	-
Toshiba Notebook PC	4/9/2004	1,262	1,262	SL	3	-	1,262	-	-
Network equipment	5/10/2004	581	581	SL	3	-	581	-	-
Dell Inspiron	5/27/2004	1,380	1,380	SL	3	-	1,380	-	-
Brightstor backup	5/28/2004	944	944	SL	3	-	944	-	-
Norton Antivirus	6/1/2004	251	251	SL	3	-	251	-	-
Fujitsu Notebook	12/22/2004	1,132	1,132	SL	3	-	1,132	-	-
HP PC File room	1/21/2005	390	390	SL	3		390	-	-
Dell Notebook	5/4/2005	1,008	1,008	SL	3		1,008	-	-
Dell PC - CB	11/25/2005	774	774	SL	3		774	-	-
Backup Drive	3/15/2006	1,274	1,274	SL	3	-	1,274	0	0
Dell Laptop	5/16/2006	887	887	SL	3	-	887	(0)	(0)
PC for HR from NJBS	7/11/2007	215	216	SL	3	-	216	(1)	(1)
HP Color Printers	9/14/2007	391	390	SL	3	-	390	1	1
Printer	9/27/2007	537	537	SL	3	-	537	(1)	(1)
Server	1/28/2008	647	648	SL	3	-	648	(1)	(1)
External Hard Drive	3/11/2008	98	96	SL	3	-	96	2	2
Dell Service Contract	5/6/2008	660	660	SL	1	-	660	-	-
Anti Virus Contract	5/19/2008	318	318	SL	1	-	318	(0)	(0)
Memory Upgrade	8/11/2008	61	60	SL	3	-	60	1	1
Windows Server- Terminal Services	8/31/2008	407	408	SL	3	-	408	(1)	(1)
Wireless Adapter	8/31/2008	80	81	SL	3	-	81	(1)	(1)
Compaq Computer	9/4/2009	783	655	SL	3	131	786	(3)	(3)
Server Rack	12/31/2009	3,748	3,125	SL	3	625	3,750	(2)	(2)
Server Rack & Workstation Upgrades	2/28/2010	14,671	7,335	SL	3	4,890	12,225	2,445	2,445
Network Upgrade	3/31/2010	8,515	4,258	SL	3	2,838	7,096	1,419	1,419
Firewall Package, Dell Optiplex	4/30/2010	3,097	1,548	SL	3	1,032	2,580	516	516
SSL Certificate and Battery	5/19/2010	583	291	SL	3	194	485	97	97
ATF	7/20/2010	3,002	1,501	SL	3	1,001	2,502	500	500
Cisco	7/28/2010	3,636	1,818	SL	3	1,212	3,030	606	606
Engineering	7/31/2010	1,313	656	SL	3	438	1,094	219	219
Engineering	8/31/2010	553	276	SL	3	184	460	92	92
ProSupport	10/6/2010	1,111	556	SL	3	370	926	185	185
Dell Optiplex	10/31/2010	375	188	SL	3	125	313	63	63
Quickbooks Pro 2011	12/31/2010	300	150	SL	3	100	250	50	50
Laptop	1/31/2011	512	85	SL	3	171	256	256	256
Cisco	2/17/2011	11,375	1,896	SL	3	3,792	5,688	5,688	5,688
Sonic Wall	2/28/2011	1,893	316	SL	3	631	947	947	947
Intuit QB	8/25/2011	650	108	SL	3	217	325	325	325

990, Line 14 Part II - Land Buildings and Equipment

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Deprec. Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Adobe Suite	8/25/2011	368	61	SL	3	123	184	184	184
Phone System	10/31/2011	5,176	863	SL	3	1,725	2,588	2,588	2,588
Fiber Network	12/1/2011	78,744	13,124	SL	3	26,248	39,372	39,372	39,372
Sonic Wall 2400	2/2/2012	1,133		SL	3	189	189	944	944
Dell Computers (2)	5/31/2012	1,363		SL	3	227	227	1,136	1,136
OSP Fiber	10/9/2012	2,337		SL	3	390	390	1,948	1,948
LCD/LED TV	10/19/2012	900		SL	3	150	150	750	750
		172,834	**65,510**			**47,002**	**112,512**	**60,322**	**60,322**
Lexus	4/1/2004	**19,501**	**19,501**	SL	**5**	**-**	**19,501**	**-**	**-**
540 West 21st Street Property									
Land - 540 W 21st Street	1/1/2004	5,928,694	-			-	-	5,928,694	5,928,694
Building & Improvements - 540 W. 21st	1/1/2004	1,482,173	285,030	SL	40	38,004	323,034	1,159,139	1,159,139
New Roof	8/25/2005	179,527	77,792	SL	40	11,968	89,760	89,767	89,767
Roof Construction	2/7/2006	58,929	11,784	SL	40	1,964	13,748	45,181	45,181
Roof Construction	1/1/2008	40,073	7,021	SL	20	2,006	9,027	31,046	31,046
New Construction	10/15/2008	9,900	1,729	SL	20	494	2,223	7,677	7,677
Party Wall	12/16/2010	107,091	2,677	SL	20	5,355	8,032	99,059	99,059
Party Wall	11/21/2011	34,954	874	SL	20	1,748	2,622	32,332	32,332
Architecture	1/20/2012	2,362		SL	20	59	59	2,303	2,303
		7,843,703	**386,907**			**61,597**	**448,504**	**7,395,199**	**7,395,199**
Furniture & Fixtures - NY									
Waldner's	5/4/1999	8,896	8,896	SL	7	-	8,896	-	-
lighting design	8/19/1999	33,422	33,422	SL	7	-	33,422	-	-
Furniture	12/30/1999	17,441	17,439	SL	7	-	17,439	2	2
		59,759	**59,757**			**-**	**59,757**	**2**	**2**
60 Sculptors' Way									
Land	1/1/2005	166,050	-			-	-	166,050	166,050
Building	1/1/2005	1,183,950	192,393	SL	40	29,599	221,992	961,958	961,958
Equipment	1/1/2005	614,837	614,840	SL	5	-	614,840	(3)	(3)
Defibulator	12/1/2011	659	16	SL	20	33	49	610	610
		1,965,496	**807,249**			**29,632**	**836,881**	**1,128,615**	**1,128,615**
		15,711,646	**3,303,535**			**289,020**	**3,592,522**	**12,119,124**	**12,119,124**

990-PF 2012					
Exempt Assets Purchased					
				Investmen	Exempt
Sonic Wall 2400		2,265.00		1,133	1,133
Dell Computers (2)		2,726.93		1,363	1,363
OSP Fiber		4,674.04		2,337	2,337
LCD/LED TV		1,800.00		900	900
540 West 21st St- Architect		2,362.30			2,362
14 Fairgounds Rd- HVAC- CIP		190,000.00		95,000	95,000
				0	0
				0	0
		203,828.27		100,733	103,095

JOHNSON ART AND EDUCATION FOUNDATION
DIRECTORS & HIGHEST COMPENSATED EMPLOYEES
YEAR ENDING DECEMBER 31, 2012

DIRECTORS

DIRECTORS	TITLE	ADDRESS	PHONE NUMBER	COMPENSATION
J SEWARD JOHNSON JR	DIRECTOR- CEO	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	$15,293
JOHN S JOHNSON III	DIRECTOR- SECRETARY	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	$5,834
MICHAEL H GREENLEAF	DIRECTOR- TREASURER	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	$0
LAKSHMAN ACHUTHAN	DIRECTOR	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	$0
ROBERT CAMPBELL	DIRECTOR	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	$0
GASRRETT M HEHER	DIRECTOR	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	$0
CAROLYN ROSSIP MALCOLM	DIRECTOR	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	$0

HIGHEST COMPENSATED EMPLOYEES

MICHAEL UNGER	CHIEF ADMINISTRATIVE OFFICER	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	$121,666
CRAIG INGWER	CONTROLLER	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	$106,044
JANET APPLETON	EXECUTIVE SECRETARY	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	$69,023
CARMELLA ARNOLD	ACCOUNTANT	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	$56,439
SUZANNE BRUNNENGRABER	BENEFITS ADMINISTRATOR	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	$52,313