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
ATWATER KENT FOUNDATION, INC.

A Employer identification number
51-0081303

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

B Telephone number
(302) 478-4383

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

C If exemption application is pending, check here ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 1715969.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1.	1.		Statement 1
	4 Dividends and interest from securities	6815.	6815.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	38030.			
	b Gross sales price for all assets on line 6a 163118.				
	7 Capital gain net income (from Part IV, line 2)		38030.		
	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	44846.	44846.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	284.	213.		71.
	b Accounting fees Stmt 4	10222.	7667.		2555.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 5	407.	392.		15.
	19 Depreciation and depletion				
	20 Occupancy	1901.	1426.		475.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 6	676.	508.		168.
	24 Total operating and administrative expenses. Add lines 13 through 23	13490.	10206.		3284.
	25 Contributions, gifts, grants paid	93000.			93000.
	26 Total expenses and disbursements. Add lines 24 and 25	106490.	10206.		96284.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-61644.			
	b Net investment income (if negative, enter -0-)		34640.		
	c Adjusted net income (if negative, enter -0-)			N/A	

RECEIVED MAY 2 3 2013 OGDEN, UT IRS-OSC 811

SCANNED MAY 2 3 2013

223501
12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

16190329 144806 31047 2012.03011 ATWATER KENT FOUNDATION, IN 31047__1

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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1217.	2074.	2074.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 430.			
	Less: allowance for doubtful accounts ▶	776.	430.	430.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations Stmt 7	1097804.	1046231.	1046231.
	b Investments - corporate stock Stmt 8	491857.	481274.	667238.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ ROUNDING ADJUSTMENT)	-1.	-4.	-4.
	16 **Total assets** (to be completed by all filers)	1591653.	1530005.	1715969.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1591653.	1530005.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	1591653.	1530005.	
	31 **Total liabilities and net assets/fund balances**	1591653.	1530005.	

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	1591653.
2	Enter amount from Part I, line 27a	2	-61644.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1530009.
5	Decreases not included in line 2 (itemize) ▶	5	4.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1530005.

Form **990-PF** (2012)

223511
12-05-12

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SCHEDULE ATTACHED	P	Various	Various
b	SCHEDULE ATTACHED	P	Various	Various
c	CAPITAL GAIN DIVIDENDS			
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	20206.		22347.	-2141.
b	142874.		102741.	40133.
c	38.			38.
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				-2141.
b				40133.
c				38.
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	38030.
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 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	94813.	1763474.	.053765
2010	93325.	1767847.	.052790
2009	94578.	1763292.	.053637
2008	95351.	1880983.	.050692
2007	94515.	1992093.	.047445

2	Total of line 1, column (d)	2	.258329
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	.051666
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1738625.
5	Multiply line 4 by line 3	5	89828.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	346.
7	Add lines 5 and 6	7	90174.
8	Enter qualifying distributions from Part XII, line 4	8	96284.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 Date of ruling or determination letter. ________ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	346.
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	346.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	346.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 776.		
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	776.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	430.
11	Enter the amount of line 10 to be. **Credited to 2013 estimated tax** ▶ 430. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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)*

		Line	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 ▶ N/A

14 The books are in care of ▶ JAMES R. WEAVER, SECRETARY Telephone no. ▶ (302) 478-4383

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
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.

			Line	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 ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	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 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)? ☐ 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** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

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

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

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

Total number of other employees paid over $50,000 ▶ 0

Form **990-PF** (2012)

223551 12-05-12

13160328 144806 31047 2012.03011 ATWATER KENT FOUNDATION, IN 31047__1

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes.		
a	Average monthly fair market value of securities	1a	1761145.
b	Average of monthly cash balances	1b	3957.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1765102.
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	1765102.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26477.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1738625.
6	**Minimum investment return.** Enter 5% of line 5	6	86931.

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	86931.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 346.		
b	Income tax for 2012 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	346.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	86585.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	86585.
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	86585.

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	96284.
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	96284.
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	346.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	95938.

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				86585.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008 2532.				
c From 2009 6601.				
d From 2010 6533.				
e From 2011 6687.				
f Total of lines 3a through e	22353.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 96284.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				86585.
e Remaining amount distributed out of corpus	9699.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	32052.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	32052.			
10 Analysis of line 9				
a Excess from 2008 2532.				
b Excess from 2009 6601.				
c Excess from 2010 6533.				
d Excess from 2011 6687.				
e Excess from 2012 9699.				

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

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

STATEMENT ATTACHED

c Any submission deadlines:

NONE

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

STATEMENT ATTACHED

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
STATEMENT ATTACHED STATEMENT ATTACHED STATEMENT ATTACHED				93000.
Total			▶ 3a	93000.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	6815.	
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		38030.
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.		6816.	38030.

13 Total. Add line 12, columns (b), (d), and (e) 13 44846.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

James K Weaver | 5/9/13 | SECRETARY

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
GEORGE P. WARREN JR., CPA	George P Warren Jr GEORGE P. WARREN	03/28/13		P01321849

Firm's name ▶ GEORGE P. WARREN, JR. | Firm's EIN ▶ 23-6585684

Firm's address ▶ 52 ULVERSTON DRIVE KENNETT SQUARE, PA 19348-2044 | Phone no 610-388-0617

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

Source	Amount
FIDELITY INVESTMENTS CHECKING	0.
fIDELITY INVESTMENTS CORE ACCOUNT	1.
Total to Form 990-PF, Part I, line 3, Column A	1.

Form 990-PF	Dividends and Interest from Securities	Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
FIDELITY INVESTMENTS - AGENT	6815.	0.	6815.
US GOVERNMENT SECURITIES	0.	0.	0.
Total to Fm 990-PF, Part I, ln 4	6815.	0.	6815.

Form 990-PF	Legal Fees	Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	284.	213.		71.
To Fm 990-PF, Pg 1, ln 16a	284.	213.		71.

Form 990-PF	Accounting Fees	Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	10222.	7667.		2555.
To Form 990-PF, Pg 1, ln 16b	10222.	7667.		2555.

Form 990-PF	Taxes	Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX	346.	346.		0.
DELAWARE ANNUAL FEE	61.	46.		15.
FOREIGN INCOME TAXES	0.	0.		0.
To Form 990-PF, Pg 1, ln 18	407.	392.		15.

Form 990-PF	Other Expenses	Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
POSTAGE	418.	314.		104.
STATIONERY & SUPPLIES	253.	190.		63.
TELEPHONE	5.	4.		1.
To Form 990-PF, Pg 1, ln 23	676.	508.		168.

Form 990-PF	U.S. and State/City Government Obligations	Statement 7

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U S GOVERNMENT OBLIGATIONS	X		1046231.	1046231.
Total U.S. Government Obligations			1046231.	1046231.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			1046231.	1046231.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
CORPORATION STOCK	455323.	640330.
MUTUAL FUNDS	25951.	26908.
Total to Form 990-PF, Part II, line 10b	481274.	667238.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 9

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
HOPE P. ANNAN SEE NOTE ATTACHED PALM BEACH, FL 33480	TRUSTEE & PRESIDENT 0.00	0.	0.	0.
A. ATWATER KENT, III SEE NOTE ATTACHED PALM BEACH, FL 33480	TRUSTEE & VICE-PRESIDENT 0.00	0.	0.	0.
CHRISTOPHER B. KENT SEE NOTE ATTACHED SANTE FE, NM 87501	TRUSTEE & TREASURER 0.00	0.	0.	0.
JAMES R. WEAVER 1343 WEST BALTIMORE PIKE, A-302 MEDIA, PA 19063	SECRETARY 0.00	0.	0.	0.
JOANNE STEPPI 8 SANDALWOOD DRIVE, APT 6 NEWARK, DE 19713	ASSISTANT SECRETARY 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

ATWATER KENT FOUNDATION, INC.
INVESTMENTS 51-0081303 PART II - LINE 10
DECEMBER 31, 2012

Principal Amount		Book Value	Market Value Dec. 31, 2012
	U. S. Government Obligations		
1,046,230.69	Fidelity US Government Reserves	1,046,230.69	1,046,230.69
	Mutual Funds		
572.703	Fidelity Diversified International	15,860.24	17,146.73
420.570	Fidelity Emerging Markets	10,090.61	9,761.43
		25,950.85	26,908.16
	Common Stocks		
Shares			
520	AccenturePLC Class A	31,152.94	34,580.00
860	Amphenol Corp. Class A	28,018.89	55,642.00
505	Ansys Inc.	21,816.27	34,006.70
97	Apple Inc.	21,432.31	51,620.78
440	Celgene Corp.	27,120.69	34,526.80
2,510	Charles Schwab Corp. New	30,257.01	36,043.60
680	Express Scripts Holding Co.	29,883.50	36,720.00
222	Illinois Tool Works Inc.	10,017.04	13,499.82
290	Intercontinental Exchange Inc.	30,058.97	35,904.90
55	Mastercard Inc. Class A	16,004.41	27,020.40
600	Netapp Inc.	27,146.26	20,130.00
390	Praxair Inc.	25,140.78	42,685.50
315	Proctor & Gamble Co.	16,784.81	21,385.35
265	Ralph Lauren Corp. Class A	21,302.39	39,728.80
360	Sensata Technologies Holdings NV	10,870.34	11,692.80
245	United Technologies Corp.	16,233.37	20,092.45
760	Verisk Analytics Inc. Class A	27,062.25	38,737.20
175	VF Corp.	27,000.45	26,419.75
902	Yum Brands Inc.	38,020.06	59,892.80
		455,322.74	640,329.65
		1,527,504.28	1,713,468.50

REALIZED GAINS AND LOSSES
ATWATER KENT FOUNDATION 51-0081303 PART IV
AKF-FID
From 01-01-12 Through 12-31-12

Security Description						Gains/Loss	
Security	Quantity	Buy Date	Date Sold	Proceeds	Cost Basis	Short Term	Long Term
TARGET CORP	200 000	10-14-02	01-12-12	9,818 88	6,152 00		3,666 88
TARGET CORP	245 000	02-02-09	01-12-12	12,028 12	7,574 58		4,453 54
APPLE INC	8.000	04-26-10	02-13-12	3,987.41	2,162 28		1,825 13
GOOGLE INC CLASS A	3 000	10-11-07	02-24-12	1,823.48	1,922.37		-98 89
GOOGLE INC CLASS A	10.000	04-22-10	02-24-12	6,078 27	5,518 19		560 08
EXPRESS SCRIPTS HLDG CO COMMON	3.000	01-04-12	02-27-12	162.24	146 06	16.18	0.00
EXPRESS SCRIPTS HLDG CO COMMON	12.000	01-04-12	02-27-12	648 96	552.47	96.49	0 00
EXPRESS SCRIPTS HLDG CO COMMON	100 000	01-13-12	02-27-12	5,407 98	4,847 94	560 04	0 00
MASTERCARD INC CL A COM	8.000	06-16-08	03-01-12	3,337.26	2,366.48		970 78
APPLE INC	2 000	04-26-10	03-21-12	1,209 55	540 57		668 98
APPLE INC	9 000	05-24-10	03-21-12	5,442 99	2,229 45		3,213 54
MASTERCARD INC CL A COM	5 000	06-10-08	04-16-12	2,191 99	1,470 75		721 24
MASTERCARD INC CL A COM	7 000	06-16-08	04-16-12	3,068 78	2,070 67		998 11
RALPH LAUREN CORP. CLASS A	20.000	06-10-08	04-16-12	3,472.37	1,323.16		2,149 21
ORACLE CORP.	35.000	05-04-11	05-31-12	922 97	1,239.00		-316 03
ORACLE CORP	100 000	05-04-11	05-31-12	2,637 06	3,547.65		-910 59
ORACLE CORP	200 000	05-06-11	05-31-12	5,274 11	7,025 73		-1,751 62
ORACLE CORP	165.000	05-06-11	05-31-12	4,351 15	5,789 85		-1,438 70
ORACLE CORP	200 000	06-30-11	05-31-12	5,274 11	6,533.73	-1,259 62	0 00
ORACLE CORP.	190 000	10-27-11	05-31-12	5,010.41	6,429.19	-1,418 78	0 00
PRAXAIR INC.	10 000	06-16-09	07-12-12	1,057 81	718 37		339 44
PRAXAIR INC.	35.000	03-01-12	07-12-12	3,702 33	3,837 65	-135.32	0 00
GOOGLE INC CLASS A	5 000	02-01-10	07-17-12	2,849 17	2,676.10		173 07
GOOGLE INC CLASS A	5 000	04-22-10	07-17-12	2,849 17	2,759 10		90 07
GOOGLE INC CLASS A	2 000	08-30-10	07-17-12	1,139 67	917 47		222.20
URBAN OUTFITTERS INC.	20 000	09-27-10	08-01-12	615 61	689 45		-73 84
URBAN OUTFITTERS INC	165 000	09-29-10	08-01-12	5,078 80	5,371 79		-292 99
URBAN OUTFITTERS INC.	90 000	09-30-10	08-01-12	2,770 25	2,915.85		-145.60
URBAN OUTFITTERS INC	43 000	10-26-10	08-01-12	1,323.57	1,371.32		-47 75
URBAN OUTFITTERS INC.	107.000	10-26-10	08-01-12	3,293.52	3,392.97		-99.45
AMPHENOL CORP. NEW CL A	50.000	08-30-10	08-31-12	3,014.99	2,102.95		912 04
ANSYS INC	85 000	04-28-10	09-13-12	6,115.31	3,854.22		2,261.09
GOOGLE INC CLASS A	8 000	03-03-09	10-04-12	6,105 48	2,621.74		3,483 74
GOOGLE INC CLASS A	8 000	08-30-10	10-04-12	6,105 49	3,669.87		2,435 62
PROCTER & GAMBLE CO COM	6.000	05-03-05	10-19-12	408.41	329 03		79.38
PROCTER & GAMBLE CO COM	39.000	05-03-05	10-19-12	2,706.14	2,138.72		567 42
GOOGLE INC CLASS A	27 000	03-03-09	10-23-12	18,404.54	8,848 39		9,556 15
GOOGLE INC CLASS A	10 000	03-06-09	10-23-12	6,816.50	2,985 29		3,831 21
ANSYS INC	50 000	10-27-09	11-26-12	3,335.97	2,178 83		1,157 14

REALIZED GAINS AND LOSSES

ATWATER KENT FOUNDATION 51-0081303 PART IV

AKF-FID

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

Security Description						Gains/Loss	
Security	Quantity	Buy Date	Date Sold	Proceeds	Cost Basis	Short Term	Long Term
ANSYS INC	50 000	04-28-10	11-28-12	3,239 02	2,267 19		971 83
						672 71	
						-2,813 72	
				163,079.84	**125,088.41**	**-2,141.01**	**40,132.44**

37,991.43

SUMMARY

	Proceeds	Cost	Gain (Loss)
Short term	20,206.03	22,347.04	(2,141.01)
Long term	142,873.81	102,741.37	40,132.44
Totals	163,079.84	125,088.41	37,991.43

PART V LINE 3a
51-0081303

GRANTS AWARDED BY Atwater Kent Foundation, Inc. 01/01/2012 - 12/31/2012

CLASS	DONEE	CITY	PURPOSE	AMOUNT
ANIMAL WELFARE				
	American Civil Rights Union	Washington	current operations	$1,000.00
	Animal Medical Center(The)	New York	current operations	$350.00
	Friends Feral Felines	Charlotte	current operations	$500.00
	Peggy Adams AnimalRescueLeague	West Palm Beach	current operations	$1,050.00
	Spirit of the Hills Wildlife	Spearfish	current operations	$1,500 00
		Total forANIMAL WELFARE		**$4,400.00**
CHARITABLE - COMMUNITY ORGANIZATIONS				
	Acadia Community Association	Bar Harbor	MDI Skate Park	$1,000.00
	American Youth Hostels	Philadelphia	current operations	$500.00
	Asian Americans United	Philadelphia	current operations	$300.00
	Career Transition for Dancers	New York	current operations	$1,000.00
	CharlotteBenevolentPoliceDept	Charlotte	current operations	$500 00
	Essex County Trail Association	Hamilton	current operations	$200.00
	Harbor House Comm.Serv.Ctr	Southwest Harbr	H20 Underground Furniture	$1,200.00
	Heritage Foundation	Washington	current operations	$500.00
	Island Connections	Bar Harbor,	current operations	$300.00
	Island Housing Trust	Mount Desert	current operations	$300 00
	Judicial Watch	Washington	current operations	$500.00
	MDI Comm. Sailing Ctr.	SouthwestHarbor	current operations	$200.00
	Maine Coast Heritage Trust	Topsham	current operations	$1,050.00
	Maine Granite Industry Hist So	Mt. Desert	current operations	$500.00
	Manchester Historical Soc	Manchester	current operations	$500.00
	National Runaway Switchboard	Chicago	current operations	$300.00
	Parents & Friends, Lesb & Gays	Washington	current operations	$500.00
	Philadelphia PFLAG	Philadelphia	current operations	$500.00
	Santa Fe Teen Arts Ctr	Santa Fe	Warehouse # 21	$1,000.00
	Taller Puertorriqueno,Inc	Philadelphia	current operations	$1,000.00
	Talleyville Fire Company	Wilmington	current operations	$150 00
	The Chewonki Foundation	Wiscasset	current operations	$100.00
	Trustees of Reservations(The)	Beverly	current operations	$250.00
		Total forCHARITABLE - COMMUNITY ORGANIZATIONS		**$12,350.00**
CHARITABLE - HOSPITALS				
	Albert Schweitzer Hopital	Pittsburgh,	current operations	$500.00
	Dana Farber Cancer Institute,	Boston	memory of Rich Caraboolad	$100.00
	Hospice Foundation, Inc.	Poughkeepsie	current operations	$1,000.00
	Mayo Clinic	Rochester	current operations	$200.00
	Mt. Desert Island Hospital	Bar Harbor	current operatoins	$550.00
		Total forCHARITABLE - HOSPITALS		**$2,350.00**

PART V _ LINE 3a
51-0081303

GRANTS AWARDED BY Atwater Kent Foundation, Inc. 01/01/2012 - 12/31/2012

CLASS	DONEE	CITY	PURPOSE	AMOUNT
CHARITABLE - OTHER MEDICAL & HEALTH				
	Hospice Guild of Palm B County	West Palm Beac	current operations	$1,000.00
	Mt Desert Medical Ctr(Town of)	Nrtheast Harbor	current operations	$900.00
	Planned Parent World Pop. FL	West Palm Beach	current operations	$2,000.00
	Seeing Eye (The)	Morristown	current operations	$350.00
		Total forCHARITABLE - OTHER MEDICAL & HEALTH		**$4,250.00**
CHARITABLE - RELIEF				
	Boys & Girls RepublicHenry St.	New York	current operations	$450.00
	Calcutta House	Philadlephia	current operations	$100.00
	Fresh Air Fund (The)	New York	current operations	$550.00
	Habitat for Humanity	Americus	current operations	$500 00
	Philadelphia Fight	PHILADELPHIA	critical path project	$100.00
		Total forCHARITABLE - RELIEF		**$1,700.00**
EDUCATIONAL - CULTURAL INSTITUTIONS				
	American Ballet Theatre	New York	current operations	$4,000.00
	Atwater Kent Museum	Philadelphia	creation of displays	$20,150.00
	Bowne House Historical Society	Flushing	current operations	$200.00
	Friends of Acadia	Bar Harbor	current operations	$1,050.00
	Henry Morrison Flagler Mus	Palm Beach	current operations	$3,000.00
	Hist. Society PalmBeach County	West Palm Beach	current operations	$1,000 00
	Historic Santa Fe Foundation	Sante Fe	current operations	$1,000.00
	Institute of Classical Archite	New York	current operations	$500.00
	Mystic Seaport, Inc	Mystic	current operations	$750.00
	Northeast Historic Film	Bucksport	In memory of Diane Lee	$100.00
	Penobscot Marine Museum	Searsport	current operations	$850.00
	Philadelphia Museum of Art	Philadelphia	current operations	$250.00
	Preserv. Fdn of Palm Beach	Palm Beach	current operations	$5,000.00
	Rockport Art Association	Rockport	current operations	$150.00
	Seaport Museum of New York	New York	current operations	$500 00
	Tibet House New York	New York	current operations	$550.00
	Vizcayan Foundation	Miami	current operations	$3,000.00
	Zoological Soc. Palm Beaches	West Palm Beach	current operations	$1,000.00
	Zoological Soc. of Phila.	Philadelphia	current operations	$550.00
		Total forEDUCATIONAL - CULTURAL INSTITUTIONS		**$43,600.00**
EDUCATIONAL - PUBLIC INFORMATION				
	Aids Help,Inc.	Key West	current operations	$350.00
	Greenpeace USA	Washington .	current operations	$650.00
	Hetrick-Martin Institute	New York	current operations	$200.00

PART V - LINE 3a
51-0081303

GRANTS AWARDED BY Atwater Kent Foundation, Inc. 01/01/2012 - 12/31/2012

CLASS	DONEE	CITY	PURPOSE	AMOUNT
EDUCATIONAL - PUBLIC INFORMATION				
	IVC of Philadelphia	Philadelphia	current operations	$100.00
	National Right to Work Legal	Springfield	current operations	$500.00
	Nature Conservancy	Arlington	current operations	$800.00
	New Dimensions Foundation	Santa Rosa	current operations	$600.00
	New Mexico PBS	Albuquerque,NM	current operations	$1,000.00
	Southwest Harbor Library	Southwest Harbo	Staff Computers	$1,000.00
	The Galaei Project	Philadelphia	Rave Program	$100.00
	WERU Radio Broadcasting	East Orland	current operations	$1,850.00
		Total forEDUCATIONAL - PUBLIC INFORMATION		**$7,150.00**
EDUCATIONAL - SCHOOLS & COLLEGES				
	Childrens Storefront	New York	current operations	$450 00
	College of the Atlantic	Bar Harbor	current operations	$500.00
	Manch Essex Reg. High School	Manchester	current operations	$1,000.00
	Manchester Essex Reg Mid. Scho	Manchester	current operations	$2,000.00
	Outward Bound USA	Long Island Cit	current operations	$550.00
	Santa Fe Prep School	Santa Fe	Fund for Sante Fe Prep	$1,500.00
	Wissahickon Charter School	Philadelphia	current operations	$200.00
	Woods Hole Oceanographic Inst	Woods Hole	current operations	$1,050 00
	Worcester Polytechnic Inst.	Worcester	memory of A.A.K. Sr.	$1,000.00
		Total forEDUCATIONAL - SCHOOLS & COLLEGES		**$8,250.00**
GOVERNMENT & MUNICIPAL SERVICES				
	Freedom Works Foundation	Washington	current operations	$500.00
	Manchester-by-the-Sea Police	Manchester	current operations	$1,000.00
	Nat'l Legal & Policy Ctr	Falls Church	current operations	$1,000.00
	Town of Manchester-By-The-Sea	Manchester	current operations	$1,550.00
	Vermont Historical Society	Barre	current operations	$500 00
		Total forGOVERNMENT & MUNICIPAL SERVICES		**$4,550.00**
RELIGIOUS				
	Bethesda By The Sea	Palm Beach	current operations	$1,250.00
	Old West Church	Calais	current operations	$100.00
	St. David's Church (Episcopal)	Wayne	current operations	$350.00
		Total forRELIGIOUS		**$1,700.00**
SCIENTIFIC				
	Buckminster Fuller Institute	Brooklyn	current operations	$2,600.00
	Mt. Desert Biological Lab	Salisbury Cove	current operations	$100.00
		Total forSCIENTIFIC		**$2,700.00**

GRANTS AWARDED BY Atwater Kent Foundation, Inc. 01/01/2012 - 12/31/2012

CLASS	DONEE	CITY	PURPOSE	AMOUNT
			Grand Total	$93,000.00

Atwater Kent Foundation, Inc. 51-0081303

PART XV - Lines 2b & d

SUGGESTED PROCEDURE FOR GRANT APPLICATION

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

Please be sure that your application includes the following information:

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

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

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

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