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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 01-01-2012 , and ending 12-31-2012

Name of foundation ATKINSON FOUNDATION		A Employer identification number 94-6075613	
Number and street (or P O box number if mail is not delivered to street address) 1720 SOUTH AMPHLETT BLVD NO 100		Room/suite	B Telephone number (see instructions) (650) 357-1101
City or town, state, and ZIP code SAN MATEO, CA 94402		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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 16,624,833		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,197	5,197		
	4 Dividends and interest from securities.	423,804	423,804		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	616,495			
	b Gross sales price for all assets on line 6a _____ 2,955,483				
	7 Capital gain net income (from Part IV, line 2)		616,495		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,045,496	1,045,496		
	13 Compensation of officers, directors, trustees, etc	91,523	18,305		73,218
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	2,375	475		2,370
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	21,790	10,895		10,845
	c Other professional fees (attach schedule)	77,716	77,716		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	39,521	1,442		5,769
	19 Depreciation (attach schedule) and depletion	427	0		
	20 Occupancy	13,259	2,652		10,607
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	19,734	4,129		14,547
	24 Total operating and administrative expenses. Add lines 13 through 23	266,345	115,614		117,356
	25 Contributions, gifts, grants paid	939,613			599,613
	26 Total expenses and disbursements. Add lines 24 and 25	1,205,958	115,614		716,969
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-160,462			
	b Net investment income (if negative, enter -0-)		929,882		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

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

Assets	1	Cash—non-interest-bearing	9,876	42,504	42,504
	2	Savings and temporary cash investments	470,599	543,054	543,054
	3	Accounts receivable ▶ <u>23,264</u>			
		Less allowance for doubtful accounts ▶ _____	4,822	23,264	23,264
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	5,963	1,644	1,644
	10a	Investments—U S and state government obligations (attach schedule)	76,639 	28,957	31,680
	b	Investments—corporate stock (attach schedule)	10,393,207 	10,220,392	12,219,991
	c	Investments—corporate bonds (attach schedule).			
	Liabilities	11	Investments—land, buildings, and equipment basis ▶ _____		
		Less accumulated depreciation (attach schedule) ▶ _____			
12		Investments—mortgage loans			
13		Investments—other (attach schedule)	3,154,719 	3,460,617	3,760,181
14		Land, buildings, and equipment basis ▶ <u>13,348</u>			
		Less accumulated depreciation (attach schedule) ▶ <u>11,677</u>	2,098 	1,671	1,671
15		Other assets (describe ▶ _____)	 844 	844 	844
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,118,767	14,322,947	16,624,833
17		Accounts payable and accrued expenses	24,856	35,787	
18		Grants payable	120,000	460,000	
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 16,163 	29,874	
	23	Total liabilities (add lines 17 through 22)	161,019	525,661	
		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 ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	0	0		
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
29	Retained earnings, accumulated income, endowment, or other funds	13,957,748	13,797,286		
30	Total net assets or fund balances (see page 17 of the instructions)	13,957,748	13,797,286		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	14,118,767	14,322,947		

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	13,957,748
2	Enter amount from Part I, line 27a	2	-160,462
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	13,797,286
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,797,286

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)
1 a	CHARLES SCHWAB TRANSACTIONS	P		
b	US BANK TRANSACTIONS	P		
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 1,457,748		1,223,388	234,360
b 1,497,735		1,115,600	382,135
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			234,360
b			382,135
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	616,495
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	

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 page 18 of 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	717,522	15,349,696	0 046745
2010	853,304	14,729,205	0 057933
2009	959,250	13,220,555	0 072557
2008	1,109,244	17,566,037	0 063147
2007	1,104,567	20,442,814	0 054032

2 Total of line 1, column (d).	2	0 294414
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 058883
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	15,836,017
5 Multiply line 4 by line 3.	5	932,472
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	9,299
7 Add lines 5 and 6.	7	941,771
8 Enter qualifying distributions from Part XII, line 4.	8	716,969

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	18,598
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	18,598
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	18,598
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,440	
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	8,440
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	1
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	10,159
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA _____			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ HTTP //ATKINSONFDN.ORG				
14	The books are in care of ▶ ELIZABETH H. CURTIS Telephone no ▶ (650) 357-1101 Located at ▶ 1720 SO AMPHLETT BLVD 100 SAN MATEO, CA ZIP +4 ▶ 94402			
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		No
See 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 page 20 of the instructions)?	1b		
	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		No
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		
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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		
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		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		

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 Additional Data Table				
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
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). 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	
2	
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 page 24 of the 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	15,524,853
b	Average of monthly cash balances.	1b	552,322
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	16,077,175
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	16,077,175
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	241,158
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,836,017
6	Minimum investment return. Enter 5% of line 5.	6	791,801

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	791,801
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	18,598
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	18,598
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	773,203
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	773,203
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	773,203

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	716,969
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	716,969
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	716,969
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				773,203
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____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				133,880
b From 2008.				247,939
c From 2009.				305,072
d From 2010.				130,333
e From 2011.				
f Total of lines 3a through e.	817,224			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 716,969				
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.				716,969
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	56,234			56,234
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	760,990			
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 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).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	77,646			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	683,344			
10 Analysis of line 9				
a Excess from 2008. . . .				247,939
b Excess from 2009. . . .				305,072
c Excess from 2010. . . .				130,333
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV

1a 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 organization is a private operating foundation described in section 170(c)(2)(B)(i) or 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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

ELIZABETH H CURTIS
1720 SOUTH AMPHLETT BLVD SUITE 100
SAN MATEO, CA 94402
(650) 357-1101
ATKINFDN@AOL.COM

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

A COMPLETED GRANT REQUEST OBTAINED FROM THE FOUNDATION MUST BE FILED THE ORGANIZATION'S NAME, ADDRESS, TELEPHONE NUMBER AND THE NAME OF THE EXECUTIVE DIRECTOR MUST BE INCLUDED THE NAMES AND AFFILIATIONS OF THE ORGANIZATION'S OFFICERS AND DIRECTOR ARE INCLUDED ON THE FORM ALSO TO BE INCLUDED ARE A BRIEF STATEMENT OUTLINING THE ORGANIZATION'S GOALS AND SERVICES PLUS THE ANNUAL REPORT THE APPLICANTS MUST INCLUDE A DESCRIPTION OF THE PROPOSED PROGRAM SHOWING THE NEED, THE POPULATION TO BE SERVED, SPECIFIC OBJECTIVES AND ACTIVITIES THEY MUST PROVIDE A PROGRAM BUDGET WITH PROJECTED INCOME AND EXPENSES ALSO TO BE PROVIDED IS A COPY OF THE IRS LETTER SHOWING THAT THE ORGANIZATION IS TAX EXEMPT UNDER SEC 501(C)(3) AND THAT IT IS NOT A PRIVATE FOUNDATION THEY SHOULD ALSO INCLUDE ANY SUPPLEMENTAL INFORMATION THAT WOULD STRENGTHEN THE APPLICATION

c Any submission deadlines
DEADLINES FOR PROPOSALS ARE FEB 1, MAY 1, AUG 1, & NOV 1

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

NOT FUNDED BY FOUNDATION, GRANTS TO IND, GRANTS TO DOCTORAL STUDY OR RESEARCH, GRANTS TO INFLUENCE LEGISLATION, GRANTS TO NAT'L OR STATEWIDE PROGRAMS, DONATIONS TO OR SPONSORSHIP OF FUNDRAISING OR ANNUAL CAMPAIGNS, OR GRANTS FOR FILMS, VIDEOS, PUBLICATIONS AND CONFERENCES

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	559,613
b Approved for future payment COASTSIDE ADULT DAY HEALTH CENTERSENIOR COASTSIDERS 645 CORREAS STREET HALF MOON BAY,CA 94019		NON PROFIT	CAPITAL CAMPAIGN	180,000
CURIODYSSEY 1651 COYOTE POINT DR SAN MATEO,CA 94401		NON PROFIT	CAPITAL CAMPAIGN	200,000
Total			3b	380,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

Form 990PF Part VIII Line 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
ELIZABETH H CURTIS	VP, ADMINISTRATION/DIRECTO 40 00	91,523	2,375	0
1720 S AMPHLETT BLVD STE 100 SAN MATEO, CA 94402				
OLIVIA ARANDA	DIRECTOR 2 00	0	0	0
1720 S AMPHLETT BLVD STE 100 SAN MATEO, CA 94402				
JEAN ATKINSON	SECRETARY/DIRECTOR 2 00	0	0	0
1720 S AMPHLETT BLVD STE 100 SAN MATEO, CA 94402				
RAY ATKINSON	VP/DIRECTOR 2 00	0	0	0
1720 S AMPHLETT BLVD STE 100 SAN MATEO, CA 94402				
JAMES AVEDISIAN	VP, FINANCE/TREASURER/DIRE 2 00	0	0	0
1720 S AMPHLETT BLVD STE 100 SAN MATEO, CA 94402				
WILLIAM CRANDALL JR	ASST TREASURER/DIRECTOR 2 00	0	0	0
1720 S AMPHLETT BLVD STE 100 SAN MATEO, CA 94402				
DIRK DAMONTE	DIRECTOR 2 00	0	0	0
1720 S AMPHLETT BLVD STE 100 SAN MATEO, CA 94402				
JOHN HERRELL	DIRECTOR 2 00	0	0	0
1720 S AMPHLETT BLVD STE 100 SAN MATEO, CA 94402				
LINDA LANIER	PRESIDENT/DIRECTOR 2 00	0	0	0
1720 S AMPHLETT BLVD STE 100 SAN MATEO, CA 94402				
SHIRLEY MOORE	DIRECTOR 2 00	0	0	0
1720 S AMPHLETT BLVD STE 100 SAN MATEO, CA 94402				
ANNE W ATKINSON	DIRECTOR 2 00	0	0	0
1720 S AMPHLETT BLVD STE 100 SAN MATEO, CA 94402				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ADOLESCENT COUNSELING SERVICES 1717 EMBARCADERO ROAD 5000 PALO ALTO,CA 94303		NON PROFIT	ON CAMPUS COUNSELING PROGRAM	5,000
ASSOCIATION OF SMALL FOUNDATIONS 1720 N ST NW WASHINGTON,DC 20036		NON PROFIT	ANNUAL CONFERENCE SUPPORT, SAN FRANCISCO, 2012	5,000
BIG BROTHERSBIG SISTERS 731 MARKET ST 6TH FLOOR SAN FRANCISCO,CA 94103		NON PROFIT	SAN MATEO COUNTY MENTORING PROGRAMS	5,000
BOYS & GIRLS CLUB OF THE COASTSIDE PO BOX 545 HALF MOON BAY,CA 94019		NON PROFIT	GENERAL OPERATING SUPPORT	10,000
BOYS & GIRLS CLUBMID-PENINSULA 200 NORTH QUEBEC ST SAN MATEO,CA 94401		NON PROFIT	POWER HOUR/SUMMER MATH ACADEMY	7,500
BOYS & GIRLS CLUBSNORTH SAN MATEO COUNTY 201 WEST ORANGE AVE SOUTH SAN FRANCISCO,CA 94080		NON PROFIT	DIGITAL ARTS/CAREER EXPLORATION PROGRAM	5,000
BUILD 3 TWIN DOLPHIN DR SU 375 REDWOOD CITY,CA 94065		NON PROFIT	STUDENT ENTREPRENEURSHIP PROGRAM	5,000
BURLINGAME UNITED METHODIST CHURCH 1443 HOWARD AVENUE BURLINGAME,CA 94010		CHURCH	HOMELESS FOOD SERVICES	5,000
BURLINGAME UNITED METHODIST CHURCH 1443 HOWARD AVENUE BURLINGAME,CA 94010		CHURCH	GENERAL SUPPORT,YOUTH & CHILDREN'S PROGRAMS	5,000
CATHOLIC CHARITIES CYO 180 HOWARD ST SUITE 100 SAN FRANCISCO,CA 951051617		NON PROFIT	SAN CARLOS ADULT DAY SERVICES	5,000
CHARLES ARMSTRONG SCHOOL 1405 SOLANA DRIVE BELMONT,CA 94002		NON PROFIT	TUITION ASSISTANCE	5,000
CITY OF REDWOOD CITY-FAIR OAKS COMMUNITY CENTER 750 BRADFORD ST REDWOOD CITY,CA 94063		COMMUNIITY CENTER	INFORMATION AND REFERRAL SERVICES	5,000
CLEO ELAU CENTER 2483 OLD MIDDLEFIELD WAY SUITE 208 MOUNTAIN VIEW,CA 94043		NON PROFIT	COLLABORATIVE COUNSELING PROGRAM	5,000
COASTSIDE ADULT DAY HEALTH CENTER 645 CORREAS STREET HALF MOON BAY,CA 94019		NON PROFIT	GENERAL PROGRAM SUPPORT	7,500
COASTSIDE CHILD DEVELOPMENT CENTER PO BOX 84 HALF MOON BAY,CA 94019		NON PROFIT	EARLY CHILDHOOD EDUCATION FOR LOW INCOME FAMILIES	7,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
COASTSIDE CHILDREN'S PROGRAMS 494 MIRAMONTES AVE HALF MOON BAY,CA 94019		NON PROFIT	LOW INCOME TUITION SUBSIDY PROGRMAS	7,500
COMMUNITY OVERCOMING RELATIONSHIP ABUSE CORA PO BOX 4345 BURLINGAME,CA 94011		NON PROFIT	GENERAL SUPPORT - EMERGENCY SERVICES PROGRAM	5,000
CASA OF SAN MATEO COUNTY 1700 S EL CAMINO REAL SUITE 112 SAN MATEO,CA 94403		NON PROFIT	ACADEMIC SUCCESS PROJECT FOR FOSTER CHILDREN	7,500
DRAWBRIDGE PO BOX 2698 SAN RAFAEL,CA 94912		NON PROFIT	ARTS PROGRAMS IN HOMELESS SHELTERS	5,000
EACH ONE REACH ONE 146 SOUTH SPRUCE SOUTH SAN FRANCISCO,CA 94080		NON PROFIT	KEEPING IT SAFE HEALTH/SOCIAL EDUCATION FOR INCARCERATED YOUTH	5,000
EAST PALO ALTO BOXING CLUB 2528 PULGAS AVENUE EAST PALO ALTO,CA 94303		NON PROFIT	GENERAL PROGRAM SUPPORT	5,000
EASTSIDE COLLEGE PREPARATORY SCHOOL 1041 MYRTLE STREET EAST PALO ALTO,CA 94303		NON PROFIT	GENERAL PROGRAM SUPPORT	5,000
ECOLOGIC DEVELOPMENT FUND 25 MT AUBURN ST 203 CAMBRIDGE,MA 02138		NON PROFIT	CLEAN WATER PROJECT, NORTHERN HONDURAS	2,500
ELKUS RANCH ENVIRONMENTAL EDUCATION CENTER 80 STONE PINE ROAD 100 HALF MOON BAY,CA 94019		NON PROFIT	GENERAL PROGRAM SUPPORT	5,000
FAMILY CONNECTIONS PO BOX 358 SAN CARLOS,CA 94019		NON PROFIT	KINDERGARTEN READINESS PROGRAM	7,500
THE FOUNDATION CENTER SAN FRANCISCO FIELD OFFICE 312 SUTTER ST SUITE 606 SAN FRANCISCO,CA 94108		NON PROFIT	PROGRAM SUPPORT AND FACILITIES/TECHNOLOGY UPGRADE	1,500
FREE AT LAST 1796 BAY ROAD EAST PALO ALTO,CA 94303		NON PROFIT	PROJECT TURN-AROUND FIRST YEAR OF THREE YEAR STRATEGIC PLAN	5,000
FRIENDS FOR YOUTH 1741 BROADWAY FIRST FLOOR REDWOOD CITY,CA 94063		NON PROFIT	MENTORING SERVICES PROGRAM	5,000
FRIENDSHIP BRIDGE 403 URBAN ST LAKEWOOD,CO 80228		NON PROFIT	RURAL WOMEN'S MICROCREDIT PROGRAM, GUATEMALA	3,500
GIRL SCOUTS OF NORTHERN CALIFORNIA PO BOX 2249 OAKLAND,CA 94621		NON PROFIT	OUTREACH TO LATINA GIRLS IN HALF MOON BAY	7,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
GIRLS TO WOMEN PO BOX 50368 EAST PALO ALTO,CA 94303		NON PROFIT	GENERAL PROGRAM SUPPORT	5,000
HEALTHY CITIES TUTORING INC PO BOX 653 SAN CARLOS,CA 94070		NON PROFIT	GENERAL SUPPORT-TUTORING PROGRAM	7,500
HILLCREST CHAPLAINCY & MINISTRIES 222 PAUL SCANNELL DRIVE SAN MATEO,CA 94402		NON PROFIT	GENERAL PROGRAM SUPPORT	5,000
HIP HOUSING 364 SOUTH RAILROAD AVE SAN MATEO,CA 94401		NON PROFIT	HOME SHARING PROGRAM	7,500
HOMEWORK CENTRAL PO BOX 6687 SAN MATEO,CA 94403		NON PROFIT	GENERAL PROGRAM SUPPORT	7,500
HOME AND HOPE 1720 EL CAMINO REAL 7 BURLINGAME,CA 94010		NON PROFIT	GENERAL OPERATING SUPPORT, SHELTERING PROGRAM	10,000
INNVISIONSHELTER NETWORK 1450 CHAPIN AVE 2ND FLOOR BELMONT,CA 94010		NON PROFIT	FIRST STEP FOR FAMILIES TRANSITIONAL HOUSING	12,500
INTERNATIONAL INSTITUTE OF THE BAY AREA 2600 MIDDLEFIELD ROAD REDWOOD CITY,CA 94063		NON PROFIT	LEGAL AND REFERRAL SERVICES FOR IMMIGRANT FAMILIES SM COUNTY	5,000
KARA 457 KINGSLEY AVE PALO ALTO,CA 94301		NON PROFIT	GENERAL OPERATING SUPPORT COMPREHENSIVE GRIEF SERVICES	5,000
LATIN AMERICAN MISSION PO BOX 52-7900 MIAMI,FL 33152		NON PROFIT	WORK OF REV REUBEN AND JOY PARADES, PERU	8,000
LOVED TWICE 4123 BROADWAY SUITE 815 OAKLAND,CA 94611		NON PROFIT	GENERAL SUPPORT, SAN MATEO COUNTY PROGRAMS	2,000
MARINE SCIENCES INSITUTE 500 DISCOVERY PARKWAY REDWOOD CITY,CA 94063		NON PROFIT	DISCOVER OUR BAY SCIENCE PROGRAM	5,000
MENTAL HEALTH ASSOCIATION OF SAN MATEO COUNTY 2686 SPRING STREET REDWOOD CITY,CA 94063		NON PROFIT	ST MATTHEW HOTEL WELLNESS PROJECT	2,500
MULTICULTURAL INSTITUTE 1920 SEVENTH ST BERKELEY,CA 94710		NON PROFIT	SERVICES TO FAIR OAKS IMMIGRANT DAY LABORERS	5,000
MY NEW RED SHOES 111 ANZA BLVD SUITE 110 BURLINGAME,CA 94010		NON PROFIT	SCHOOL CLOTHING FOR NEEDY CHILDREN	3,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MILLENNIUM WATER ALLIANCES 1627 K ST NW SUITE 1000 WASHINGTON,DC 20006		NON PROFIT	CIRCUIT RIDER SAFE WATER PROGRAM, CENTRAL AMERICA	3,500
NORTH PENINSULA NEIGHBORHOOD SERVICES CENTER INC 600 LINDEN AVENUE SOUTH SAN FRANCISCO,CA 94080		NON PROFIT	GENERAL PROGRAM SUPPORT	5,000
PACIFIC SCHOOL OF RELIGION 1798 SCENIC AVENUE BERKELEY,CA 94709		NON PROFIT	WORK WITH SAN MATEO COUNTY WELCOMING CONGREGATIONS	5,000
TIDES CENTER 1809 PALMETTO AVE PACIFICA,CA 94044		NON PROFIT	HOUSING ASSISTANCE & HOMELESS PREVENTION PROGRAM	5,000
PACIFICA SCHOOL VOLUNTEERS 375 REINA DEL MAR PACIFICA,CA 94044		NON PROFIT	VOLUTEERS IN LITERACY PROGRAM	7,500
PARTNERS IN DEVELOPMENT INC 55 MARKET SUITE 201 IPSWICH,MA 01938		NON PROFIT	COMPLETION OF COMMUNITY WELL, GUATEMALA	2,400
PARCA 800 AIRPORT BLVD SUITE 310 BURLINGAME,CA 94010		NON PROFIT	FAMILY SUPPORT SERVICES	5,000
PENINSULA BRIDGE PROGRAM PO BOX 963 MENLO PARK,CA 94026		NON PROFIT	PENINSULA BRIDGE SUMMER PROGRAM	5,000
PENINSULA COLLEGE FUND 330 TWIN DOLPHIN DR SU 131 REDWOOD CITY,CA 94065		NON PROFIT	MENTORING FOR FIRST GENERATION COLLEGE STUDENTS	5,000
PLANNED PARENTHOOD MAR MONTE 1605 THE ALAMEDA SAN JOSE,CA 95126		NON PROFIT	PROGRAM SUPPORT FOR SERVICES OF NEW SAN MATEO CLINIC	8,000
PLANT WITH PURPOSE 4930 MORENA BLVD SUITE 1215 SAN DIEGO,CA 92117		NON PROFIT	FAMILY GARDENS, OAXACA, MEXICO	2,500
PLENTY INTERNATIONAL PO BOX 394 SUMMERTOWN,TN 38483		NON PROFIT	ESSENTIAL TREES AND SEEDS PROGRAM, GUATEMALA	5,000
PRO MUJER 253 WEST 35TH ST 11 FLOOR SOUTH NEW YORK,NY 10001		NON PROFIT	WOMEN'S HEALTH SERVICES/LOANS, NICARAGUA	5,000
PUENTE DE LA COSTA SUR PO BOX 554 PESCADERO,CA 94060		NON PROFIT	GENERAL OPERATING SUPPORT	10,000
RAINBOW NETWORK 3834 SOUTH AVENUE SPRINGFIELD,MO 65807		NON PROFIT	MICRO-LOAN ASSISTANCE IN RURAL NICARAGUA	3,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
RAPE TRAMA SERVICES 1860 EL CAMINO REAL SUITE 406 BURLINGAME,CA 94010		NON PROFIT	SEXUAL ASSAULT SERVICES PROGRAM	5,000
REBUILDING TOGETHER - PENINSULA PO BOX 4031 MENLO PARK,CA 94026		NON PROFIT	INTERCOMMUNAL SURVIVAL PRESCHOOL PROJECT SAN MATEO	10,000
REDWOOD CITY LIBRARY ASSOCIATION 1044 MIDDLEFIELD ROAD REDWOOD CITY,CA 94063		NON PROFIT	PROJECT READ LITERACY PROGRAM	3,000
RAFTRESOURCE AREA FOR TEACHING 1355 RIDDER PARK DRIVE SAN JOSE,CA 95131		NON PROFIT	GENERAL SUPPORT, SAN MATEO COUNTY BRANCH/PROGRAMS	7,500
SAMARITAN HOUSE 4031 PACIFIC BLVD SAN MATEO,CA 94403		NON PROFIT	CLIENT SERVICES AND FOOD PROGRAM	20,000
SAN MATEO COUNTY COMMUNITY COLLEGES FOUNDATION 3401 CSM DRIVE SAN MATEO,CA 94403		NON PROFIT	SCHOLARSHIPS, THREE CAMPUSES	27,900
SAN MATEO YOUTH FOUNDATION 409 SEVILLE WAY SAN MATEO,CA 94402		NON PROFIT	GENERAL PROGRAM SUPPORT, COLLEGE MENTORING/SCHOLARSHIP PROGRAM	7,500
SENIOR COASTSIDERS 535 KELLY AVE HALF MOON BAY,CA 94019		NON PROFIT	SENIOR NUTRITION PROGRAM	7,500
SHERIFF'S ACTIVITIES LEAGUE SM COUNTY 3151 EDISON WAY REDWOOD CITY,CA 94063		NON PROFIT	COASTSIDE SAL ACADEMY PROGRAM	5,000
SONRISAS COMMUNITY DENTAL CENTER 210 SAN MATEO RD SUITE 104 HALF MOON BAY,CA 94019		NON PROFIT	SPECIAL PATIENT DENTAL SERVICES	3,000
SOUTH COAST CHILDREN'S SERVICES INC PO BOX 525 PESCADERO,CA 94060		NON PROFIT	YOUTH EMPLOYMENT PROGRAM	7,500
SPARK PROGRAM 251 RHODE ISLAND ST SUITE 205 SAN FRANCISCO,CA 94103		NON PROFIT	APPRENTICESHIP LEARNING PROGRAMS, REDWOOD CITY	7,500
ST FRANCIS OF ASSISI YOUTH CLUB 1425 BAY ROAD EAST PALO ALTO,CA 94303		NON PROFIT	KHAN ACADEMY MATH SUPPORT PROGRAM	7,500
ST VINCENT DE PAUL SOCIETY 50 NORTH B STREET SAN MATEO,CA 94401		NON PROFIT	PENINSULA FAMILY RESOURCE CENTER	5,000
STANFORD UNIVERSITY BLDG 160 RM 231 STANFORD,CA 94305		NON PROFIT	PROJECT RISE	10,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
TREES WATER & PEOPLE 633 REMINGTON ST FT COLLINS,CO 80524		NON PROFIT	STRENGTHING RURAL LIVLIHOODS IN GUATEMALA	3,500
VIDA VERDE NATURE EDUCATION 3540 LA HONDA ROAD SAN GREGORIO,CA 94074		NON PROFIT	SUPPORT FOR THREE DAY FIELD TRIPS FOR SAN MATEO CO STUDENTS	5,000
WE TEACH SCIENCE FOUNDATION 405 PRIMROSE SUITE 200 BURLINGAME,CA 94010		NON PROFIT	REMOTE TUTORING/MENTORING	7,500
WILDLIFED ASSOCIATION PO BOX 3098 HALF MOON BAY,CA 94019		NON PROFIT	NATURE AWARENESS FOSTER YOUTH PROGRAM	5,000
YOUTH COMMUNITY SERVICE 4120 MIDDLEFIELD ROAD ROOM P-8 PALO ALTO,CA 94303		NON PROFIT	MIDDLE SCHOOL/HIGH SCHOOL ACADEMIC ENRICHMENT PROGRAM	5,000
YOUTH SERVICES BUREAU OF THE YMCA 1670 SO AMPHLETT BLVD SUITE 115 SAN MATEO,CA 94402		NON PROFIT	FAMILY COUNSELING SERVICES, SAN MATEO, PACIFICA,SO SF	5,000
COASTSIDE ADULT DAY HEALTH CENTERSENIOR COASTSIDERS 645 CORREAS STREET HALF MOON BAY,CA 94019		NON PROFIT	CAPITAL CAMPAIGNCAPITAL CAMPAIGN	60,000
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DR 700 ARLINGTON,VA 22202		NON PROFIT	GENERAL PROGRAM SUPPORTGENERAL PROGRAM SUPPORT	653
NORTHERN CALIFORNIA GRANTMAKERS 625 MARKET ST 15TH FLOOR SAN FRANCISCO,CA 94108		NON PROFIT	GENERAL PROGRAM SUPPORT	1,160
Total  3a				559,613

TY 2012 Accounting Fees Schedule

Name: ATKINSON FOUNDATION

EIN: 94-6075613

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	21,790	10,895		10,845

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: ATKINSON FOUNDATION

EIN: 94-6075613

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	1995-06-15	5,164	5,164	SL	5 0000000000000	0	0		
COMPUTER EQUIPMENT	2003-01-02	1,330	1,330	SL	5 0000000000000	0	0		
SOFTWARE	1995-06-15	3,800	3,800	SL	3 0000000000000	0	0		
COPIER	1998-07-15	920	920	SL	5 0000000000000	0	0		
COMPUTER EQUIPMENT	2011-12-14	2,134	36	SL	5 0000000000000	427	0		

**TY 2012 Investments Corporate
Stock Schedule****Name:** ATKINSON FOUNDATION**EIN:** 94-6075613

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCKS	10,220,392	12,219,991

**TY 2012 Investments Government
Obligations Schedule****Name:** ATKINSON FOUNDATION**EIN:** 94-6075613**US Government Securities - End of
Year Book Value:**

28,957

**US Government Securities - End of
Year Fair Market Value:**

31,680

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2012 Investments - Other Schedule

Name: ATKINSON FOUNDATION

EIN: 94-6075613

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	FMV	2,507,031	2,775,722
FIXED INCOME	FMV	953,586	984,459

TY 2012 Land, Etc. Schedule**Name:** ATKINSON FOUNDATION**EIN:** 94-6075613

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	5,164	5,164	0	
COMPUTER EQUIPMENT	1,330	1,330	0	
SOFTWARE	3,800	3,800	0	
COPIER	920	920	0	
COMPUTER EQUIPMENT	2,134	463	1,671	

TY 2012 Other Assets Schedule

Name: ATKINSON FOUNDATION

EIN: 94-6075613

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSIT	844	844	844

TY 2012 Other Expenses Schedule**Name:** ATKINSON FOUNDATION**EIN:** 94-6075613

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL PROCESSING FEES	1,940	388		1,563
MEMBERSHIPS	1,695	0		1,695
OFFICE SUPPLIES	2,918	875		2,043
ANNUAL REPORT & WEBSITE	968	0		968
PHONE	2,367	473		1,884
INSURANCE	2,641	528		930
POSTAGE	713	0		713
MEETINGS	5,832	1,750		4,115
STATE FILING FEES	85	0		85
INTERNET	575	115		551

TY 2012 Other Liabilities Schedule

Name: ATKINSON FOUNDATION

EIN: 94-6075613

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAX	16,163	29,874

TY 2012 Other Professional Fees Schedule

Name: ATKINSON FOUNDATION

EIN: 94-6075613

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FINANCIAL MGMT FEES	77,716	77,716		0

TY 2012 Taxes Schedule**Name:** ATKINSON FOUNDATION**EIN:** 94-6075613

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	7,211	1,442		5,769
FEDERAL EXCISE TAX	18,599	0		0
DEFERRED EXCISE TAX	13,711	0		0