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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 SEP 1, 2012, and ending AUG 31, 2013

Name of foundation
THE 'DAVID R. AND PATRICIA D. ATKINSON
FOUNDATION

A Employer identification number

22-3753685

Number and street (or P.O. box number if mail is not delivered to street address)

100 OVERLOOK CENTER, 2ND FLOOR

Room/suite

B Telephone number

(609) 375-2076

City or town, state, and ZIP code

PRINCETON, NJ 08540

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 changeD 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 foundationE 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)

\$ 31,723,416.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(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).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	1,200,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	13.	13.		STATEMENT 1
4 Dividends and interest from securities	821,384.	821,384.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,978,258.			
b Gross sales price for all assets on line 6a	18,999,416.			
7 Capital gain net income (from Part IV, line 2)		1,978,258.		
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	3,999,655.	2,799,655.		
13 Compensation of officers, directors, trustees, etc	30,000.	17,500.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	1,800.	1,800.		0.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	25,993.	14,430.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	3,272.	3,272.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	61,065.	37,002.		0.
25 Contributions, gifts, grants paid	1,426,000.			1,426,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,487,065.	37,002.		1,426,000.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,512,590.			
b Net investment income (if negative, enter -0-)		2,762,653.		
c Adjusted net income (if negative, enter -0-)			N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

**THE DAVID R. AND PATRICIA D. ATKINSON
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		514,157.	230,780.	230,780.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations	STMT 6	22,872,409.	25,668,376.	31,492,636.
	b	Investments - corporate stock				
	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 ▶)					
16	Total assets (to be completed by all filers)			23,386,566.	25,899,156.	31,723,416.
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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		3,569,538.	3,569,538.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		19,817,028.	22,329,618.	
30	Total net assets or fund balances			23,386,566.	25,899,156.	
31	Total liabilities and net assets/fund balances			23,386,566.	25,899,156.	

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	23,386,566.
2	Enter amount from Part I, line 27a	2	2,512,590.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	25,899,156.
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	25,899,156.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 18,993,477.		17,015,219.	1,978,258.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,978,258.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,978,258.
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	1,174,980.	25,747,662.	.045634
2010	1,094,249.	24,046,201.	.045506
2009	984,117.	22,548,911.	.043644
2008	1,045,572.	19,989,653.	.052306
2007	1,159,556.	27,544,717.	.042097

2 Total of line 1, column (d)	2	.229187
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	.045837
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	29,957,292.
5 Multiply line 4 by line 3	5	1,373,152.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,627.
7 Add lines 5 and 6	7	1,400,779.
8 Enter qualifying distributions from Part XII, line 4	8	1,426,000.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	27,627.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	27,627.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	27,627.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	11,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	303.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	16,930.	
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address ► N/A	13	X	
14	The books are in care of ► DAVID R. ATKINSON Telephone no ► 609-375-2076 Located at ► 100 OVERLOOK CENTER, 2ND FL, PRINCETON, NJ ZIP+4 ► 08540			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(a))? ☐ 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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

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) ☐ N/A

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? ☐ Yes ☒ 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? ☐ Yes ☒ No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID R. ATKINSON	TRUSTEE			
100 OVERLOOK CENTER, 2ND FL.				
PRINCETON, NJ 08540	1.00	0.	0.	0.
PATRICIA D. ATKINSON	TRUSTEE			
100 OVERLOOK CENTER, 2ND FL.				
PRINCETON, NJ 08540	1.00	0.	0.	0.
STEVEN R. ATKINSON	TRUSTEE			
100 OVERLOOK CENTER, 2ND FL.				
PRINCETON, NJ 08540	3.00	20,000.	0.	0.
PAUL D. ATKINSON	TRUSTEE			
100 OVERLOOK CENTER, 2ND FL.				
PRINCETON, NJ 08540	1.00	10,000.	0.	0.

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

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

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

Part VIII

Information About Officers, Directors, Trustees, Key Employees, and Paid Employees, and Contractors (continued)

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

[illegible]

Total number of others receiving over \$50,000 for professional services	0
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Part IX-A	Summary of Direct Charitable Activities
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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

Describe the three largest program-related investments made by the foundation during the tax year on lines 1-3		Amount
1	N/A	
2		
3	All other program-related investments See instructions	

Total. Add lines 1 through 3	0.
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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	29,778,137.
b	Average of monthly cash balances	1b	635,357.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	30,413,494.
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	30,413,494.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	456,202.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,957,292.
6	Minimum investment return. Enter 5% of line 5	6	1,497,865.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,497,865.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	27,627.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	27,627.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,470,238.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,470,238.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,470,238.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,426,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,426,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	27,627.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,398,373.

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

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FOUNDATION**

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,470,238.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,269,830.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,426,000.				
a Applied to 2011, but not more than line 2a			1,269,830.	
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				156,170.
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))	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				1,314,068.
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	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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)

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

Tax year

Prior 3 years

(a) 2012

(b) 2011

(c) 2010

(d) 2009

(e) Total

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 a

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))

SEE STATEMENT 7

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

b

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

c

Any submission deadlines

d

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE ATTACHED	NONE	501(C)(3)	GENERAL	1,426,000.
Total			3a	1,426,000.
b Approved for future payment				
NONE				
Total			3b	0.

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

223621
12-05-12

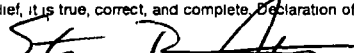
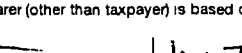
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		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.		

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		JAN 7, 2014 Date		TRUSTEE Title	
Paid Preparer Use Only	Print/Type preparer's name WALTER E. RAMICK, JR.		Preparer's signature 		Date 11/20/13	Check <input type="checkbox"/> if self-employed
	Firm's name ▶ ZWEIG, RAMICK & ASSOCIATES					PTIN P00038013
	Firm's address ▶ 2320 FAUNCE ST. PHILADELPHIA, PA 19152-4112					Firm's EIN ▶ 23-1994281
					Phone no. (215) 333-8246	

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

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

OMB No 1545-0047

2012**Name of the organization**THE DAVID R. AND PATRICIA D. ATKINSON
FOUNDATION**Employer identification number**

22-3753685

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

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

Special Rules☐

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

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization

THE DAVID R. AND PATRICIA D. ATKINSON
FOUNDATION

Employer identification number

22-3753685

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID R. ATKINSON 2111 NORTH CRESCENT BLVD. YARDLEY, PA 19067	\$ 1,200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE DAVID R. AND PATRICIA D. ATKINSON
FOUNDATION

Employer identification number

22-3753685

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

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

Name of organization

THE DAVID R. AND PATRICIA D. ATKINSON
FOUNDATION

Employer identification number

22-3753685

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	AMOUNT
BANK OF AMERICA	13.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS - NOM	821,384.	0.	821,384.
TOTAL TO FM 990-PF, PART I, LN 4	821,384.	0.	821,384.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,800.	1,800.		0.
TO FORM 990-PF, PG 1, LN 16B	1,800.	1,800.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL 990-PF EXCISE TAX	11,563.	0.		0.
WITHHELD FOREIGN TAXES	14,430.	14,430.		0.
TO FORM 990-PF, PG 1, LN 18	25,993.	14,430.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	24.	24.			0.
CUSTODY FEE	3,100.	3,100.			0.
POSTAGE AND STATIONARY	148.	148.			0.
TO FORM 990-PF, PG 1, LN 23	3,272.	3,272.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SECURITIES - SEE SCHEDULE ATTACHED	25,668,376.		31,492,636.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	25,668,376.		31,492,636.	

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

DAVID R. ATKINSON
PATRICIA D. ATKINSON

ATKINSON FOUNDATION Holdings

Period Ended August 31, 2013

	Quantity	Market Price	Market Value /		Unit Cost	Cost Basis
			Accrued Income			
US EQUITY						
US STOCKS						
CARNIVAL CORPORATION CMN (CCL)	45,000 00	36 0900	1,624,050 00	35 2119		1,584,536 00
			11,250 00			
COCA-COLA COMPANY (THE) CMN (KO)	82,000 00	38 1800	3,130,760 00	27 9553		2,292,335 80
COLGATE-PALMOLIVE CO CMN (CL)	40,000 00	57 7700	2,310,800 00	37 7504		1,510,017 00
ESTEE LAUDER COS INC CL-A CMN CLASS A (EL)	23,000 00	65 3600	1,503,280 00	63 5573		1,461,817 90
			4,140 00			
GENERAL ELECTRIC CO CMN (GE)	130,000 00	23 1400	3,008,200 00	18 2841		2,376,930 00
J M SMUCKER CO CMN (SJM)	100 00	106 1400	10,614 00			751.50
			58 00			
JOHNSON CONTROLS INC CMN (JCI)	40,000 00	40 5300	1,621,200 00	25 8680		1,034,720 00
MCCORMICK & CO NON VTG SHRS CMN (MKC)	25,000 00	67 6500	1,691,250 00	39 9331		998,327 50
MONSTER BEVERAGE CORP CMN (MNST)	10,000 00	57 3900	573,900 00	62 2063		622,063 00
NORDSTROM INC CMN (JWN)	28,000 00	55 7300	1,560,440 00	62 9760		1,763,329 20
			8,400 00			
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	37,000 00	77 8900	2,881,930 00	49 8042		1,842,756 04
THE FRESH MARKET, INC CMN (TFM)	10,000 00	48 8100	488,100 00	50 6191		506,191 00
UNITED PARCEL SERVICE, INC CLASS B COMMON STOCK (UPS)	28,000 00	85 5800	2,396,240 00	73 1764		2,048,937 80
			17,360 00			

*This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit).

Brokerage and securities services provided by Goldman, Sachs & Co Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC

Portfolio No XXX-XX573-1

Page 6 of 23



Period Ended August 31, 2013

PUBLIC EQUITY (Continued)

US EQUITY

US STOCKS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis
VERIZON COMMUNICATIONS INC CMN (VZ)	55,000 00	47 3800	2,605,900 00	50 1185	2,756,517 50
TOTAL US STOCKS			25,406,664 00 41,208 00		20,798,478 74

US REAL ESTATE SECURITIES (PUBLIC)

WEYERHAEUSER COMPANY CMN (WY)	70,000 00	27 3800	1,916,600 00	17 7086	1,239,602 00
			15,400 00		
TOTAL US EQUITY			27,323,264 00		22,038,932 24

NON-US EQUITY

NON-US STOCKS

GLAXOSMITHKLINE PLC SPONSORED ADR CMN (GSK)	30,000 00	50 8900	1,526,700 00	45 3750	1,361,250 00
			16,596 36		
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (NSRGY)	22,000 00	65 4760	1,440,472 00	64 0369	1,408,811 80
PENTAIR LTD CMN (PNR)	20,000 00	60 1100	1,202,200 00	42 9741	859,482 00
TOTAL NON-US STOCKS			4,169,372 00 16,596 36		3,629,543 80

TOTAL PUBLIC EQUITY

31,492,636.00 **25,668,376.04**

* Original Cost is price paid by purchaser adjusted for annual original issue discount, inclusions and/or return of capital adjustments. If applicable, Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

Check #	Amount	Alphabetized list	Street	City	State	Zip
877	1,500	ALPHA House	701 Fifth Avenue North	St. Petersburg	FL	33701
878	25,000	Alzheimer's Association	225 N Michigan Avenue - Floor 17	Chicago	IL	60601-7633
943	25,000	Alzheimer's Association	(Check 2 of 2)			
879	8,000	American Cancer Society	P.O. Box 1918	Morristown	NJ	07962
895	6,000	Anchor House	482 Centre Street	Trenton	NJ	08611
896	6,000	Angel's Wings	601 Hamilton Avenue - Floor 7	Trenton	NJ	08629
880	6,000	APAW	P O Box 162	Princeton Jct.	NJ	08550
881	25,000	Bard Prison Initiative	P O. Box 5000	Annandale-on-Hudson	NY	12504-5000
882	5,000	Boys and Girls Club of Trenton	212 Centre Street	Trenton	NJ	08611
883	20,000	Bucks County Children's Museum	P.O. Box 516	Doylestown	PA	18901
884	3,000	Camp Hill Village Kimberton Hills, Inc.	P O. Box 1045	Kimberton	PA	19442
885	6,000	Canine Partners for Life	P.O. Box 170	Cochranville	PA	19330-0170
886	2,000	Cape May City Volunteer Fire Dept	P.O. Box 375	Cape May	NJ	08204
887	250,000	CARE	114 Forrest Avenue - Room 106	Narbeth	PA	19072
930	10,000	College Possible	450 N. Syndicate - Suite 325	St. Paul	MN	55104
876	50,000	Cornell - Atkinson Forum in American Studies	American Studies and ILR - 290 Ives Hall	Ithaca	NY	14853-3901
944	50,000	Cornell - Atkinson Forum in American Studies	(Check 2 of 2)			
888	5,000	Delaware & Raritan Canal Greenway	One Preservation Place	Princeton	NJ	08540
889	100,000	Doctors Without Borders	333 Seventh Avenue - Floor 2	New York	NY	10001-5004
890	6,000	Dogs for the Deaf	10175 Wheeler Road	Central Point	OR	97502
891	15,000	Elixir Fund	P O Box 326	Princeton Jct	NJ	08550
893	150,000	Environmental Defense	257 Park Avenue South	New York	NY	10010
894	3,000	Free Library Fdn of Philadelphia (GSP Society)	1901 Vine Street -- Suite 111	Philadelphia	PA	19103-1189
939	25,000	Free Library of Philadelphia (LEAP After School)	1901 Vine Street -- Suite 111	Philadelphia	PA	19103-1189
945	25,000	Free Library of Philadelphia (LEAP After School)	(Check 2 of 2)			
897	5,000	Fresh Air Fund	633 Third Avenue	New York	NY	10017
942	10,000	Friends of Princeton Open Space	57 Mountain Avenue	Princeton	NJ	8540
898	8,000	Habitat for Humanity	601 N. Clinton Avenue	Trenton	NJ	08638-3446
899	15,000	Heifer Project International	1 World Avenue	Little Rock	AR	72202
900	4,000	Homefront	1880 Princeton Avenue	Lawrenceville	NJ	08648
901	12,000	Isles	10 Wood Street	Trenton	NJ	08618
902	5,000	Learning Ally Inc (Rec for Blind)	20 Roszel Road	Princeton	NJ	08540
903	2,500	Madison Valley Hospital Foundation	P O Box 993	Ennis	MT	59729
904	5,000	Make-A-Wish Foundation	512 Township Line Road - Suite 133	Blue Bell	PA	19422
933	4,000	Marine Mammal Stranding Center	P O Box 773	Brigantine	NJ	08203
905	5,000	McCarter Theater	91 University Place	Princeton	NJ	08540
906	18,000	Meals on Wheels c/o American Red Cross	707 Alexander Road - Suite 101	Princeton	NJ	08540
907	15,000	Memorial Sloan Kettering Cancer Center	633 Third Avenue - 28th Floor	New York	NY	10017
908	5,000	Mercer County Wildlife Center	P.O. Box 161	Titusville	NJ	08560
909	7,000	Mid Atlantic Center for the Arts (MAC)	P O. Box 340	Cape May	NJ	08204-0340
910	30,000	Nature Conservancy, The (Memo Campaign for a S	15 E Ridge Pike - Suite 500	Conshohocken	PA	19428
911	5,000	New Egypt United Methodist Church Trustees' Func	38 North Main Street	New Egypt	NJ	08533
931	5,000	New Hope Arts, Inc	2 Stockton Avenue	New Hope	PA	18938
912	20,000	New Hope Library	93 West Ferry Street	New Hope	PA	18938-1332
940	50,000	New Hope Solebury School District Lower Elementary		New Hope	PA	18938
913	2,000	New Jersey Audubon Society	9 Hardscrabble Road	Bernardsville	NJ	07924
914	20,000	New York Times Neediest	4 Chase Metrotech Center - 7th Floor East;	Brooklyn	NY	11245
932	5,000	Princeton HealthCare System Foundation	3626 U.S. Route One	Princeton	NJ	08540
915	60,000	Project Forward Leap	1706 Race Street - Floor 2	Philadelphia	PA	19103
946	60,000	Project Forward Leap	(Check 2 of 2)			
916	2,000	Project Freedom at Hamilton	223 Hutchinson Road	Robbinsville	NJ	08691
917	6,000	Prostate Cancer Research Institute	5777 W Century Blvd. - Suite 800	Los Angeles	CA	90045
918	3,000	Reason Foundation	3415 South Sepulveda Blvd - Suite 400	Los Angeles	CA	90034-6064
919	12,000	Rocky Mountain Institute	2317 Snowmass Creek Road	Snowmass	CO	81654-9199
920	35,000	Salvation Army - National Division	615 Slaters Lane	Alexandria	VA	22314
921	10,000	Seeing Eye, The	P O. Box 375	Morristown	NJ	07963-0375
929	10,000	St. Mary Medical Center Foundation	One Summit Square - Suite 300	Langhorne	PA	19047
922	12,000	STRIVE	240 East 123rd Street	New York	NY	10035-2038
923	25,000	Trenton Area Soup Kitchen	72 1/2 Escher Street - Box 872	Trenton	NJ	08605
947	25,000	Trenton Area Soup Kitchen	(Check 2 of 2)			
924	3,000	United Cerebral Palsy of Philadelphia & Vicinity	102 East Mermaid Lane	Philadelphia	PA	19118
925	10,000	Visitation Home	P O. Box 11242	Hamilton	NJ	08620
926	20,000	WHYY TV 12	150 North Sixth Street	Philadelphia	PA	19106
927	10,000	World Wildlife Fund	1250 24th Street N.W.	Washington	DC	20037-1193

Check #	Amount	Alphabetized list	Street	City	State	Zip
928	3,000	Yardley-Makefield EMS	1140 Edgewood Road	Yardley	PA	19067
934	25,000	Earth Vision Trust - Jim Baylog	717 Poplar Avenue	Boulder	CO	80304
941	10,000	The Center for Discovery	P.O Box 840	Harris	NY	12742
	<u>1,426,000</u>	Total Distributed as of 8/31/2013				

ATKINSON FOUNDATION

Realized Gains and Losses

Period Ended August 31, 2013

YEAR TO DATE GAINS AND LOSSES

This information is for general guidance and should not be used for tax purposes. You should use only your official form 1099s or other tax records for tax reporting. This information is not, and should not be construed as, tax accounting or legal advice. Please consult with your tax advisor regarding the tax consequences of your investment decisions. The cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account were provided by you or a third party and Goldman Sachs makes no representation as to the accuracy of such information.

	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	Holding Period
	Feb 16 2012	Sep 17 2012	20,000.00	751,517.14	611,000.00	0.00	140,517.14	140,517.14	ST
CARNIVAL CORPORATION CMN									
	Jun 14 2012	Oct 16 2012	25,000.00	1,205,227.97	1,300,847.50	0.00	(95,619.53)	(95,619.53)	ST
STARBUCKS CORP CMN									
	Feb 17 2012	Oct 16 2012	20,000.00	832,539.32	800,708.00	0.00	31,831.32	31,831.32	ST
STATE STREET CORPORATION (NEW) CMN									
	Dec 14 2010	Nov 19 2012	11,000.00	489,045.73	359,782.44	0.00	129,263.29	129,263.29	LT
KRAFT FOODS GROUP, INC CMN									
PEPSICO INC CMN									
	Jan 04 2010	Dec 18 2012	8,000.00	560,937.82	488,800.00	0.00	72,137.82	72,137.82	LT
	Jan 04 2010	Jan 18 2013	10,000.00	723,956.77	611,000.00	0.00	112,956.77	112,956.77	LT
E I DU PONT DE NEMOURS AND CO CMN									
	Jan 18 2013	Jan 31 2013	23,000.00	1,096,049.62	1,077,522.40	0.00	18,527.22	18,527.22	ST
ROYAL DUTCH SHELL PLC SPONSORED ADR									
CMN SERIES A									
	Jun 08 2010	Feb 01 2013	20,000.00	1,413,318.31	1,018,214.00	0.00	395,104.31	395,104.31	LT
MONDELEZ INTERNATIONAL, INC CMN									
	Dec 14 2010	Feb 19 2013	33,000.00	887,511.78	665,530.86	0.00	221,980.92	221,980.92	LT
GENERAL MILLS INC CMN									
	Apr 26 2012	Mar 12 2013	25,000.00	1,147,436.76	971,210.00	0.00	176,226.76	176,226.76	ST
ROYAL DUTCH SHELL PLC SPONSORED ADR									
	May 31 2011	Mar 14 2013	7,000.00	463,030.52	500,855.60	0.00	(37,825.08)	(37,825.08)	LT
CMN SERIES A									
	Jul 07 2011	Mar 14 2013	14,500.00	959,134.64	1,061,434.80	0.00	(102,300.16)	(102,300.16)	LT
EMBRAER SA ADR CMN									
	Sep 16 2011	Mar 26 2013	20,000.00	700,478.28	529,228.00	0.00	171,250.28	171,250.28	LT
GENERAL MILLS INC CMN									
	Apr 26 2012	Apr 01 2013	25,000.00	1,214,410.26	971,210.00	0.00	243,200.26	243,200.26	ST
GENERAL DYNAMICS CORP CMN									
	Mar 14 2013	Jun 13 2013	16,000.00	1,246,845.49	1,123,856.00	0.00	122,989.49	122,989.49	ST
FLUOR CORPORATION CMN									
	Nov 19 2012	Jun 28 2013	20,000.00	1,185,705.35	1,035,328.00	0.00	150,377.35	150,377.35	ST
	Feb 01 2013	Jun 28 2013	20,000.00	1,185,705.35	1,321,754.00	0.00	(136,048.65)	(136,048.65)	ST
OMNICOM GROUP CMN									
	Mar 14 2013	Aug 07 2013	25,000.00	1,585,347.39	1,488,527.50	0.00	96,819.89	96,819.89	ST
WALGREEN CO CMN									
	Jan 31 2013	Aug 07 2013	27,000.00	1,345,278.56	1,078,409.70	0.00	266,868.86	266,868.86	ST
				Sale Proceeds	Cost Basis	FX Gain (Loss)	Market Gain (Loss)	Total Gain (Loss)	
SHORT TERM GAINS				10,405,129.89	9,157,771.60	0.00	1,247,358.29	1,247,358.29	
SHORT TERM LOSSES				2,390,933.32	2,622,601.50	0.00	(231,668.18)	(231,668.18)	
NET SHORT TERM GAINS (LOSSES)				12,796,063.21	11,780,373.10	0.00	1,015,690.11	1,015,690.11	
LONG TERM GAINS				4,775,248.69	3,672,555.30	0.00	1,102,693.39	1,102,693.39	
LONG TERM LOSSES				1,422,165.16	1,562,290.40	0.00	(140,125.24)	(140,125.24)	
NET LONG TERM GAINS (LOSSES)				6,197,413.85	5,234,845.70	0.00	962,568.15	962,568.15	
TOTAL GAINS (LOSSES)				18,993,477.06	17,015,218.80		1,978,258.26	1,978,258.26	