



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

- Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE ATLANTIC FOUNDATION			A Employer identification number 22-6054882	
Number and street (or P.O. box number if mail is not delivered to street address) 14 FAIRGROUNDS ROAD		Room/suite	B Telephone number (see instructions) (609) 689-1040	
City or town HAMILTON	State NJ	ZIP code 08619		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 73,009,423		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

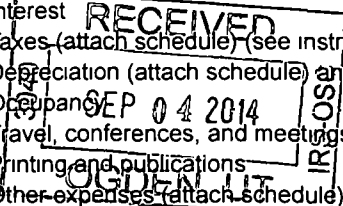
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	8,510,056			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	147,570	147,570		
	4 Dividends and interest from securities	501,263	501,263		
	5a Gross rents	44,087	44,087		
	b Net rental income or (loss) 44,087				
	6a Net gain or (loss) from sale of assets not on line 10	6,706,387			
	b Gross sales price for all assets on line 6a 30,274,357				
	7 Capital gain net income (from Part IV, line 2)		6,706,387		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	15,909,363	7,399,307	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	24,080	12,040		12,040
	14 Other employee salaries and wages	466,113	186,445		279,668
	15 Pension plans, employee benefits	182,591	70,036		109,555
	16a Legal fees (attach schedule)	104,050	41,620		62,430
	b Accounting fees (attach schedule)	44,670	26,802		17,868
	c Other professional fees (attach schedule)	82,380	50,340		32,040
	17 Interest	19,692	11,250		8,442
	18 Taxes (attach schedule) (see instructions)	65,041	65,041		
	19 Depreciation (attach schedule) and depletion	516,353	226,890		
	20 Occupancy	470,432	188,174		282,260
	21 Travel, conferences, and meetings	17,679	7,072		10,607
	22 Printing and publications				
	23 Other expenses (attach schedule)	231,763	66,036		165,727
	24 Total operating and administrative expenses. Add lines 13 through 23	2,224,844	951,746	0	980,637
	25 Contributions, gifts, grants paid	6,221,000			6,221,000
26 Total expenses and disbursements. Add lines 24 and 25	8,445,844	951,746	0	7,201,637	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	7,463,519				
b Net investment income (if negative, enter -0-)		6,447,561			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

SCANNED SEP 17 2014



618

10

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	95,936	3,219,837	3,219,837
	2	Savings and temporary cash investments	10,263,736	8,513,767	8,513,767
	3	Accounts receivable ▶ 122,393			
		Less allowance for doubtful accounts ▶	330,119	122,393	122,393
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 1,700,000			
		Less allowance for doubtful accounts ▶ 1,700,000	1,800,000		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	30,665,271	36,982,043	36,982,043
	c	Investments—corporate bonds (attach schedule)	4,709,125	7,202,798	7,202,798
	11	Investments—land, buildings, and equipment basis ▶ 7,897,001			
Liabilities		Less accumulated depreciation (attach schedule) ▶ 3,310,374	4,723,964	4,586,627	4,586,628
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 15,820,285			
		Less accumulated depreciation (attach schedule) ▶ 3,881,955	12,227,763	11,938,330	11,938,331
	15	Other assets (describe ▶ See Attached Statement)	498,161	443,625	443,626
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	65,314,075	73,009,420	73,009,423
	17	Accounts payable and accrued expenses	442,110	431,522	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	11,475,000	6,885,000	
	22	Other liabilities (describe ▶ See Attached Statement)	2,360	3,099,145	
	23	Total liabilities (add lines 17 through 22)	11,919,470	10,415,667	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24	Unrestricted	51,585,966	62,593,753	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	51,585,966	62,593,753	
	31	Total liabilities and net assets/fund balances (see instructions)	63,505,436	73,009,420	

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	51,585,966
2	Enter amount from Part I, line 27a	2	7,463,519
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	3,544,268
4	Add lines 1, 2, and 3	4	62,593,753
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	62,593,753

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 Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

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	6,706,387
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	13,199

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))
2012	5,767,408	31,767,172	0.181552
2011	1,896,529	34,718,385	0.054626
2010	1,896,529	34,718,385	0.054626
2009	1,919,957	29,785,340	0.064460
2008	3,690,501	48,494,372	0.076102

2 Total of line 1, column (d)	2	0.431366
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	0.086273
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	32,296,667
5 Multiply line 4 by line 3	5	2,786,330
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	64,476
7 Add lines 5 and 6	7	2,850,806
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	7,377,935

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)			
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	1	64,476	
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	64,476	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	64,476	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9,167	
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	9,167	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	55,309	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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 ▶	13	X	
14	The books are in care of ▶ THE ATLANTIC FOUNDATION Telephone no ▶ (609) 689-1040 Located at ▶ 14 FAIRGROUNDS RD HAMILTON NJ ZIP+4 ▶ 08619			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, 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 checked="" type="checkbox"/> Yes <input 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 ▶ <input type="checkbox"/>	1b	X
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b N/A
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b X
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement		24,080		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Michael Unger 14 Fairgrounds Rd, Hamilton, NJ 08619	Chief Administrative 40 00	120,659		
Craig Ingwer 14 Fairgrounds Rd, Hamilton, NJ 08619	Controller 40 00	108,396		
Janet Appleton 14 Fairgrounds Rd, Hamilton, NJ 08619	Executive Secretary 40 00	69,834		
Carmella Arnold 14 Fairgrounds Rd, Hamilton, NJ 08619	Accountant 40 00	58,529		
	00	0		
Total number of other employees paid over \$50,000				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Laura N. Solomon, P.C. 300 E. Lancaster Ave., Suite 106A, Wynnewood, PA 19096	Legal	104,046
Matthews & Co 270 Madison Ave., 16th Floor, New York, NY 10016	Accounting and Consulting	124,070
Mercadien Technologies 3625 Quakerbridge Rd., Hamilton, NJ 08619	Computer Network	76,577

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 Support of Grounds For Sculpture relating to the operations of a sculpture park open to the public. Activities include public tours, membership and admissions programs, various sculpture related events, children's programs, artists' lectures and viewing of artwork	237,721
2 Support of The Sculpture Foundation, Inc., a nonprofit organization formed for the purpose of enhancing public awareness pertaining to the appreciation of sculpture through the production of several exhibitions throughout the world and the acquisition of sculpture to display and educate the general public in the arts	250,132
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	32,387,357
b	Average of monthly cash balances	1b	401,137
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	32,788,494
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	32,788,494
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	491,827
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,296,667
6	Minimum investment return. Enter 5% of line 5	6	1,614,833

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	1,614,833
2a	Tax on investment income for 2013 from Part VI, line 5	2a	64,476
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	64,476
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,550,357
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,550,357
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,550,357

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	7,201,637
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	176,298
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	7,377,935
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	64,476
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,313,459

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,550,357
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013.				
a From 2008	1,281,538			
b From 2009	436,898			
c From 2010	1,277,104			
d From 2011	169,561			
e From 2012	4,182,813			
f Total of lines 3a through e	7,347,914			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 7,377,935				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				1,550,357
e Remaining amount distributed out of corpus	5,827,578			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,175,492			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	1,281,538			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	11,893,954			
10 Analysis of line 9				
a Excess from 2009	436,898			
b Excess from 2010	1,277,104			
c Excess from 2011	169,561			
d Excess from 2012	4,182,813			
e Excess from 2013	5,827,578			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

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) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a** The name, address, and telephone number or e-mail address 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 <i>Paid during the year</i> THE SCULPTURE FOUNDATION 14 FAIRGROUNDS RD HAMILTON, NJ 08619 JOHNSON ART AND EDUCATION FOUNDATION 14 FAIRGROUNDS RD HAMILTON, NJ 08619 HARMONY INSTITUTE 40 ELIZABETH STREET #400 NEW YORK, NY 10013 KHARME CHOLING 369 PATNEAUDE LANE BARNET, VT 05821 PRINCETON HEALTHCARE SYSTEM 1 PLAINSBORO ROAD PLAINSBORO, NJ 08536 COUNCIL OF NEW JERSEY GRANTMAKERS 101 WEAT STATE STREET TRENTON, NJ 08608		POF PF PC PC PC PC	GENERAL OPERATING SUPPORT GENERAL OPERATING SUPPORT GENERAL OPERATING SUPPORT GENERAL OPERATING SUPPORT GENERAL OPERATING SUPPORT GENERAL OPERATING SUPPORT	4,550,000 1,500,000 137,500 15,000 15,000 3,500
Total			▶ 3a	6,221,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	147,570	
4	Dividends and interest from securities			14	501,263	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property			16	44,087	
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		692,920	0
13	Total. Add line 12, columns (b), (d), and (e)				13	692,920

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | |
|---|--|---|
| 1 | <p>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?</p> | |
| a | <p>Transfers from the reporting foundation to a noncharitable exempt organization of</p> | |
| | <p>(1) Cash</p> | 1 |
| | <p>(2) Other assets</p> | 1 |
| b | <p>Other transactions</p> | |
| | <p>(1) Sales of assets to a noncharitable exempt organization</p> | 1 |
| | <p>(2) Purchases of assets from a noncharitable exempt organization</p> | 1 |
| | <p>(3) Rental of facilities, equipment, or other assets</p> | 1 |
| | <p>(4) Reimbursement arrangements</p> | 1 |
| | <p>(5) Loans or loan guarantees</p> | 1 |
| | <p>(6) Performance of services or membership or fundraising solicitations</p> | 1 |
| c | <p>Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | |
| d | <p>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</p> | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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

**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.

Signature of officer or trustee

8/4/14
Date

Title CFO

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

THE ATLANTIC FOUNDATION

Employer identification number

22-6054882

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	The J Seward Johnson 1963 Charitable Trust 443 Northfield Avenue West Orange NJ 07052 Foreign State or Province _____ Foreign Country _____	\$ 8,510,056	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

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

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

Name of organization
THE ATLANTIC FOUNDATION

Employer identification number
22-6054882

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.)

► \$ 0

Use duplicate copies of Part III if additional space is needed

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

	Gross	Cost, Other	Net Gain
Totals			

© 2013 CCH Small Firm Services All rights reserved

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

		104,050	41,620	0	62,430
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Laura Solomon P C	104,050	41,620		62,430
2					
3					

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

		44,670	26,802	0	17,868
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Matthews & Co	44,670	26,802		17,868

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

		82,380	50,340	0	32,040
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Delaware Valley Payroll	67	27		40
2	Investment Fees	2,313	2,313		
3	Matthews & Co	80,000	48,000		32,000
4					
5					

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

		65,041	65,041	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	65,041	65,041		
3					

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

		Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	See Attached Schedule					995,386	516,353	226,890	0

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

		231,763	66,036	0	165,727
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Auto Expense	815	408		407
2	Books, Dues & Subscriptions	9,051	4,526		4,525
3	Office Expense	9,866	4,933		4,933
4	Bank Fees	4,725	4,725		
5	Licenses & Permits	505	253		252
6	Bond Fees	75,756			75,756
7	Computer Network	87,214	43,607		43,607
8	Directors Fees	1,000	500		500
9	D & O Insurance	3,230	1,615		1,615
10	Bond Carrying Costs	28,664			28,664
11	Education and Seminars	937	469		468
12	Miscellaneous	10,000	5,000		5,000
13					
14					
15					

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

3,006,1351,800,0001,700,0001,700,0000																
Borrower's Name	Check "X" if Business	Check "X" if 501(c)3 Org	Original Amount	Net Balance Due Beginning of Year	Balance Due End of Year	Allowance for Doubtful Accts End of Year	FMV of Other Notes	Security Provided	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Purpose of Loan	Consideration Description	Consideration FMV	Relationship
1 GFSL INC	X		1,106,135	100,000	0			ALL ASSETS	9/30/1999	DEMAND		3.25%	WORKING CAPITAL		775,000	
2 SCULPTURE FOUNDATION, INC	X	X	1,900,000	1,700,000	1,700,000	1,700,000		ALL ASSETS	12/31/1995	DEMAND			CAPITAL EXPENDITURES		0	
3																

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

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	ZONE VENTURE FUND II		185,860	100,529	185,860	100,529
2	VANGUARD S&P 500 INDEX		706,356		706,356	
3	VANGUARD EXPLORER FUND		360,999		360,999	
4	VANGUARD INTERNATIONAL GROWTH		2,947,182		2,947,182	
5	VANGUARD INTERNATIONAL VALUE		3,372,375		3,372,375	
6	VANGUARD MID CAP ADMIRAL		1,764,512		1,764,512	
7	VANGUARD PRIME CAP ADMIRAL		13,223,661	10,664,961	13,223,661	10,664,961
8	VANGUARD SMALL CAP ADMIRAL		2,044,837		2,044,837	
9	VANGUARD WINDSOR II		1,748,825		1,748,825	
10	VANGUARD WINDSOR		4,310,664		4,310,664	
11	VANGUARD EMERGING MARKETS STK IDX			2,969,206		2,969,206
12	VANGUARD ENERGY FUND			2,264,236		2,264,236
13	VANGUARD EUROPEAN STOCK IDX			4,368,813		4,368,813
14	VANGUARD INST IDX			7,107,259		7,107,259
15	VANGUARD PACIFIC STOCK IDX			3,487,581		3,487,581
16	VANGUARD VALUE IDX			6,019,458		6,019,458

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

		4,709,125		7,202,798		4,709,125		7,202,798	
		Book Value		Book Value		FMV		FMV	
		Beg of Year		End of Year		Beg of Year		End of Year	
Description									
Interest	Maturity								
Rate	Date								
								</	

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

Asset Description		Cost or Other Basis	Accumulated Depreciation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED SCHEDULE	7,897,001	3,310,374	4,723,964	4,586,627	4,586,628

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

		15,820,285	3,592,522	3,881,955	12,227,763	11,938,330	11,938,331
		Cost or Other Basis	Accumulated Depreciation Beg of Year	Accumulated Depreciation End of Year	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED SCHEDULE	15,820,285	3,592,522	3,881,955	12,227,763	11,938,330	11,938,331

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

		498,161	443,625	443,626
		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	BOND ISSUANCE COSTS	458,585	429,921	429,921
2	PREPAID EXP	3,975	1,492	1,493
3	PREPAID EXCISE TAX	9,112		
4	CANVASSES	1,328	1,328	1,328
5	CAPITAL LEASE RECEIVABLE	25,161	6,858	6,858
6	LOANS AND EXCHANGE		2,406	2,406
7	ACCRUED INTEREST RECEIVABLE		1,620	1,620

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

		27,675,000	11,475,000	6,885,000	0									
Name of Lender	Title	Check "X" if Business	Original Amount	Balance Due Beg of Year	Balance Due End of Year	Security Provided	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Purpose of Loan	Description	Fair Market Value of Consideration	Relationship
1	MERCER COUNTY IMPROVEMENT AUTH		21,545,000	9,235,000	5,740,000	COLLATERAL	9/30/2008	9/30/2028	AMORTIZATION	VARIABLE	REFUND PREVIOUS BONI			
2	BANK OF AMERICA	X	6,130,000	2,240,000	1,145,000	COLLATERAL	9/30/2008	11/30/2014	AMORTIZATION	VARIABLE	COLLATERAL LOAN			

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

		2,360	3,099,145
Description		Beginning Balance	Ending Balance
1	PAYROLL LIABILITIES	1,757	2,745
2	UNEARNED INTEREST- CAPITAL LEASE	603	60
3	NY BUILDING SALE EXCHANGE		3,040,411
4	ACCRUED EXCISE TAX		55,929

Part III (990-PF) - Changes in Net Assets or Fund Balances**Line 3 - Other increases not included in Part III, Line 2**

1	UNREALIZED APPRECIATION- INVESTMENTS	1	2,994,268
2	CHANGE IN RESERVE FOR UNCOLLECTIBLE LOANS	2	550,000
3	Total	3	3,544,268

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

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Amount											
					Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses				
													29,432,372	0	-1,349	23,566,621
1 Capital Gains Distributions								0	0	0	0	0	0	0	0	0
2 VANGUARD 500 INDEX FD		P	VARIOUS	12/30/2013	912,300			511,134	401,166	0	0	0	0	0	0	401,166
3 VANGUARD EXPLORER FD		P	VARIOUS	12/30/2013	467,721			311,552	156,169	0	0	0	0	0	0	156,169
4 VANGUARD INTL GROWTH FD		P	VARIOUS	12/30/2013	3,559,034			3,212,371	346,663	0	0	0	0	0	0	346,663
5 VANGUARD INTL VALUE FD		P	VARIOUS	12/30/2013	4,034,304			4,001,150	33,154	0	0	0	0	0	0	33,154
6 VANGUARD MID CAP FD		P	VARIOUS	12/30/2013	2,346,286			1,299,350	1,046,936	0	0	0	0	0	0	1,046,936
7 VANGUARD PRIME CAP FD		P	VARIOUS	12/30/2013	6,880,461			5,198,551	1,681,910	0	0	0	0	0	0	1,681,910
8 VANGUARD SMALL CAP FD		P	VARIOUS	12/30/2013	2,773,296			1,266,704	1,506,592	0	0	0	0	0	0	1,506,592
9 VANGUARD WINDSOR FD		P	VARIOUS	12/30/2013	7,955,067			6,797,513	1,157,554	0	0	0	0	0	0	1,157,554
10 VANGUARD LONG TERM CORP BOND F		P	VARIOUS	12/30/2013	308,896			600,612	-291,716	0	0	0	0	0	0	-291,716
11 VANGUARD SHORT TERM CORP BOND		P	VARIOUS	12/30/2013	195,007			367,684	-172,677	0	0	0	0	0	0	-172,677
12 ZONE VENTURES		P	VARIOUS				-1,349	0	-1,349	0	0	0	0	0	0	-1,349

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	See Attached Statement									24,080		
										24,080		

JOHNSON ART AND EDUCATION FOUNDATION					
DIRECTORS					
YEAR ENDING DECEMBER 31, 2013					
DIRECTORS					
<u>DIRECTORS</u>	<u>TITLE</u>	<u>ADDRESS</u>	<u>PHONE NUMBER</u>	<u>COMPENSATION</u>	
J SEWARD JOHNSON JR	DIRECTOR- CEO	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	\$16,777	
JOHN S JOHNSON III	DIRECTOR- SECRETARY	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	\$7,303	
MICHAEL H GREENLEAF	DIRECTOR- TREASURER	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	\$0	
LAKSHMAN ACHUTHAN	DIRECTOR	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	\$0	
ROBERT CAMPBELL	DIRECTOR	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	\$0	
CAROLYN ROSSIP MALCOLM	DIRECTOR	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	\$0	
ROBERT POWLEY	DIRECTOR	14 FAIRGROUNDS RD, HAMILTON, NJ 08619	(609) 689-1040	\$0	

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

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

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Depreciation Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Building -14 Fairgrounds Road									
ENGINEERING/CONSULTING	6/30/1994	6,797	2,294	SL	40	170	2,464	4,333	4,333
LANDSCAPING/IRRIGATION	6/30/1994	12,273	5,523	SL	30	409	5,932	6,341	6,341
LANDSCAPING/IRRIGATION	6/30/1995	26,472	11,916	SL	30	883	12,799	13,673	13,673
ENGINEERING/CONSULTING	6/30/1995	132,291	44,652	SL	40	3,308	47,960	84,331	84,331
Recy Wall	6/30/1995	13,269	5,975	SL	40	443	6,418	6,851	6,851
Lanning engineering	6/30/1996	568	190	SL	40	14	204	364	364
ARCHITECT, PERMITS, DRAWINGS/PLANS	6/30/1996	56,317	19,008	SL	40	1,408	20,416	35,901	35,901
PERMITS	6/30/1997	2,851	967	SL	40	72	1,039	1,812	1,812
CONSTRUCTION	6/30/1997	328,401	110,835	SL	40	8,210	119,045	209,356	209,356
DRAWINGS	6/30/1997	2,756	931	SL	40	69	1,000	1,756	1,756
PRE-CONSTRUCTION SERVICES - EA REEVES	6/30/1997	7,246	2,444	SL	40	181	2,625	4,621	4,621
CONSTRUCTION	6/30/1998	2,043,569	689,702	SL	40	51,089	740,791	1,302,778	1,302,778
ARCHITECT	6/30/1998	51,329	17,321	SL	40	1,283	18,604	32,725	32,725
painting of AF offices	6/30/1998	796	361	SL	30	27	388	408	408
landscaping/improvements	6/30/1999	67,971	45,882	SL	20	3,399	49,281	18,690	18,690
CONSTRUCTION	6/30/1999	1,838,962	620,649	SL	40	45,974	666,623	1,172,339	1,172,339
landscaping/improvements	6/30/2000	16,573	10,359	SL	20	829	11,188	5,385	5,385
Pavillion	6/30/2000	440,576	275,362	SL	20	22,029	297,391	143,185	143,185
CONSTRUCTION	6/30/2000	366,057	117,325	SL	39	9,386	126,711	239,346	239,346
HVAC	12/28/2012	95,000	-	SL	20	2,375	2,375	92,625	92,625
Heat Pump	3/14/2013	2,725	-	SL	5	273	273	2,453	2,453
Surge Suppressors	5/10/2013	1,812	-	SL	5	181	181	1,631	1,631
HVAC	7/31/2013	2,700	-	SL	20	68	68	2,633	2,633
HVAC	9/30/2013	2,938	-	SL	20	73	73	2,864	2,864
Parking Lot Island	12/13/2013	3,657	-	SL	20	91	91	3,566	3,566
		5,523,906	1,981,696			152,244	2,133,940	3,389,966	3,389,966

Furniture & Fixtures

receptionists desk	12/29/1998	1,251	1,251	SL	7	-	1,251	-	-
wood blinds	3/31/1999	4,070	4,070	SL	7	-	4,070	-	-
multi-trainer equipment	3/31/1999	1,751	1,751	SL	7	-	1,751	-	-
reception desk	3/31/1999	7,259	7,259	SL	7	-	7,259	-	-
copier	4/15/1999	4,044	4,044	SL	7	-	4,044	-	-
4 Olive Urns and 4 Sconces	4/21/1999	3,801	3,801	SL	7	-	3,801	-	-
file cabinets	4/30/1999	925	925	SL	7	-	925	-	-
Oriental rug and pillows	6/5/1999	3,957	3,957	SL	7	-	3,957	-	-
misc. office furnishings	6/30/1999	2,585	2,585	SL	7	-	2,585	-	-
reupholster chairs/couches	6/30/1999	2,554	2,554	SL	7	-	2,554	-	-

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

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

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Depreciation Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
cell phones	8/3/1999	428	428	SL	7	-	428	-	-
3 defibrillators	10/14/1999	4,801	4,801	SL	7	-	4,801	-	-
lighting	3/17/2000	1,377	1,377	SL	7	-	1,377	-	-
furniture - Atlantic Foundation lobby	3/28/2000	7,380	7,380	SL	7	-	7,380	-	-
chandelier - studio	4/19/2000	823	823	SL	7	-	823	-	-
Articulated Desk circa 1820-30	5/31/2000	9,000	9,000	SL	7	-	9,000	-	-
feeder for copier	6/30/2000	538	538	SL	7	-	538	-	-
sofa and chairs	7/5/2000	1,050	1,050	SL	7	-	1,050	-	-
Piano - JSJ Studio	7/6/2000	2,500	2,500	SL	7	-	2,500	-	-
security cameras	7/10/2000	698	698	SL	7	-	698	-	-
gym equipment - weights	8/14/2000	553	553	SL	7	-	553	-	-
file cabinets	9/8/2000	310	310	SL	7	-	310	-	-
Oriental Rugs	12/7/2000	15,000	15,000	SL	7	-	15,000	-	-
lobby furnishings	12/18/2000	4,666	4,666	SL	7	-	4,666	-	-
Attic Shelving	1/26/2001	395	395	SL	7	-	395	-	-
AF reception furniture	4/10/2001	223	223	SL	7	-	223	-	-
bathroom rugs	5/1/2001	3,400	3,400	SL	7	-	3,400	-	-
Aquarium	5/18/2001	24,584	24,584	SL	7	-	24,584	-	-
AF reception area	6/30/2001	2,404	2,404	SL	7	-	2,404	-	-
32" TV for conference room	10/11/2001	402	402	SL	7	-	402	-	-
AF Bathrooms	11/14/2001	4,901	4,901	SL	7	-	4,901	-	-
Canon Copier	12/20/2001	4,750	4,751	SL	7	-	4,751	(1)	(1)
fitness equipment	3/7/2002	959	959	SL	7	-	959	-	-
Office Furniture	11/25/2002	1,649	1,649	SL	7	-	1,649	-	-
Table	8/30/2006	5,000	4,647	SL	7	356	5,003	(3)	(3)
File Cabinets	5/29/2007	520	520	SL	7	-	520	0	0
File Cabinets	7/27/2007	600	600	SL	7	-	600	(0)	(0)
Canamera & Printer	10/15/2007	1,335	1,335	SL	7	-	1,335	(0)	(0)
File Cabinets	10/15/2007	435	435	SL	7	-	435	0	0
Fax Machine	12/18/2007	495	495	SL	7	-	495	-	-
Phone System	12/8/2011	6,910	691	SL	5	1,382	2,073	4,837	4,837
		140,283	133,711			1,737	135,448	4,835	4,835
Software & Hardware									
Microsoft Exchange	1/3/2002	320	320	SL	3	-	320	-	-
Carmie's PC	1/27/2002	830	830	SL	3	-	830	-	-
3com switch	4/15/2002	354	354	SL	3	-	354	-	-
Norton Antivirus - Corporate	5/21/2002	604	604	SL	3	-	604	-	-
Lois & Janet's PC's	7/24/2002	1,630	1,630	SL	3	-	1,630	-	-
LRH PC	7/25/2002	809	809	SL	3	-	809	-	-
ARC Serve Backup software	9/6/2002	278	278	SL	3	-	278	-	-

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

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

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Depreciat Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Cisco Router- Wireless System	10/15/2002	4,374	4,374	SL	3		4,374	-	-
Flat Screen Monitor-HR	10/23/2002	175	175	SL	3		175	-	-
HP Printer	11/25/2002	424	424	SL	3	-	424	-	-
PC for HR from NJBS	3/19/2003	375	375	SL	3	-	375	-	-
Quickbooks 2003	4/29/2003	360	360	SL	3	-	360	-	-
Dell Server and related software	7/15/2003	2,875	2,875	SL	3	-	2,875	-	-
Toshiba Notebook PC	4/9/2004	1,262	1,262	SL	3	-	1,262	-	-
Network equipment	5/10/2004	581	581	SL	3	-	581	-	-
Dell Inspiron	5/27/2004	1,380	1,380	SL	3	-	1,380	-	-
Brightstor backup	5/28/2004	944	944	SL	3	-	944	-	-
Norton Antivirus	6/1/2004	251	251	SL	3	-	251	-	-
Fujitsu Notebook	12/22/2004	1,132	1,132	SL	3	-	1,132	-	-
HP PC File room	1/21/2005	390	390	SL	3	-	390	-	-
Dell Notebook	5/4/2005	1,008	1,008	SL	3	-	1,008	-	-
Backup Drive	3/15/2006	1,274	1,274	SL	3	-	1,274	0	0
Dell Laptop	5/16/2006	887	887	SL	3	-	887	(0)	(0)
PC for HR from NJBS	7/11/2007	215	214	SL	3	-	214	2	2
HP Color Printers	9/14/2007	391	390	SL	3	-	390	1	1
Printer	9/27/2007	537	537	SL	3	-	537	(1)	(1)
Server	1/28/2008	647	648	SL	3	-	648	(1)	(1)
External Hard Drive	3/11/2008	98	96	SL	3	-	96	2	2
Dell Service Contract	5/6/2008	660	660	SL	1	-	660	(0)	(0)
Anti Virus Contract	5/19/2008	318	318	SL	1	-	318	(0)	(0)
Memory Upgrade	8/11/2008	61	60	SL	3	-	60	1	1
Windows Server- Terminal Services	8/31/2008	407	408	SL	3	-	408	(1)	(1)
Wireless Adapter	8/31/2008	80	78	SL	3	-	78	2	2
Compaq Computer	9/4/2009	783	783	SL	3		783	-	-
Server Rack	12/31/2009	3,748	3,750	SL	3		3,750	(2)	(2)
Server Rack & Workstation Upgrades	2/28/2010	14,671	12,225	SL	3	2,445	14,671	-	-
Network Upgrade	3/31/2010	8,515	7,096	SL	3	1,419	8,515	-	-
Firewall Package, Dell Optiplex	4/30/2010	3,097	2,580	SL	3	516	3,097	-	-
SSL Certificate and Battery	5/19/2010	583	485	SL	3	97	583	-	-
ATF	7/20/2010	3,002	2,502	SL	3	500	3,002	-	-
Cisco	7/28/2010	3,636	3,030	SL	3	606	3,636	-	-
Engineering	7/31/2010	1,313	1,094	SL	3	219	1,313	-	-
Engineering	8/31/2010	553	460	SL	3	92	553	-	-
ProSupport	10/6/2010	1,111	926	SL	3	185	1,111	-	-
Dell Optiplex	10/31/2010	375	313	SL	3	63	375	-	-
Quickbooks Pro 2011	12/31/2010	300	250	SL	3	50	300	-	-
Laptop	1/31/2011	512	256	SL	3	171	427	85	85
Cisco	2/17/2011	11,375	5,688	SL	3	3,792	9,479	1,896	1,896

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

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

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Depreciat Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Sonic Wall	2/28/2011	1,893	947	SL	3	631	1,578	316	316
Intuit QB	8/25/2011	650	325	SL	3	217	542	108	108
Adobe Suite	8/25/2011	368	184	SL	3	123	306	61	61
Phone System	10/31/2011	5,176	2,588	SL	3	1,725	4,314	863	863
Fiber Network	12/1/2011	78,744	39,372	SL	3	26,248	65,620	13,124	13,124
Sonic Wall 2400	2/2/2012	1,133	189	SL	3	378	566	566	566
Dell Computers (2)	5/31/2012	1,363	227	SL	3	454	682	682	682
OSP Fiber	10/9/2012	2,337	390	SL	3	779	1,169	1,169	1,169
LCD/LED TV	10/19/2012	900	150	SL	3	300	450	450	450
Cable Lines	10/1/2013	753		SL	10	38	38	715	715
		172,818	111,734			41,047	152,780	20,037	20,037
Lexus	4/1/2004	19,501	19,500	SL	5	-	19,500	1	1

60 Sculptors' Way

Land	1/1/2005	166,050						166,050	166,050
Building	1/1/2005	1,183,950	221,993	SL	40	29,599	251,592	932,358	932,358
Equipment	1/1/2005	614,837	614,837	SL	5		614,837	1	1
Defibulator	12/1/2011	659	49	SL	20	33	82	577	577
Roof Top Unit	3/29/2013	3,925		SL	20	98	98	3,827	3,827
Paint Ceiling	4/2/2013	657		SL	5	66	66	591	591
Surge Suppressors	5/10/2013	1,463		SL	5	146	146	1,317	1,317
Surge Suppressors	5/24/2013	1,524		SL	5	152	152	1,372	1,372
Lunchroom	6/10/2013	1,960		SL	20	49	49	1,911	1,911
Lunchroom	7/11/2013	869		SL	20	22	22	847	847
Lunchroom	7/19/2013	2,575		SL	20	64	64	2,511	2,511
Lunchroom	7/31/2013	3,094		SL	20	77	77	3,017	3,017
Asphalt Repair	8/31/2013	712		SL	20	18	18	694	694
Asphalt Repair	11/15/2013	816		SL	20	20	20	795	795
Planting	11/15/2013	725		SL	20	18	18	707	707
Asphalt Repair	12/13/2013	55,580		SL	20	1,389	1,389	54,190	54,190
Trees & Shrubs	12/13/2013	1,099		SL	5	110	110	989	989
		2,040,494	836,878			31,863	868,741	1,171,753	1,171,753
Totals		7,897,001	3,083,519			226,896	3,310,374	4,586,631	4,586,631

FORM 990-PF 2012
THE ATLANTIC FOUNDATION- EXEMPT
EIN 22-6054854

990, Line 14 Part II - Land Buildings and Equipment

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Deprec. Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Building - 14 Fairgrounds Road									
ENGINEERING/CONSULTING	6/30/1994	6,796	2,294	SL	40	170	2,464	4,332	4,332
LANDSCAPING/IRRIGATION	6/30/1994	12,274	5,523	SL	30	409	5,932	6,342	6,342
LANDSCAPING/IRRIGATION	6/30/1995	26,472	11,917	SL	30	883	12,800	13,672	13,672
ENGINEERING/CONSULTING	6/30/1995	132,291	44,654	SL	40	3,308	47,962	84,329	84,329
Recy Wall	6/30/1995	13,270	5,977	SL	40	443	6,420	6,850	6,850
Lanning engineering	6/30/1996	568	190	SL	40	14	204	364	364
ARCHITECT, PERMITS, DRAWINGS/PLANS	6/30/1996	56,317	19,008	SL	40	1,408	20,416	35,901	35,901
PERMITS	6/30/1997	2,851	969	SL	40	72	1,041	1,810	1,810
CONSTRUCTION	6/30/1997	328,401	110,835	SL	40	8,210	119,045	209,356	209,356
DRAWINGS	6/30/1997	2,757	931	SL	40	69	1,000	1,757	1,757
PRE-CONSTRUCTION SERVICES - EA REEVES	6/30/1997	7,246	2,444	SL	40	181	2,625	4,621	4,621
CONSTRUCTION	6/30/1998	2,043,569	689,703	SL	40	51,089	740,792	1,302,777	1,302,777
ARCHITECT	6/30/1998	51,330	17,322	SL	40	1,283	18,605	32,725	32,725
painting of AF offices	6/30/1998	796	362	SL	30	27	389	407	407
landscaping/improvements	6/30/1999	67,971	45,884	SL	20	3,399	49,283	18,688	18,688
CONSTRUCTION	6/30/1999	1,838,962	620,649	SL	40	45,974	666,623	1,172,339	1,172,339
landscaping/improvements	6/30/2000	16,573	10,361	SL	20	829	11,190	5,383	5,383
Pavillion	6/30/2000	440,576	275,362	SL	20	22,029	297,391	143,185	143,185
CONSTRUCTION	6/30/2000	366,057	117,326	SL	39	9,386	126,712	239,345	239,345
HVAC	12/28/2012	95,000	-	SL	20	2,375	2,375	92,625	92,625
Heat Pump	3/14/2013	2,725	-	SL	5	273	273	2,453	2,453
Surge Suppressors	5/10/2013	1,812	-	SL	5	181	181	1,631	1,631
HVAC	7/31/2013	2,700	-	SL	20	68	68	2,633	2,633
HVAC	9/30/2013	2,938	-	SL	20	73	73	2,864	2,864
Parking Lot Island	12/13/2013	3,657	-	SL	20	91	91	3,566	3,566
		5,523,909	1,981,711			152,244	2,133,955	3,389,954	3,389,954

Furniture & Fixtures

retired assets									
receptionists desk	12/29/1998	1,245	1,245	SL	7	-	1,245	-	-
wood blinds	3/31/1999	4,069	4,067	SL	7	-	4,067	2	2
multi-trainer equipment	3/31/1999	1,750	1,750	SL	7	-	1,750	-	-
reception desk	3/31/1999	7,258	7,258	SL	7	-	7,258	-	-
copier	4/15/1999	4,043	4,042	SL	7	-	4,042	1	1
4 Olive Urns and 4 Sconces	4/21/1999	3,800	3,800	SL	7	-	3,800	-	-
file cabinets	4/30/1999	925	924	SL	7	-	924	1	1
Oriental rug and pillows	6/5/1999	3,957	3,957	SL	7	-	3,957	-	-
misc. office furnishings	6/30/1999	2,585	2,585	SL	7	-	2,585	-	-
reupholster chairs/couches	6/30/1999	2,554	2,554	SL	7	-	2,554	-	-

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

990, Line 14 Part II - Land Buildings and Equipment

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Deprec. Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
cell phones	8/3/1999	428	428 SL	7	7	-	428	-	-
3 defibrillators	10/14/1999	4,801	4,801 SL	7	7	-	4,801	-	-
lighting	3/17/2000	1,377	1,377 SL	7	7	-	1,377	-	-
furniture - Atlantic Foundation lobby	3/28/2000	7,380	7,380 SL	7	7	-	7,380	-	-
chandelier - studio	4/19/2000	823	823 SL	7	7	-	823	-	-
Articulated Desk circa 1820-30	5/31/2000	9,000	9,000 SL	7	7	-	9,000	-	-
feeder for copier	6/30/2000	538	538 SL	7	7	-	538	-	-
sofa and chairs	7/5/2000	1,050	1,050 SL	7	7	-	1,050	-	-
Piano - JSJ Studio	7/6/2000	2,500	2,500 SL	7	7	-	2,500	-	-
security cameras	7/10/2000	698	698 SL	7	7	-	698	-	-
gym equipment - weights	8/14/2000	553	553 SL	7	7	-	553	-	-
file cabinets	9/8/2000	310	310 SL	7	7	-	310	-	-
Oriental Rugs	12/7/2000	15,000	15,000 SL	7	7	-	15,000	-	-
lobby furnishings	12/18/2000	4,666	4,666 SL	7	7	-	4,666	-	-
Attic Shelving	1/26/2001	395	395 SL	7	7	-	395	-	-
AF reception furniture	4/10/2001	223	223 SL	7	7	-	223	-	-
bathroom rugs	5/1/2001	3,400	3,400 SL	7	7	-	3,400	-	-
Aquarium	5/18/2001	24,584	24,584 SL	7	7	-	24,584	-	-
AF reception area	6/30/2001	2,404	2,404 SL	7	7	-	2,404	-	-
32" TV for conference room	10/11/2001	402	402 SL	7	7	-	402	-	-
AF Bathrooms	11/14/2001	4,901	4,901 SL	7	7	-	4,901	-	-
Canon Copier	12/20/2001	4,750	4,750 SL	7	7	-	4,750	-	-
fitness equipment	3/7/2002	959	959 SL	7	7	-	959	-	-
Office Furniture	11/25/2002	1,652	1,652 SL	7	7	-	1,652	-	-
Table	8/30/2006	5,000	4,641 SL	7	7	356	4,997	3	3
File Cabinets	5/29/2007	520	520 SL	7	7	-	520	0	0
File Cabinets	7/27/2007	600	600 SL	7	7	-	600	(0)	(0)
Camera & Printer	10/15/2007	1,335	1,335 SL	7	7	-	1,335	(0)	(0)
File Cabinets	10/15/2007	435	435 SL	7	7	-	435	0	0
Fax Machine	12/18/2007	495	495 SL	7	7	-	495	-	-
Phone System	12/8/2011	6,910	691 SL	5	5	1,382	2,073	4,837	4,837
		140,275	133,692			1,738	135,430	4,845	4,845

Software & Hardware

Microsoft Exchange	1/3/2002	319	319 SL	3	3	-	319	-	-
Carmie's PC	1/27/2002	829	830 SL	3	3	-	830	(1)	(1)
3com switch	4/15/2002	353	354 SL	3	3	-	354	(1)	(1)
Norton Antivirus - Corporate	5/21/2002	603	604 SL	3	3	-	604	(1)	(1)
Lois & Janet's PC's	7/24/2002	1,629	1,630 SL	3	3	-	1,630	(1)	(1)
LRH PC	7/25/2002	809	809 SL	3	3	-	809	-	-

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

990, Line 14 Part II - Land Buildings and Equipment

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Deprec. Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
ARC Serve Backup software	9/6/2002	278	277 SL	3	-	-	277	1	1
Cisco Router- Wireless System	10/15/2002	4,374	4,373 SL	3	-	-	4,373	1	1
Flat Screen Monitor-HR	10/23/2002	175	174 SL	3	-	-	174	1	1
HP Printer	11/25/2002	424	424 SL	3	-	-	424	-	-
PC for HR from NJBS	3/19/2003	375	375 SL	3	-	-	375	-	-
Quickbooks 2003	4/29/2003	360	360 SL	3	-	-	360	-	-
Dell Server and related software	7/15/2003	2,875	2,875 SL	3	-	-	2,875	-	-
Toshiba Notebook PC	4/9/2004	1,262	1,262 SL	3	-	-	1,262	-	-
Network equipment	5/10/2004	581	581 SL	3	-	-	581	-	-
Dell Inspiron	5/27/2004	1,380	1,380 SL	3	-	-	1,380	-	-
Brightstor backup	5/28/2004	944	944 SL	3	-	-	944	-	-
Norton Antivirus	6/1/2004	251	251 SL	3	-	-	251	-	-
Fujitsu Notebook	12/22/2004	1,132	1,132 SL	3	-	-	1,132	-	-
HP PC File room	1/21/2005	390	390 SL	3	-	-	390	-	-
Dell Notebook	5/4/2005	1,008	1,008 SL	3	-	-	1,008	-	-
Dell PC - CB	11/25/2005	774	774 SL	3	-	-	774	-	-
Backup Drive	3/15/2006	1,274	1,274 SL	3	-	-	1,274	0	0
Dell Laptop	5/16/2006	887	887 SL	3	-	-	887	(0)	(0)
PC for HR from NJBS	7/11/2007	215	216 SL	3	-	-	216	(1)	(1)
HP Color Printers	9/14/2007	391	390 SL	3	-	-	390	1	1
Printer	9/27/2007	537	537 SL	3	-	-	537	(1)	(1)
Server	1/28/2008	647	648 SL	3	-	-	648	(1)	(1)
External Hard Drive	3/11/2008	98	96 SL	3	-	-	96	2	2
Dell Service Contract	5/6/2008	660	660 SL	1	-	-	660	-	-
Anti Virus Contract	5/19/2008	318	318 SL	1	-	-	318	(0)	(0)
Memory Upgrade	8/11/2008	61	60 SL	3	-	-	60	1	1
Windows Server- Terminal Services	8/31/2008	407	408 SL	3	-	-	408	(1)	(1)
Wireless Adapter	8/31/2008	80	81 SL	3	-	-	81	(1)	(1)
Compaq Computer	9/4/2009	783	786 SL	3	-	-	786	(3)	(3)
Server Rack	12/31/2009	3,748	3,750 SL	3	-	-	3,750	(2)	(2)
Server Rack & Workstation Upgrades	2/28/2010	14,671	12,225 SL	3	-	2,445	14,671	-	-
Network Upgrade	3/31/2010	8,515	7,096 SL	3	-	1,419	8,515	-	-
Firewall Package, Dell Optiplex	4/30/2010	3,097	2,580 SL	3	-	516	3,097	-	-
SSL Certificate and Battery	5/19/2010	583	485 SL	3	-	97	583	-	-
ATF	7/20/2010	3,002	2,502 SL	3	-	500	3,002	-	-
Cisco	7/28/2010	3,636	3,030 SL	3	-	606	3,636	-	-
Engineering	7/31/2010	1,313	1,094 SL	3	-	219	1,313	-	-
Engineering	8/31/2010	553	460 SL	3	-	92	553	-	-
ProSupport	10/6/2010	1,111	926 SL	3	-	185	1,111	-	-
Dell Optiplex	10/31/2010	375	313 SL	3	-	63	375	-	-

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

990, Line 14 Part II - Land Buildings and Equipment

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Deprec. Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Quickbooks Pro 2011	12/31/2010	300	250	SL	3	50	300	-	-
Laptop	1/31/2011	512	256	SL	3	171	427	85	85
Cisco	2/17/2011	11,375	5,688	SL	3	3,792	9,479	1,896	1,896
Sonic Wall	2/28/2011	1,893	947	SL	3	631	1,578	316	316
Intuit QB	8/25/2011	650	325	SL	3	217	542	108	108
Adobe Suite	8/25/2011	368	184	SL	3	123	306	61	61
Phone System	10/31/2011	5,176	2,588	SL	3	1,725	4,314	863	863
Fiber Network	12/1/2011	78,744	39,372	SL	3	26,248	65,620	13,124	13,124
Sonic Wall 2400	2/2/2012	1,133	189	SL	3	378	566	566	566
Dell Computers (2)	5/31/2012	1,363	227	SL	3	454	682	682	682
OSP Fiber	10/9/2012	2,337	390	SL	3	779	1,169	1,169	1,169
LCD/LED TV	10/19/2012	900	150	SL	3	300	450	450	450
Cable Lines	10/1/2013	753		SL	10	38	38	715	715
		172,834	112,512			41,009	153,521	19,313	19,313

Lexus	4/1/2004	19,501	19,501	SL	5	-	19,501	-	-
-------	----------	---------------	---------------	----	---	---	---------------	---	---

540 West 21st Street Property

Land - 540 W 21st Street	1/1/2004	5,928,694	-			-	-	5,928,694	5,928,694
Building & Improvements - 540 W. 21st	1/1/2004	1,482,173	323,034	SL	40	38,004	361,038	1,121,135	1,121,135
New Roof	8/25/2005	179,527	89,760	SL	40	11,968	101,728	77,799	77,799
Roof Construction	2/7/2006	58,929	13,748	SL	40	1,964	15,712	43,217	43,217
Roof Construction	1/1/2008	40,073	9,027	SL	20	2,006	11,033	29,040	29,040
New Construction	10/15/2008	9,900	2,223	SL	20	494	2,717	7,183	7,183
Party Wall	12/16/2010	107,091	8,032	SL	20	5,355	13,386	93,704	93,704
Party Wall	11/21/2011	34,954	2,622	SL	20	1,748	4,369	30,585	30,585
Architecture	1/20/2012	2,362	59	SL	20	118	177	2,185	2,185
Engineering	6/14/2013	840		SL	20	21	21	819	819
Engineering	6/27/2013	15,504		SL	20	388	388	15,116	15,116
Improvements	8/5/2013	2,565		SL	20	64	64	2,501	2,501
ECB Violation	9/19/2013	375		SL	1	188	188	188	188
ECB Violation	9/25/2013	525		SL	1	262	262	264	264
		7,863,512	448,504			62,578	511,082	7,352,430	7,352,430

Furniture & Fixtures - NY

Waldner's	5/4/1999	8,896	8,896	SL	7	-	8,896	-	-
Lighting design	8/19/1999	33,422	33,422	SL	7	-	33,422	-	-
Furniture	12/30/1999	17,441	17,439	SL	7	-	17,439	2	2
		59,759	59,757			-	59,757	2	2

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

990, Line 14 Part II - Land Buildings and Equipment

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Deprec. Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
60 Sculptors' Way									
Land	1/1/2005	166,050	-			-	-	166,050	166,050
Building	1/1/2005	1,183,950	221,992	SL	40	29,599	251,591	932,359	932,359
Equipment	1/1/2005	614,837	614,840	SL	5	-	614,840	(3)	(3)
Defibulator	12/1/2011	659	49	SL	20	33	82	577	577
Roof Top Unit	3/29/2013	3,925		SL	20	98	98	3,827	3,827
Paint Ceiling	4/2/2013	657		SL	5	66	66	591	591
Surge Suppressors	5/10/2013	1,463		SL	5	146	146	1,317	1,317
Surge Suppressors	5/24/2013	1,524		SL	5	152	152	1,372	1,372
Lunchroom	6/10/2013	1,960		SL	20	49	49	1,911	1,911
Lunchroom	7/11/2013	869		SL	20	22	22	847	847
Lunchroom	7/19/2013	2,575		SL	20	64	64	2,511	2,511
Lunchroom	7/31/2013	3,094		SL	20	77	77	3,017	3,017
Asphalt Repair	8/31/2013	712		SL	20	18	18	694	694
Asphalt Repair	11/15/2013	816		SL	20	20	20	795	795
Planting	11/15/2013	725		SL	20	18	18	707	707
Asphalt Repair	12/13/2013	55,580		SL	20	1,389	1,389	54,190	54,190
Trees & Shrubs	12/13/2013	1,099		SL	5	110	110	989	989
		2,040,494	836,881			31,863	868,744	1,171,750	1,171,750
		15,820,285	3,592,558			289,438	3,881,955	11,938,330	11,938,330