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Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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.

OMB No 1545-0052 **2013** Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: ATWATER KENT FOUNDATION, INC.

A Employer identification number: 51-0081303

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

B Telephone number: (302) 478-4383

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19810-4811

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 1878956.

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

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

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

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1.	1.		Statement 1
	4	Dividends and interest from securities	9419.	9419.		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	73816.			
	b	Gross sales price for all assets on line 6a 221871.				
	7	Capital gain net income (from Part IV, line 2)		73816.		
	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	83236.	83236.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees Stmt 3	9125.	6844.		2281.
	c	Other professional fees Stmt 4	3.	3.		0.
	17	Interest				
	18	Taxes Stmt 5	1581.	73.		16.
	19	Depreciation and depletion				
	20	Occupancy	1865.	1399.		466.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 6	410.	308.		102.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12984.	8627.		2865.
	25	Contributions, gifts, grants paid	93000.			93000.
	26	**Total expenses and disbursements** Add lines 24 and 25	105984.	8627.		95865.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-22748.			
	b	**Net investment income** (if negative, enter -0-)		74609.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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11520502 144806 31047 2013.03010 ATWATER KENT FOUNDATION, IN 31047__1

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2074.	2608.	2608.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	430.		
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations Stmt 7	1046231.	865894.	865894.
	b Investments - corporate stock Stmt 8	481274.	639817.	1010454.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ ROUNDING ADJUSTMENT)	-4.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	1530005.	1508319.	1878956.
Liabilities	17 Accounts payable and accrued expenses		1062.	
	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.	1062.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1530005.	1507257.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	1530005.	1507257.	
	31 Total liabilities and net assets/fund balances	1530005.	1508319.	

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	1530005.
2	Enter amount from Part I, line 27a	2	-22748.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1507257.
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	1507257.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SCHEDULE ATTACHED	P		
b	SCHEDULE ATTACHED	P		
c	CAPITAL GAIN DISTRIBUTION	P		
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	23885.		22334.	1551.
b	197852.		125721.	72131.
c	134.			134.
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1551.
b				72131.
c				134.
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** 73816.

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))
2012	95938.	1738625.	.055180
2011	94813.	1763474.	.053765
2010	93325.	1767847.	.052790
2009	94578.	1763292.	.053637
2008	95351.	1880983.	.050692

2	**Total** of line 1, column (d)	2	.266064
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	.053213
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1791161.
5	Multiply line 4 by line 3	5	95313.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	746.
7	Add lines 5 and 6	7	96059.
8	Enter qualifying distributions from Part XII, line 4	8	95865.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ 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)		1	1492.
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	1492.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1492.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 430.		
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	430.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1062.
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 2014 estimated tax** ▶	Refunded ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JAMES R. WEAVER, SECRETARY Telephone no ▶ (302) 478-4383
Located at ▶ 101 SPRINGER BLDG, 3411 SILVERSIDE RD, WILMINGTON ZIP+4 ▶ 19810-4811

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________ , ________ , ________ , ________				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	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 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))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

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

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

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

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

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

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

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	1816414.
b	Average of monthly cash balances			1b	2024.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	1818438.
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	1818438.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	27277.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1791161.
6	**Minimum investment return.** Enter 5% of line 5			6	89558.

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	89558.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1492.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1492.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	88066.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	88066.
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	88066.

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	95865.
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	95865.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	95865.

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				88066.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008 2532.				
b From 2009 6601.				
c From 2010 6533.				
d From 2011 6687.				
e From 2012 9699.				
f **Total** of lines 3a through e	32052.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 95865.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				88066.
e Remaining amount distributed out of corpus	7799.			
5 Excess distributions carryover applied to 2013 (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	39851.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	2532.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	37319.			
10 Analysis of line 9				
a Excess from 2009 6601.				
b Excess from 2010 6533.				
c Excess from 2011 6687.				
d Excess from 2012 9699.				
e Excess from 2013 7799.				

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 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)

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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

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

STATEMENT ATTACHED

c Any submission deadlines

NONE

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

STATEMENT ATTACHED

Part XV Supplementary Information (continued)

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

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

Form **990-PF** (2013)

323611
10-10-13

11520502 144806 31047 2013.03010 ATWATER KENT FOUNDATION, IN 31047__1

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	9419.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18		73816.
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.		9420.	73816.

13 Total. Add line 12, columns (b), (d), and (e) 13 83236.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee	Date	Title
[signature]	5/9/14	SECRETARY

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
ANTHONY R. D'AMATO, JR. CPA	ANTHONY R. D'AMAT	05/02/14		P00047030

Firm's name ▶ BT ACCOUNTANTS & ADVISORS LLC — Firm's EIN ▶ 45-3778977

Firm's address ▶ 202 SPRINGER, 3411 SILVERSIDE RD WILMINGTON, DE 19810-4866 — Phone no 302-468-4380

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

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
FIDELITY INVESTMENTS CHECKING	1.	1.	
Total to Part I, line 3	1.	1.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
FIDELITY INVESTMENTS - AGENT	9419.	0.	9419.	9419.	
To Part I, line 4	9419.	0.	9419.	9419.	

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	9125.	6844.		2281.
To Form 990-PF, Pg 1, ln 16b	9125.	6844.		2281.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT SERVICES	3.	3.		0.
To Form 990-PF, Pg 1, ln 16c	3.	3.		0.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX	1492.	0.		0.
DELAWARE ANNUAL FEE	61.	45.		16.
FOREIGN INCOME TAXES	28.	28.		0.
To Form 990-PF, Pg 1, ln 18	1581.	73.		16.

Form 990-PF Other Expenses Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
POSTAGE	237.	178.		59.
STATIONERY & SUPPLIES	164.	123.		41.
TELEPHONE	9.	7.		2.
To Form 990-PF, Pg 1, ln 23	410.	308.		102.

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

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U S GOVERNMENT OBLIGATIONS	X		865894.	865894.
Total U.S. Government Obligations			865894.	865894.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			865894.	865894.

Form 990-PF | Corporate Stock | Statement 8

Description	Book Value	Fair Market Value
CORPORATION STOCK	615694.	981009.
MUTUAL FUNDS	24123.	29445.
Total to Form 990-PF, Part II, line 10b	639817.	1010454.

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

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

GRANTS AWARDED BY Atwater Kent Foundation, Inc. 01/01/2013 - 12/31/2013

CLASS	DONEE	CITY	PURPOSE	AMOUNT
ANIMAL WELFARE				
	American Civil Rights Union	Washington	current operations	$500.00
	Animal Medical Center(The)	New York	current operations	$350.00
	Peggy Adams AnimalRescueLeague	West Palm Beach	current operations	$500 00
	Spirit of the Hills Wildlife	Spearfish	current operations	$1,000 00
		Total forANIMAL WELFARE		**$2,350.00**
CHARITABLE - COMMUNITY ORGANIZATIONS				
	Acadia Community Association	Bar Harbor	MDI Skate Park	$1,000 00
	Alliance Defending Freedom	Scottsdale	current operations	$500.00
	American Youth Hostels	Philadelphia	current operations	$500.00
	Asian Americans United	Philadelphia	current operations	$200.00
	Career Transition for Dancers	New York	current operations	$1,000.00
	Essex County Trail Association	Hamilton	current operations	$200.00
	Harbor House Comm.Serv.Ctr	SouthwestHarbor	Art Rack & Ceiling Repair	$1,000 00
	Heritage Foundation	Washington	current operations	$1,000 00
	Island Connections	Bar Harbor	current operations	$300.00
	Island Housing Trust	Mount Desert	current operations	$300 00
	Judicial Watch	Washington	current operations	$500.00
	MDI Comm. Sailing Ctr.	SouthwestHarbor	current operations	$100.00
	Maine Coast Heritage Trust	Topsham	current operations	$1,050.00
	Maine GraniteIndustry Hist.Mu	Mt. Desert	current operations	$500 00
	Manchester Historical Museum	Man-by-the-sea	Current operations	$500.00
	National Runaway Switchboard	Chicago	current operations	$300 00
	PFLAG National	Washington	current operations	$500.00
	PFLAG Philadelphia	Philadelphia	current operations	$500 00
	Santa Fe Teen Arts Ctr	Santa Fe	current operations	$500.00
	Seal Cove Auto Museum	Seal Cove	current operations	$300.00
	Taller Puertorriqueno,Inc	Philadelphia	current operations	$500 00
	Talleyville Fire Company	Wilmington	current operations	$150 00
	The Chewonki Foundation	Wiscasset	current operations	$100 00
	William Way Community Center	Philadelphia	current operations	$500.00
		Total forCHARITABLE - COMMUNITY ORGANIZATIONS		**$12,000.00**
CHARITABLE - HOSPITALS				
	Albert Schweitzer Hopital	Pittsburgh	current operations	$500.00
	Helen F Graham Cancer Center	New Castle	memory of Stella Williams	$100 00
	Hospice Foundation, Inc.	Poughkeepsie	current operations	$1,000.00
	Mayo Clinic	Rochester	current operations	$200.00
	Mt. Desert Island Hospital	Bar Harbor	current operations	$550.00
		Total forCHARITABLE - HOSPITALS		**$2,350.00**

PART XV LINE 3a
51-0081303

GRANTS AWARDED BY Atwater Kent Foundation, Inc. 01/01/2013 - 12/31/2013

CLASS	DONEE	CITY	PURPOSE	AMOUNT
CHARITABLE - OTHER MEDICAL & HEALTH				
	Hospice Guild of Palm B County	West Palm Beach	current operations	$1,700.00
	Mt Desert Medical Ctr(Town of)	NortheastHarbor	current operations	$900 00
	OCI Healing Research Fund	Quincy	current operations	$300.00
	Planned Parent World Pop. FL	West Palm Beach	current operations	$2,000.00
	Seeing Eye (The)	Morristown	current operations	$350.00
		Total forCHARITABLE - OTHER MEDICAL & HEALTH		**$5,250.00**
CHARITABLE - RELIEF				
	Boys & Girls RepublicHenry St.	New York	current operations	$450 00
	Calcutta House	Philadelphia	current operations	$100.00
	Fresh Air Fund (The)	New York	current operations	$550 00
	Habitat for Humanity	Americus	current operations	$1,000.00
	Philadelphia Fight	Philadelphia	critical path project	$100 00
		Total forCHARITABLE - RELIEF		**$2,200.00**
EDUCATIONAL - CULTURAL INSTITUTIONS				
	American Ballet Theatre	New York	current operations	$4,000.00
	Atwater Kent Museum	Philadelphia	purchase of "Kent Radios"	$20,000.00
	Friends of Acadia	Bar Harbor	current operations	$1,300 00
	Henry Morrison Flagler Mus	Palm Beach	current operations	$3,000.00
	Hist. Society PalmBeach County	West Palm Beach	current operations	$1,000.00
	Historic Santa Fe Foundation	Sante Fe	current operations	$1,000 00
	Mystic Seaport, Inc	Mystic	current operations	$700.00
	Nature Conservancy	Arlington	current operations	$800 00
	Northeast Historic Film	Bucksport	memory of Diane Lee	$100.00
	Penobscot Marine Museum	Searsport	current operations	$850.00
	Philadelphia Museum of Art	Philadelphia	current operations	$250 00
	Preserv. Fdn of Palm Beach	Palm Beach	current operations	$5,000.00
	Seaport Museum of New York	New York	current operations	$500.00
	The Frick Collection	New YorK	current operations	$800.00
	Tibet House New York	New York	current operations	$550.00
	Vizcayan Foundation	Miami	current operations	$3,000.00
	Zoological Soc. Palm Beaches	West Palm Beach	current operations	$1,000.00
	Zoological Soc. of Phila.	Philadelphia	current operations	$550.00
		Total forEDUCATIONAL - CULTURAL INSTITUTIONS		**$44,400.00**
EDUCATIONAL - PUBLIC INFORMATION				
	Aids Help,Inc.	Key West	current operations	$350.00
	Greenpeace USA	Washington .	current operations	$650.00
	Hetrick-Martin Institute	New York	current operations	$200.00

GRANTS AWARDED BY Atwater Kent Foundation, Inc. 01/01/2013 - 12/31/2013

PART XV LINE 3a
51-0081303

CLASS	DONEE	CITY	PURPOSE	AMOUNT
EDUCATIONAL - PUBLIC INFORMATION				
	IVC of Philadelphia	Philadelphia	current operations	$100.00
	Kimball Union Academy	Meriden	Current Operartions	$1,000.00
	New Dimensions Foundation	Santa Rosa	current operations	$600 00
	New Mexico PBS	Albuquerque,NM	current operations	$1,500 00
	Southwest Harbor Library	SouthwestHarbor	Digital Projector System	$1,000.00
	The Galaei Project	Philadelphia	RAVE program	$100.00
	WERU Community Radio	East Orland	WERU Radio	$1,850.00
		Total forEDUCATIONAL - PUBLIC INFORMATION		**$7,350.00**
EDUCATIONAL - SCHOOLS & COLLEGES				
	Childrens Storefront	New York	current operations	$450 00
	College of the Atlantic	Bar Harbor	current operations	$500.00
	Epiphany School	Dorchester	Current Operations	$300.00
	Manch.Essex Reg. High School	Man-by-the-sea	current operations	$1,000.00
	Manchester Essex Reg Mid. Scho	Man-by-the-sea	current operations	$2,000 00
	Outward Bound USA	Long IslandCity	current operations	$550.00
	Santa Fe Prep School	Santa Fe	current operations	$1,000 00
	Wissahickon Charter School	Philadelphia	current operations	$200.00
	Woods Hole Oceanographic Inst	Woods Hole	current operations	$1,050 00
	Worcester Polytechnic Inst.	Worcester	in memory of A A.KentSr.	$1,000.00
		Total forEDUCATIONAL - SCHOOLS & COLLEGES		**$8,050.00**
GOVERNMENT & MUNICIPAL SERVICES				
	Freedom Works Foundation	Washington	current operations	$500.00
	Manchester-by-the-Sea Police	Man-by-the-sea	Current operations	$1,000.00
	Nat'l Legal & Policy Ctr	Falls Church	current operations	$750.00
	Town of Manchester-By-The-Sea	Man-by-the-sea	Current operations	$1,550 00
	Vermont Historical Society	Barre	current operations	$500.00
		Total forGOVERNMENT & MUNICIPAL SERVICES		**$4,300.00**
RELIGIOUS				
	Bethesda By The Sea	Palm Beach	grounds maintenance	$1,100.00
	Old West Church	Calais	current operations	$100.00
	St. David's Church (Episcopal)	Wayne	current operations	$350 00
		Total forRELIGIOUS		**$1,550.00**
SCIENTIFIC				
	Buckminster Fuller Institute	Brooklyn	current operations	$2,600 00
	Mt. Desert Biological Lab	Salisbury Cove	current operaitons	$600.00
		Total forSCIENTIFIC		**$3,200.00**

GRANTS AWARDED BY Atwater Kent Foundation, Inc. 01/01/2013 - 12/31/2013

PART XV LINE 3a
51-0081303

CLASS	DONEE	CITY	PURPOSE	AMOUNT
			Grand Total	**$93,000.00**

ATWATER KENT FOUNDATION, INC.
INVESTMENTS
DECEMBER 31, 2013

51-0081303 PART II - LINE 10

Principal Amount		Book Value	Market Value Dec. 31, 2013
	U. S. Government Obligations		
865,893.51	Fidelity US Government Reserves	865,893.51	865,893.51
	Mutual Funds		
581.583	Fidelity Diversified International	16,176.37	21,466.23
331.229	Fidelity Emerging Markets	7,946.38	7,979.31
		24,122.75	29,445.54
	Common Stocks		
Shares			
420	Accenture PLC Class A	24,620.84	34,532.40
166	Allergan Inc.	15,194.66	18,439.28
695	Amphenol Corp. Class A	22,356.31	61,980.10
315	Ansys Inc.	13,229.38	27,468.00
136	Apple Inc.	37,975.03	76,298.72
270	Celgene Corp.	16,280.17	45,621.36
2,510	Charles Schwab Corp. New	30,257.01	65,260.00
515	Covidien PLC	30,254.04	35,071.50
334	Ecolab Inc.	30,023.13	34,826.18
1,124	Facebook Inc. Class A	39,948.76	61,425.47
267	Home Deposit Inc.	19,966.20	21,984.78
482	Illinois Tool Works Inc.	29,973.79	40,526.56
235	Johnson & Johnson	19,974.74	21,523.65
191	Kimberly Clark Corp.	19,955.15	19,951.86
43	Mastercard Inc. Class A	12,474.62	35,924.78
600	Netapp Inc.	27,146.26	24,684.00
320	Praxair Inc.	20,112.19	41,609.60
140	Precision Castparts Corp.	29,944.60	37,702.00
315	Procter & Gamble Co.	16,784.81	25,644.15
330	Ralph Lauren Corp. Class A	32,465.14	58,268.10
1,020	Sensata Technologies Holdings NV	33,625 32	39,545.40
810	Verisk Analytics Inc. Class A	30,165.70	53,233.20
704	VF Corp.	26,936.45	43,887.36
530	Yum Brands Inc.	21,032.45	40,073.30
475	Zoetis Inc. Com USD Class A	14,998.15	15,527.75
		615,694.90	981,009 50
		1,505,711.16	1,876,348.55

REALIZED GAINS AND LOSSES

ATWATER KENT FOUNDATION 51-0081303 PART IV

AKF-FID

From 01-01-13 Through 12-31-13

Security Description						Gains/Loss	
Security	Quantity	Buy Date	Date Sold	Proceeds	Cost Basis	Short Term	Long Term
CELGENE CORP	75 000	09-27-11	01-10-13	7,032 89	4,842 62		2,190 26
AMPHENOL CORP NEW CL A	105 000	07-27-09	01-17-13	7,102 10	3,603 46		3,498 64
YUM! BRANDS INC	20 000	08-10-09	01-29-13	1,293 94	729 62		564 32
YUM! BRANDS INC	60 000	08-31-12	01-29-13	3,881 82	3,805 94	75 88	0 00
YUM! BRANDS INC	132 000	10-04-12	01-29-13	8,540 01	8,767 95	-227 94	0 00
INTERCONTINENTAL EXCHANGE INC	55 000	09-13-10	02-19-13	8,572 53	5,917 67		2,654 86
INTERCONTINENTAL EXCHANGE INC	10 000	01-12-11	02-19-13	1,558 64	1,155 94		402 70
YUM! BRANDS INC	140 000	08-10-09	04-04-13	9,461 86	5,107 36		4,354 50
AMPHENOL CORP NEW CL A	60 000	07-27-09	04-10-13	4,407 35	2,059 12		2,348 23
YUM! BRANDS INC	80 000	08-10-09	04-17-13	5,275 94	2,918 49		2,357 45
CELGENE CORP	5 000	09-15-11	04-24-13	611 92	301 48		310 44
CELGENE CORP	15 000	09-27-11	04-24-13	1,835 75	968 52		867 22
CELGENE CORP	50 000	11-10-11	04-24-13	6,119 17	3,186 45		2,932 72
CELGENE CORP	22 000	06-25-12	04-24-13	2,692 44	1,357 43	1,335 01	0 00
CELGENE CORP	3 000	06-25-12	04-24-13	367 15	184 01	183 14	0 00
MASTERCARD INC CL A COM	12 000	06-10-08	05-06-13	6,653 10	3,529 79		3,123 31
ANSYS INC	25 000	10-27-09	05-24-13	1,809 38	1,089 42		719 96
ANSYS INC	25 000	04-29-10	05-24-13	1,809 38	1,147 45		661 93
ANSYS INC	20 000	03-14-11	05-24-13	1,447 50	1,047 95		399 55
UNITED TECHNOLOGIES CORP	15 000	12-18-07	06-06-13	1,392 48	1 124 17		268 31
UNITED TECHNOLOGIES CORP	100 000	01-09-08	06-06-13	9,283 22	7,194 80		2,088 42
UNITED TECHNOLOGIES CORP	90 000	06-30-08	06-06-13	8,354 90	5,521 40		2,833 50
UNITED TECHNOLOGIES CORP	40 000	09-30-08	06-06-13	3,713 29	2,393 00		1,320 29
INTERCONTINENTAL EXCHANGE INC	45 000	10-28-09	06-24-13	7,618 54	4,670 45		2,948 09
INTERCONTINENTAL EXCHANGE INC	5 000	10-29-09	06-24-13	846 51	496 68		349 83
INTERCONTINENTAL EXCHANGE INC	95 000	10-29-09	06-24-13	16,096 51	9,436 95		6,659 56
INTERCONTINENTAL EXCHANGE INC	5 000	09-13-10	06-24-13	847 19	536 17		311 02
FIDELITY EMERGIN MARKETS	89 6050	09-20-10	07-01-13	1,999 99	2,150 52		-150 53
INTERCONTINENTAL EXCHANGE INC	25 000	10-29-09	07-11-13	4,519 02	2,483 41		2,035 61
INTERCONTINENTAL EXCHANGE INC	50 000	09-13-10	07-11-13	9,038 04	5,361 70		3,676 34
MALLINCKRODT PLC ORDINARY USD	23 125	05-06-13	07-15-13	961 78	1,048 12	-86 34	0 00
MALLINCKRODT PLC ORDINARY USD	16 875	06-05-13	07-15-13	701 84	751 85	-50 01	0 00
PRAXAIR INC	70 000	06-16-09	07-18-13	8,146 20	5,028 59		3,117 61
ANSYS INC	20 000	10-28-09	07-29-13	1,551 38	856 27		695 11
ANSYS INC	35 000	10-28-09	07-29-13	2,728 20	1,498 46		1,229 74

REALIZED GAINS AND LOSSES

ATWATER KENT FOUNDATION 51-0081303 PART IV

AKF-FID

From 01-01-13 Through 12-31-13

Security Description						Gains/Loss	
Security	Quantity	Buy Date	Date Sold	Proceeds	Cost Basis	Short Term	Long Term
ANSYS INC	65 000	04-28-10	07-29-13	5,066 66	2,947 34		2,119 32
APPLE INC	6 000	11-12-12	09-03-13	2,971 71	3,321 03	-349 32	0 00
ACCENTURE PLC CLS A	100 000	05-01-12	09-23-13	7,674 81	6,532 10		1,142 71
EXPRESS SCRIPTS HLDG CO COMMON	180 000	05-31-12	09-23-13	11,108 92	9,342 24		1,766 68
V F CORP	19 000	10-04-12	10-01-13	3,767 85	3,096 95	670 90	0 00
EXPRESS SCRIPTS HLDG CO COMMON	10 000	09-15-11	11-01-13	622 76	410 11		212 65
EXPRESS SCRIPTS HLDG CO COMMON	45 000	01-04-12	11-01-13	2,802 44	2,071 75		730 69
EXPRESS SCRIPTS HLDG CO COMMON	5 000	05-31-12	11-01-13	311 38	259 51		51 87
EXPRESS SCRIPTS HLDG CO COMMON	55 000	09-15-11	11-08-13	3,516 38	2,255 60		1,260 78
EXPRESS SCRIPTS HLDG CO COMMON	85 000	09-15-11	11-18-13	5,499 95	3,485 92		2,014 03
EXPRESS SCRIPTS HLDG CO COMMON	170 000	09-15-11	12-09-13	11,402 29	6,971 84		4,430 45
EXPRESS SCRIPTS HLDG CO COMMON	130 000	09-23-11	12-09-13	8,719 40	5,086 53		3,632 87
						2,264 93	
						-713 61	
				221,736.51	**148,054.15**	**1,551.32**	**72,131.04**

73,682 36

SUMMARY

	PROCEEDS	COST	(Loss)
Short Term	23,884.60	22,333.28	1,551.32
Long Term	197,851.91	125,720.87	72,131.04
Totals	221,736.51	148,054.15	73,682.36

Atwater Kent Foundation, Inc. 51-0081303

PART XV - Lines 2b & d

SUGGESTED PROCEDURE FOR GRANT APPLICATION

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

Please be sure that your application includes the following information:

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

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

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

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