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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. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
ATWOOD FOUNDATION INC

A Employer identification number
92-6002571

Number and street (or P O box number if mail is not delivered to street address)
301 WEST NORTHERN LIGHTS BLVD NO
412

Room/suite

B Telephone number (see instructions)
(907) 274-4900

City or town, state or province, country, and ZIP or foreign postal code
ANCHORAGE, AK 99503

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 31,467,181

J Accounting method ☐ Cash ☑ Accrual ☐ 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 ▶ ☐

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))*

	Line	Description	(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)	20,770			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	181	181		
	4	Dividends and interest from securities	526,672	525,769		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	1,124,260			
	b	Gross sales price for all assets on line 6a 4,386,040				
	7	Capital gain net income (from Part IV, line 2)		1,619,436		
	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)	462,843	-2,733		
	12	**Total.** Add lines 1 through 11	2,134,726	2,142,653		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages	11,700	0		11,700
	15	Pension plans, employee benefits	1,479	0		1,479
	16a	Legal fees (attach schedule)	8,935	0		8,585
	b	Accounting fees (attach schedule)	19,257	15,406		3,851
	c	Other professional fees (attach schedule)	420,104	334,448		75,000
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	55,879	8,832		0
	19	Depreciation (attach schedule) and depletion	797	0		
	20	Occupancy	14,033	0		14,020
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	45,719	21,965		25,511
	24	**Total operating and administrative expenses.** Add lines 13 through 23	577,903	380,651		140,146
	25	Contributions, gifts, grants paid	1,629,575			1,633,575
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,207,478	380,651		1,773,721
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-72,752			
	b	**Net investment income** (if negative, enter -0-)		1,762,002		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	750		
2	Savings and temporary cash investments	707,799	2,494,522	2,494,522
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use	26,357		
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	7,101,597	9,611,943	9,611,943
c	Investments—corporate bonds (attach schedule)	20,392		
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	17,276,196	19,328,323	19,328,323
14	Land, buildings, and equipment basis ▶ 30,568			
	Less accumulated depreciation (attach schedule) ▶ 14,732	1,398,758	15,836	15,836
15	Other assets (describe ▶)	768,500	16,557	16,557
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	27,300,349	31,467,181	31,467,181
Liabilities				
17	Accounts payable and accrued expenses	9,465	30,600	
18	Grants payable	4,000		
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	13,465	30,600	
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	27,286,884	31,436,581	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
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 page 17 of the instructions)	27,286,884	31,436,581	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	27,300,349	31,467,181	

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	27,286,884
2	Enter amount from Part I, line 27a	2	-72,752
3	Other increases not included in line 2 (itemize) ▶	3	4,226,235
4	Add lines 1, 2, and 3	4	31,440,367
5	Decreases not included in line 2 (itemize) ▶	5	3,786
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	31,436,581

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	WELLS FARGO HARRIS 3700			2013-12-31
b	WELLS FARGO CUSTODY 2600			2013-12-31
c	OTHER	D		2013-12-31
d	ALTERNATIVE INVESTMENTS	P		2013-12-31
e	CAPITAL GAINS DIVIDENDS	P		

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,412,156		899,756	512,400
b	35			35
c	1,866,848	331,952	2,198,800	0
d	1,096,559			1,096,559
e	10,442			10,442

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				512,400
b				35
c				0
d				1,096,559
e				10,442

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,619,436
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,028,852	24,295,246	0 042348
2011	1,275,894	22,490,524	0 056730
2010	1,102,727	21,694,066	0 050831
2009	1,112,642	18,851,906	0 059020
2008	1,439,392	25,682,562	0 056045

2	**Total** of line 1, column (d).	2	0 264974
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 052995
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	28,144,968
5	Multiply line 4 by line 3.	5	1,491,543
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	17,620
7	Add lines 5 and 6.	7	1,509,163
8	Enter qualifying distributions from Part XII, line 4.	8	1,789,387

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ___________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	17,620
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	17,620
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	17,620
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 37,000		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 23,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	60,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	119
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	42,261
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 42,261 **Refunded** ▶		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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶AK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW ATWOODFOUNDATION ORG

14 The books are in care of ▶LATASH INVESTMENTS Telephone no ▶(907) 868-4032

Located at ▶301 WEST NORTHERN LIGHTS BLVD 412 ANCHORAGE AK ZIP+4 ▶99503

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 |

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
LATASH INVESTMENTS 301 WEST NORTHERN LIGHTS BLVD 412 ANCHORAGE, AK 99503	INVESTMENT/GRANTS MANAGEMENT	197,468
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	16,003,130
b	Average of monthly cash balances	1b	1,710,394
c	Fair market value of all other assets (see instructions)	1c	10,860,048
d	**Total** (add lines 1a, b, and c)	1d	28,573,572
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	28,573,572
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	428,604
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,144,968
6	**Minimum investment return.** Enter 5% of line 5	6	1,407,248

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	1,407,248
2a	Tax on investment income for 2013 from Part VI, line 5	2a	17,620		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	17,620
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,389,628
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	1,389,628
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,389,628

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,773,721
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	15,666
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,789,387
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	17,620
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,771,767

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				1,389,628
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___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. 160,778				
b From 2009. 174,213				
c From 2010. 31,527				
d From 2011. 167,725				
e From 2012.				
f **Total** of lines 3a through e.	534,243			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,789,387				
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.				1,389,628
e Remaining amount distributed out of corpus	399,759			
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	934,002			
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 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)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	160,778			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	773,224			
10 Analysis of line 9				
a Excess from 2009. . . . 174,213				
b Excess from 2010. . . . 31,527				
c Excess from 2011. . . . 167,725				
d Excess from 2012. . . .				
e Excess from 2013. . . . 399,759				

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

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a 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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

LATASH INC ATTN NATASHA VONIMHOF
301 WEST NORTHERN LIGHTS BLVD 412
ANCHORAGE, AK 99503
(907) 274-4900

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

WRITTEN REQUEST STATING NEEDS

c Any submission deadlines

DECEMBER 31 ANNUALLY

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

TAX-EXEMPT CHARITABLE ORGANIZATIONS, ALASKAN ORGANIZATIONS PREFERRED

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,633,575
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				1,317,000

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) 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	181	
4 Dividends and interest from securities. . . .			14	526,672	
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.			14	462,843	
8 Gain or (loss) from sales of assets other than inventory			18	1,124,260	
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		2,113,956	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 2,113,956

(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) (See instructions)

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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-11-13 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
WENDY CAMPOS				P00448102
Firm's name ▶ MOSS ADAMS LLP			Firm's EIN ▶ 91-0189318	
Firm's address ▶ 805 SW BROADWAY STE 1200 PORTLAND, OR 97205			Phone no (503) 242-1447	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
EDWARD RASMUSON 301 WEST NORTHERN LIGHTS BLVD 412 ANCHORAGE,AK 99503	CHAIRMAN 1 50	0	0	0
DAVID TOBIN 301 WEST NORTHERN LIGHTS BLVD 412 ANCHORAGE,AK 99503	VICE CHAIRMAN 0 50	0	0	0
NANCY HARBOUR 301 WEST NORTHERN LIGHTS BLVD 412 ANCHORAGE,AK 99503	TREASURER 1 50	0	0	0
IRA PERMAN 301 WEST NORTHERN LIGHTS BLVD 412 ANCHORAGE,AK 99503	SECRETARY 0 50	0	0	0
GLORIA ALLEN 301 WEST NORTHERN LIGHTS BLVD 412 ANCHORAGE,AK 99503	DIRECTOR 0 50	0	0	0
CAROLYN HEYMAN-LAYNE 301 WEST NORTHERN LIGHTS BLVD 412 ANCHORAGE,AK 99503	DIRECTOR 0 50	0	0	0
MARIA DOWNEY 301 WEST NORTHERN LIGHTS BLVD 412 ANCHORAGE,AK 99503	DIRECTOR 0 50	0	0	0

Form 990PF Part XV Line 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*				
AFFINITY FILMS INC PO BOX 91182 ANCHORAGE, AK 99509	NONE	PC	EDUCATIONAL DOCUMENTARY	5,000
ALASKA AIR SHOW ASSOCIATION PO BOX 6175 JBER, AK 99506	NONE	PC	ARCTIC THUNDER PREPARATION	15,000
ALASKA ASSOCIATION FOR HISTORIC PRESERVATION PO BOX 102205 ANCHORAGE, AK 99510	NONE	PC	RESTORATION PROJECT OF NIKE SUMMIT	15,000
ALASKA BOTANICAL GARDEN 4601 CAMPBELL AIRSTRIP RD ANCHORAGE, AK 99507	NONE	PC	UPDATE GARDENS	15,000
ALASKA CENTER FOR THE BLIND 3903 TAFT DR ANCHORAGE, AK 99517	NONE	PC	FUNDRAISING CAPACITY BUILDING	2,500
ALASKA CENTER FOR THE PERFORMING ARTS 621 W 6TH AVE ANCHORAGE, AK 99501	NONE	PC	AIR FORCE BAND	75,000
ALASKA COMMUNITY FOUNDATION 3201 C ST STE 110 ANCHORAGE, AK 99503	NONE	PC	PICK, CLICK AND GIVE	10,000
ALASKA DANCE THEATRE 550 EAST 33RD AVE ANCHORAGE, AK 99503	NONE	PC	DANCE COMPANY SUPPORT	15,000
ALASKA JUNIOR THEATER 329 F ST STE 204 ANCHORAGE, AK 99501	NONE	PC	SCHOOL TRANSPORTATION FOR PERFORMANCES	40,000
ALASKA MUSEUM OF NATURAL HISTORY 201 N BRAGAW ST ANCHORAGE, AK 99508	NONE	PC	EDUCATION DIRECTOR	19,000
ALASKA PACIFIC UNIVERSITY 4101 UNIVERSITY DR ANCHORAGE, AK 99508	NONE	PC	SUPPORT MUSIC FESTIVALS	200,000
ALASKA SCHOOL ACTIVITIES ASSOC 4048 LAUREL ST STE 203 ANCHORAGE, AK 99507	NONE	PC	SUPPORT ASAA ALL-STATE AND SOLO ENSEMBLE MUSIC	10,000
ALASKA STRING CAMPS PO BOX 770057 ANCHORAGE, AK 99577	NONE	PC	STRING CAMP FOR KIDS SUPPORT	1,500
ALASKA THEATRE OF YOUTH 601 W FIREWEED LN ANCHORAGE, AK 99503	NONE	PC	SUMMER THEATRE CAMP FOR KIDS	5,000
ALASKA VETERANS MEMORIAL 333 W 4TH AVE STE 227 ANCHORAGE, AK 99501	NONE	PC	TECHNOLOGY UPGRADES	7,500
Total . . . . ▶ **3a**				1,633,575

Form 990PF Part XV Line 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*				
ALEUTIAN PRIBILOF ISLANDS ASSOC 1131 E INTERNATIONAL AIRPORT RD ANCHORAGE,AK 99518	NONE	PC	SPIRIT CAMP FOR ANCHORAGE NATIVE STUDENTS	7,500
ANCHORAGE COMMUNITY THEATRE 1133 E 70TH AVE ANCHORAGE,AK 99518	NONE	PC	OPERATIONAL SUPPORT	7,500
ANCHORAGE CONCERT ASSOCIATION 430 W 7TH AVE STE 200 ANCHORAGE,AK 99501	NONE	PC	OPERATIONAL SUPPORT	30,000
ANCHORAGE COMMUNITY CONCERT BAND PO BOX 140615 ANCHORAGE,AK 99514	NONE	PC	OPERATIONAL SUPPORT	5,000
ANCHORAGE LIBRARY FOUNDATION PO BOX 244714 ANCHORAGE,AK 99524	NONE	PC	TEEN JOURNALISM PROGRAM	23,000
ANCHORAGE MUSEUM ASSOC 625 C ST ANCHORAGE,AK 99501	NONE	PC	EXHIBITS AND EDUCATIONAL PROGRAMMING	150,000
ANCHORAGE OPERA SOCIETY 1507 SPAR AVE ANCHORAGE,AK 99501	NONE	PC	OPERATIONAL SUPPORT	50,000
ANCHORAGE PARK FOUNDATION 715 L ST STE 200 ANCHORAGE,AK 99501	NONE	PC	VETERANS MEMORIAL	15,000
ANCHORAGE SYMPHONY 400 D ST STE 230 ANCHORAGE,AK 99501	NONE	PC	OPERATIONAL SUPPORT	50,000
ARTS ON THE EDGE 3955 WESTWOOD DR ANCHORAGE,AK 99517	NONE	PC	CONDUCTOR SALARY	6,000
ASIAN ALASKAN CULTURAL CENTER PO BOX 243032 ANCHORAGE,AK 99524	NONE	PC	ASIAN CULTURE NIGHT	10,000
COVENANT HOUSE OF ALASKA PO BOX 100620 ANCHORAGE,AK 99510	NONE	PC	MUSIC PROGRAM FOR TEENS	3,000
CYRANO'S THEATER COMPANY 413 D ST ANCHORAGE,AK 99501	NONE	PC	OPERATIONAL SUPPORT	15,000
DIMOND HIGH SCHOOL 2909 W 88TH AVE ANCHORAGE,AK 99502	NONE	PC	SUPPORT MULTI SCHOOL CHOIR PROGRAM	11,250
GIRDWOOD CENTER FOR THE VISUAL ARTS PO BOX 678 ANCHORAGE,AK 99587	NONE	PC	GALLERY OPERATIONAL SUPPORT	4,000
Total . . . . ▶ **3a**				1,633,575

Form 990PF Part XV Line 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*				
GREAT ALASKA COUNCIL BOYS SCOUTS OF AMERICA 3117 PATTERSON ST ANCHORAGE,AK 99504	NONE	PC	AFTER SCHOOL ARTS PROGRAM	10,000
INSTITUTE OF THE NORTH 1675 C ST STE 106 ANCHORAGE,AK 99501	NONE	PC	ALASKA STUDIES COMPETITION	15,000
MABEL T CAVERLY SENIOR CENTER 325 E 3RD AVE ANCHORAGE,AK 99501	NONE	PC	FUEL FOR TRANSPORTATION	2,500
OUT NORTH 3800 DEBARR RD ANCHORAGE,AK 99508	NONE	PC	OPERATIONAL SUPPORT	3,000
PERSEVERANCE THEATER 914 THIRD ST ANCHORAGE,AK 99824	NONE	PC	OPERATIONAL SUPPORT	40,000
RURAL CAP 731 E 8TH AVE ANCHORAGE,AK 99501	NONE	PC	ART FOR THE KULIK MAYOR	4,000
RUSSIAN AMERICAN COLONY SINGERS 2882 KNIK AVE ANCHORAGE,AK 99517	NONE	PC	ALASKA WWII REMEMBERANCE DAY	6,825
SALVATION ARMY PO BOX 3333 ANCHORAGE,AK 99835	NONE	PC	KINGS LAKE MUSIC CAMP SCHOLARSHIPS	10,000
SITKA SUMMER MUSIC FESTIVAL PO BOX 3333 SITKA,AK 99835	NONE	PC	OPERATIONAL SUPPORT	10,000
SPIRIT OF YOUTH PO BOX 243721 ANCHORAGE,AK 99524	NONE	PC	ART AWARD FOR YOUTH	2,500
UNIVERSITY OF ALASKA ANCHORAGE 3211 PROVIDENCE DR ANCHORAGE,AK 99508	NONE	PC	ELAINE ATWOOD SCHOLARSHIP	10,000
UNIVERSITY OF ALASKA FOUNDATION 3211 PROVIDENCE DR ANCHORAGE,AK 99508	NONE	PC	JOURNALISM CHAIR	50,000
UNIVERSITY OF ALASKA FOUNDATION 3211 PROVIDENCE DR ANCHORAGE,AK 99508	NONE	PC	ENDOWMENT	200,000
ANCHORAGE MUSEUM FOUNDATION 625 C ST ANCHORAGE,AK 99501	NONE	PC	ADD TO ALASKAN ART COLLECTION ON DISPLAY	447,000
Total . . . . ▶ **3a**				1,633,575

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

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization
ATWOOD FOUNDATION INC

Employer identification number
92-6002571

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 for 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 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 990PF, 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
ATWOOD FOUNDATION INC

Employer identification number
92-6002571

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	ATWOOD ESTATE 301 WEST NORTHERN LIGHTS BLVD 412 ANCHORAGE, AK99503	$ 16,906	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
ATWOOD FOUNDATION INC

Employer identification number
92-6002571

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
		$	

Name of organization
ATWOOD FOUNDATION INC

Employer identification number
92-6002571

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

(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

(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

(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

TY 2013 Accounting Fees Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	19,257	15,406		3,851

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

TY 2013 Depreciation Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE AND IMPROVEMENTS		30,568	14,732		0 %	0	0		

TY 2013 Investments Corporate Stock Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS US EQUITY HOLDINGS	2,945,895	2,945,895
HARRIS AND ASSOCIATES	5,893,234	5,893,234
PRIMECAP ODYSSEY GROWTH FUND	543,096	543,096
DODGE AND COX INTERNATIONAL	229,718	229,718

TY 2013 Investments - Other Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DENALI CAPITAL CLO IV LTD	FMV	75,000	75,000
FORT POINT CDO II LTD	FMV	25	25
HILLCREST CDO I LTD	FMV	25	25
PINNACLE POINT FUNDING LTD	FMV	25	25
SOLSTICE ABS CDO III	FMV	625	625
DARWIN VENTURE CAPITAL FUND OF FUNDS	FMV	805,312	805,312
DARWIN VENTURE CAPITAL FUND OF FUNDS II	FMV	1,743,209	1,743,209
ENCAP ENERGY CAPITAL FUND V LP	FMV	69,763	69,763
ENCAP ENERGY CAPITAL FUND VI LP	FMV	154,230	154,230
ENCAP ENERGY CAPITAL FUND VII LP	FMV	298,736	298,736
ENCAP ENERGY CAPITAL FUND VIII LP	FMV	592,237	592,237
ENCAP ENERGY CAPITAL FUND IX LP	FMV	117,007	117,007
ENCAP FLATROCK MIDSTREAM FUND II-C LP	FMV	168,330	168,330
GUGGENHEIM AVIATION PARTNERS II	FMV	607,440	607,440
LS POWER EQUITY PARTNERS I PIE LP	FMV	117,228	117,228
LS POWER EQUITY PARTNERS II PIE LP	FMV	575,261	575,261
MESA DEL OSO	FMV	100	100
NEW VERNON INDIA (CAYMAN) FUND II LP	FMV	1,180,939	1,180,939
PRECISION CAPITAL SPECIAL OPPORTUNITIES FUND II	FMV	246,350	246,350
PRECISION CAPITAL SPECIAL OPPORTUNITIES FUND III	FMV	352,104	352,104
PRECISION CAPITAL SPECIAL OPPORTUNITIES FUND IV	FMV	386,870	386,870
SWANSON RIVER	FMV	125,213	125,213
TEPPCO CRUDE OIL	FMV	15,000	15,000
TIERRA ANTIGUA	FMV	100	100
WICKS COMMUNICATIONS & MEDIA III	FMV	238,778	238,778
CARMEL PARTNERS INVESTMENT FUND I	FMV	128,313	128,313
CARMEL PARTNERS INVESTMENT FUND II	FMV	346,558	346,558
CARMEL PARTNERS INVESTMENT FUND III	FMV	486,266	486,266
CARMEL PARTNERS INVESTMENT FUND IV	FMV	239,502	239,502
CERBERUS INSTITUTIONAL REAL ESTATE (BLACKACRE)	FMV	38,565	38,565

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CERBERUS INSTITUTIONAL REAL ESTATE II	FMV	360,684	360,684
CERBERUS INSTITUTIONAL REAL ESTATE III	FMV	168,704	168,704
GUGGENHEIM STRUCTURED REAL ESTATE III	FMV	205,916	205,916
SHORENSTEIN SRI VII REIT	FMV	153,265	153,265
SHORENSTEIN SRI VIII REIT	FMV	256,372	256,372
SHORENSTEIN SRI IX REIT	FMV	393,286	393,286
INTECH RISK MANAGED	FMV	3,651,297	3,651,297
PINNACLE EQUITY FUND	FMV	734,905	734,905
PINNACLE INTERNATIONAL	FMV	2,272,202	2,272,202
TCW WORLDWIDE OPPORTUNITY FUND	FMV	1,922,581	1,922,581
INVENTUS CAPITAL MANAGEMENT II	FMV	100,000	100,000

TY 2013 Land, Etc. Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE AND IMPROVEMENTS	30,568	14,732	15,836	15,836

TY 2013 Legal Fees Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	8,935	0		8,585

TY 2013 Other Assets Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ART	768,500	14,610	14,610
SECURITY DEPOSIT		1,947	1,947

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TY 2013 Other Decreases Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Description	Amount
PRIOR PERIOD ADJUSTMENT	3,786

TY 2013 Other Expenses Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	1,559	0		1,424
INSURANCE	4,520	0		4,520
BANK FEES	22,374	21,965		409
REPAIRS AND MAINTENANCE	7,744	0		9,644
DUES AND SUBSCRIPTIONS	1,107	0		1,099
OTHER	8,415	0		8,415

TY 2013 Other Income Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ALTERNATIVE INVESTMENTS	462,752	-2,824	462,752
OTHER INCOME	91	91	91

TY 2013 Other Increases Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Description	Amount
UNREALIZED GAINS	4,226,235

TY 2013 Other Professional Fees Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	159,901	159,901		0
GRANTS/OPERATIONS MANAGEMENT	81,250	0		75,000
PASSTHROUGH INVESTMENT EXPENSES	178,953	174,547		0

TY 2013 Taxes Schedule

Name: ATWOOD FOUNDATION INC

EIN: 92-6002571

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	55,500	0		0
STATE TAX	379	0		0
FOREIGN TAX	0	8,832		0