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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

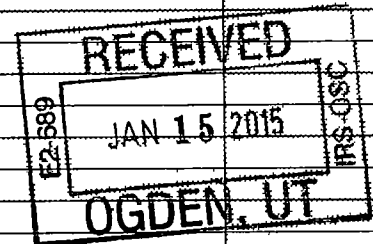
2013

Open to Public Inspection

For calendar year 2013 or tax year beginning **SEP 1, 2013**, and ending **AUG 31, 2014**

Name of foundation THE DAVID R. AND PATRICIA D. ATKINSON FOUNDATION		A Employer identification number 22-3753685
Number and street (or P.O. box number if mail is not delivered to street address) 100 OVERLOOK CENTER, 2ND FLOOR		B Telephone number (609) 375-2076
City or town, state or province, country, and ZIP or foreign postal code PRINCETON, NJ 08540		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 35,949,560.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	1,500,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	31.	31.		STATEMENT 1
	4 Dividends and interest from securities	963,988.	963,988.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,861,322.			
	b Gross sales price for all assets on line 6a	10,988,228.			
	7 Capital gain net income (from Part IV, line 2)		2,861,322.		
	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	5,325,341.	3,825,341.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,000.	17,500.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,030.	3,030.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	60,885.	15,955.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	3,095.	3,095.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	97,010.	39,580.		0.
	25 Contributions, gifts, grants paid	1,662,500.			1,662,500.
26 Total expenses and disbursements. Add lines 24 and 25	1,759,510.	39,580.		1,662,500.	
27 Subtract line 26 from line 12	3,565,831.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		3,785,761.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions

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Form **990-PF** (2013)

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**THE DAVID R. AND PATRICIA D. ATKINSON
FOUNDATION**

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Part II Balance Sheets

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

	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	230,780.	7,697,045.	7,697,045.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock STMT 7	25,668,376.	21,744,669.	28,252,515.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	25,899,156.	29,441,714.	35,949,560.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds	3,569,538.	3,569,538.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	22,329,618.	25,872,176.	
30 Total net assets or fund balances	25,899,156.	29,441,714.	
31 Total liabilities and net assets/fund balances	25,899,156.	29,441,714.	

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	25,899,156.
2 Enter amount from Part I, line 27a	2	3,565,831.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	29,464,987.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	23,273.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,441,714.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 10,988,228.		8,126,906.	2,861,322.
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			2,861,322.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	2,861,322.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	1,398,373.	29,957,292.	.046679
2011	1,174,980.	25,747,662.	.045634
2010	1,094,249.	24,046,201.	.045506
2009	984,117.	22,548,911.	.043644
2008	1,045,572.	19,989,653.	.052306

2 Total of line 1, column (d)	2	.233769
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	.046754
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	34,380,372.
5 Multiply line 4 by line 3	5	1,607,420.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	37,858.
7 Add lines 5 and 6	7	1,645,278.
8 Enter qualifying distributions from Part XII, line 4	8	1,662,500.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	37,858.
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	37,858.
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	37,858.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	28,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	28,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	127.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	9,985.
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► DAVID R. ATKINSON Telephone no ► 609-375-2076
Located at ► 100 OVERLOOK CENTER, 2ND FL, PRINCETON, NJ ZIP+4 ► 08540

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

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►

16	Yes	No
		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(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
DAVID R. ATKINSON	TRUSTEE			
100 OVERLOOK CENTER, 2ND FL.				
PRINCETON, NJ 08540	1.00	0.	0.	0.
PATRICIA D. ATKINSON	TRUSTEE			
100 OVERLOOK CENTER, 2ND FL.				
PRINCETON, NJ 08540	1.00	0.	0.	0.
STEVEN R. ATKINSON	TRUSTEE			
100 OVERLOOK CENTER, 2ND FL.				
PRINCETON, NJ 08540	3.00	20,000.	0.	0.
PAUL D. ATKINSON	TRUSTEE			
100 OVERLOOK CENTER, 2ND FL.				
PRINCETON, NJ 08540	1.00	10,000.	0.	0.

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

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

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

0

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FOUNDATION

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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	

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	
All other program-related investments See instructions	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	32,089,739.
b	Average of monthly cash balances	1b	2,814,192.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	34,903,931.
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	34,903,931.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	523,559.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,380,372.
6	Minimum investment return. Enter 5% of line 5	6	1,719,019.

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	1,719,019.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	37,858.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	37,858.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,681,161.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,681,161.
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	1,681,161.

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	1,662,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,662,500.
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	37,858.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,624,642.

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.

Form 990-PF (2013)

THE DAVID R. AND PATRICIA D. ATKINSON
FOUNDATION

Form 990-PF (2013)

22-3753685

Page 9

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				1,681,161.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,314,068.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,662,500.				
a Applied to 2012, but not more than line 2a			1,314,068.	
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				348,432.
e Remaining amount distributed out of corpus	0.			
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	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				1,332,729.
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

THE DAVID R. AND PATRICIA D. ATKINSON
FOUNDATION

Form 990-PF (2013)

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Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE ATTACHED	NONE	501(C)(3)	GENERAL	1,662,500.
Total			3a	1,662,500.
b Approved for future payment				
NONE				
Total			3b	0.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	31.	
		14	963,988.	
		18	2,861,322.	
	0.		3,825,341.	0.
			13	3,825,341.

[illegible]

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

► Attach to Form 990, Form 990-EZ, or Form 990-PF.
► 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**THE DAVID R. AND PATRICIA D. ATKINSON
FOUNDATION**Employer identification number**

22-3753685

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

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.**Special Rules**☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

Name of organization
**THE DAVID R. AND PATRICIA D. ATKINSON
 FOUNDATION**

Employer identification number
22-3753685

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID R. ATKINSON 2111 NORTH CRESCENT BLVD. YARDLEY, PA 19067	\$ 1,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

THE DAVID R. AND PATRICIA D. ATKINSON
FOUNDATION

Employer identification number

22-3753685

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

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

Name of organization

THE DAVID R. AND PATRICIA D. ATKINSON
FOUNDATION

Employer identification number

22-3753685

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

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

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	31.	31.	
TOTAL TO PART I, LINE 3	31.	31.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS - NOM	963,988.	0.	963,988.	963,988.	
TO PART I, LINE 4	963,988.	0.	963,988.	963,988.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,030.	3,030.		0.
TO FORM 990-PF, PG 1, LN 16B	3,030.	3,030.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL 990-PF EXCISE TAX	44,930.	0.		0.
WITHHELD FOREIGN TAXES	15,955.	15,955.		0.
TO FORM 990-PF, PG 1, LN 18	60,885.	15,955.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	95.	95.			0.
CUSTODY FEE	3,000.	3,000.			0.
TO FORM 990-PF, PG 1, LN 23	3,095.	3,095.			0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
RECLAIMABLE FOREIGN TAX		21,273. 2,000.	
TOTAL TO FORM 990-PF, PART III, LINE 5		23,273.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SECURITIES - SEE SCHEDULE ATTACHED	21,744,669.	28,252,515.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,744,669.	28,252,515.	

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	8
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NAME OF MANAGER

DAVID R. ATKINSON
PATRICIA D. ATKINSON

Atkinson Foundation
2014 Charitable Contributions
EIN 22-3753685

Organization	Street	City	State	Zip	Contribution Amount
ALPHA House	701 Fifth Avenue North	St. Petersburg	FL	33701	\$ 2,000 00
Alzheimer's Association	225 N. Michigan Avenue - Floor 17	Chicago	IL	60601-7633	25,000
American Cancer Society	P.O. Box 1918	Morristown	NJ	07962	8,000
Anchor House	482 Centre Street	Trenton	NJ	08611	6,000
Angel's Wings	601 Hamilton Avenue - Floor 7	Trenton	NJ	08629	6,000
APAW	P.O. Box 162	Princeton Jct	NJ	08550	6,000
ARC of Westchester	265 Saw Mill River Road	Hawthorne	NY	10532	3,000
Bard Prison Initiative	P.O. Box 5000	Annandale-on-Huc	NY	12504-5000	30,000
Boys and Girls Club of Trenton	212 Centre Street	Trenton	NJ	08611	5,000
Bucks County Children's Museum	P.O. Box 516	Doylestown	PA	18901	30,000
Canine Partners for Life	P.O. Box 170	Cochranville	PA	19330-0170	6,000
Cape May City Volunteer Fire Dept	P O Box 375	Cape May	NJ	08204	2,000
CARE	114 Forrest Avenue - Room 106	Narberth	PA	19072	340,000
Center for Discovery, The	P O. Box 840	Harris	NY	12742	15,000
College Possible	450 N. Syndicate - Suite 325	St. Paul	MN	55104	25,000
Cornell University - Atkinson Forum in Am Studies	130 E Seneca Street	Ithaca	NY	14850	50,000
Cornell University - ACSF/CARE	130 E Seneca Street	Ithaca	NY	14850	75,000
Doctors Without Borders	333 Seventh Avenue - Floor 2	New York	NY	10001-5004	170,000
Dogs for the Deaf	10175 Wheeler Road	Central Point	OR	97502	6,000
Earth Vision Trust c/o The Wild Foundation	717 Poplar Avenue	Boulder	CO	80304	25,000
Elixir Fund	P.O. Box 326	Princeton Jct.	NJ	08550	15,000
Environmental Defense	257 Park Avenue South	New York	NY	10010	175,000
Free Library Fdn of Philadelphia (George S Pepper Society)	1901 Vine Street -- Suite 111	Philadelphia	PA	19103-1189	3,000
Fresh Air Fund	633 Third Avenue	New York	NY	10017	5,000
Friends of Princeton Open Space	57 Mountain Avenue	Princeton	NJ	08540	15,000
Habitat for Humanity	601 N. Clinton Avenue	Trenton	NJ	08638-3446	8,000
Heifer Project International	1 World Avenue	Little Rock	AR	72202	15,000
Homefront	1880 Princeton Avenue	Lawrenceville	NJ	08648	79,000
Isles	10 Wood Street	Trenton	NJ	08618	12,000
Learning Ally Inc. (Rec for Blind)	20 Roszel Road	Princeton	NJ	08540	5,000
Lymphoma Research Foundation	115 Broadway - Suite 1301	New York	NY	10006	6,000
Madison Valley Hospital Foundation	P.O. Box 993	Enis	MT	59729	2,500

Atkinson Foundation
2014 Charitable Contributions
EIN 22-3753685

Organization	Street	City	State	Zip	Contribution Amount
Make-A-Wish Foundation	512 Township Line Road - Suite 133	Blue Bell	PA	19422	5,000
Marine Mammal Stranding Center	P O Box 773	Brigantine	NJ	08203	4,000
McCarter Theater	91 University Place	Princeton	NJ	08540	5,000
Meals on Wheels c/o American Red Cross	707 Alexander Road - Suite 101	Princeton	NJ	08540	18,000
Memorial Sloan Kettering Cancer Center	633 Third Avenue - 28th Floor	New York	NY	10017	30,000
Mercer County Wildlife Center	P O. Box 161	Titusville	NJ	08560	5,000
Mid Atlantic Center for the Arts (MAC)	P.O. Box 340	Cape May	NJ	08204-0340	7,000
The Nature Conservancy	15 E. Ridge Pike - Suite 500	Conshohocken	PA	19428	30,000
New Egypt United Methodist Church Trustees' Fund	38 North Main Street	New Egypt	NJ	08533	6,000
New Hope Arts, Inc.	2 Stockton Avenue	New Hope	PA	18938	5,000
New Hope Library	93 West Ferry Street	New Hope	PA	18938-1332	10,000
New Hope Solebury School District	180 West Bridge Street	New Hope	PA	18938	50,000
New Jersey Audubon Society	9 Hardscrabble Road	Bernardsville	NJ	07924	2,000
New York Times Neediest	4 Chase Metrotech Center - 7th Floor East, Lock Brooklyn	Brooklyn	NY	11245	25,000
Princeton HealthCare System Foundation	3626 U S Route One	Princeton	NJ	08540	10,000
Project Forward Leap	100 N. 18th Street - Suite 300	Philadelphia	PA	19103	60,000
Project Freedom at Hamilton	223 Hutchinson Road	Robbinsville	NJ	08691	2,000
Reason Foundation	5737 Mesmer Avenue	Los Angeles	CA	90230	3,000
Rocky Mountain Institute	2317 Snowmass Creek Road	Snowmass	CO	81654-9199	12,000
Salvation Army - National Division	615 Slaters Lane	Alexandria	VA	22314	80,000
Seeing Eye, The	P.O. Box 375	Morristown	NJ	07963-0375	10,000
St. Mary Medical Center Foundation	One Summit Square -Suite 300	Langhorne	PA	19047	15,000
STRIVE	240 East 123rd Street	New York	NY	10035-2038	15,000
Trenton Area Soup Kitchen	72 1/2 Escher Street	Trenton	NJ	08605	25,000
United Cerebral Palsy of Philadelphia & Vicinity	102 East Mermaid Lane	Philadelphia	PA	19118	3,000
Visitation Home	P.O. Box 11242	Hamilton	NJ	08620	10,000
WHYY TV 12	150 North Sixth Street	Philadelphia	PA	19106	25,000
World Wildlife Fund	1250 24th Street N.W.	Washington	DC	20037-1193	10,000
Yardley-Makefield EMS	1140 Edgewood Road	Yardley	PA	19067	3,000
Yardley-Makefield Fire	105 South Main Street	Yardley	PA	19067	2,000

Total \$ 1,662,500 00

THE DAVID R. AND PATRICIA D. ATKINSON FOUNDATION

GOLDMAN SACHS

CAPITAL GAINS (LOSS) 09/01/13 - 8/31/14

Security	Shares	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain or Loss
MNST	10,000	7/17/2013	10/4/2013	522,628.89	622,063.00	\$ (99,434.11)
PNR	20,000	9/17/2012	10/13/2013	1,351,176.47	859,482.00	491,694.47
JCI	20,000	11/19/2012	11/26/2013	1,009,808.41	517,360.00	492,448.41
JCI	20,000	11/19/2012	12/23/2013	1,011,848.37	517,360.00	494,488.37
JPM	25,000	10/30/2013	1/23/2014	1,417,562.81	1,324,685.00	92,877.81
WY	70,000	VARIOUS	6/12/2014	2,188,844.54	1,239,602.00	949,242.54
EL	23,000	4/1/2013	6/16/2014	1,755,219.98	1,461,817.90	293,402.08
CCL	45,000	VARIOUS	6/16/2014	1,731,138.70	1,584,536.00	146,602.70
TOTAL				10,988,228.17	8,126,905.90	2,861,322.27

Period Ended August 31, 2014

PUBLIC EQUITY

US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis
US STOCKS					
COCA-COLA COMPANY (THE) CMN (KO)	82,000 00	41 7200	3,421,040 00	27 9553	2,292,335 80
COLGATE-PALMOLIVE CO CMN (CL)	40,000 00	64 7300	2,589,200 00	37 7504	1,510,017 00
CSX CORPORATION CMN (CSX)	45,000 00	30 9100	1,390,950 00	28 3133	1,274,098 50
			7,200 00		
GENERAL ELECTRIC CO CMN (GE)	130,000 00	25 9800	3,377,400 00	18 2841	2,376,930 00
J M SMUCKER CO CMN (SJM)	100 00	102 6000	10,260 00		751.50
			64 00		
MCCORMICK & CO NON VTG SHRS CMN (MKC)	25,000 00	69 6900	1,742,250 00	39 9331	998,327 50
NORDSTROM INC CMN (JWN)	28,000 00	69 2500	1,939,000 00	62 9760	1,763,329 20
			9,240 00		
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	37,000 00	83 1100	3,075,070 00	49 8042	1,842,756 04
THE FRESH MARKET, INC CMN (TFM)	10,000 00	33 3500	333,500 00	50 6191	506,191 00
TWITTER, INC CMN (TWTR)	250 00	49 7500	12,437 50	26 0000	6,500 00
UNITED PARCEL SERVICE, INC CLASS B COMMON STOCK (UPS)	28,000 00	97 3300	2,725,240 00	73 1764	2,048,937 80
			18,760 00		
VERIZON COMMUNICATIONS INC CMN (VZ)	55,000 00	49 8200	2,740,100 00	50 1185	2,756,517 50
TOTAL US STOCKS			23,356,447 50		17,376,691.84
			35,264 00		
NON-US EQUITY					
NON-US STOCKS					
GLAXOSMITHKLINE PLC SPONSORED ADR CMN (GSK)	30,000 00	49 1000	1,473,000 00	45 3750	1,361,250 00
			19,446 12		

*This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.

Not a Deposit, Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit).
Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

Portfolio No XXX-XX573-1

Period Ended August 31, 2014

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis
NON-US EQUITY					
NON-US STOCKS					
NESTLE SA SPONSORED ADR (REP 1/20 CHF TO REGD SHS) (NSRGY)	44,000 00	77 7970	3,423,068 00	68 3347	3,006,726 80
TOTAL NON-US STOCKS			4,896,068 00 19,446 12		4,367,976 80
TOTAL PUBLIC EQUITY			28,252,515.50 54,710.12		21,744,668.64

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

Portfolio No XXX-XX573-1

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