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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: THE ATLANTIC FOUNDATION

A Employer identification number: 22-6054882

Number and street (or P O box number if mail is not delivered to street address): 14 FAIRGROUNDS ROAD | Room/suite:

B Telephone number (see instructions): (609) 689-1040

City or town, state or province, country, and ZIP or foreign postal code: HAMILTON NJ 08619

Foreign country name | Foreign province/state/county | Foreign postal code

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)* ▶ $ 87,414,139

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))*

			(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)	109,734			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	328,163	328,163		
	4	Dividends and interest from securities	1,381,051	1,381,051		
	5a	Gross rents	51,760			
	b	Net rental income or (loss) 51,760				
	6a	Net gain or (loss) from sale of assets not on line 10	302,988			
	b	Gross sales price for all assets on line 6a 2,823,661				
	7	Capital gain net income (from Part IV, line 2)		302,988		
	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)	3,271,454	-84,960		
	12	**Total.** Add lines 1 through 11	5,445,150	1,927,242	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	16,280	8,140		8,140
	14	Other employee salaries and wages	799,595	319,838		479,757
	15	Pension plans, employee benefits	261,127	104,451		156,676
	16a	Legal fees (attach schedule)	54,239	22,071		32,168
	b	Accounting fees (attach schedule)	60,431	36,259		24,173
	c	Other professional fees (attach schedule)	37,251	29,099		8,152
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	42,083	42,083		
	19	Depreciation (attach schedule) and depletion	336,373	167,394		
	20	Occupancy	234,030	93,611		140,418
	21	Travel, conferences, and meetings	21,925	8,770		13,155
	22	Printing and publications				
	23	Other expenses (attach schedule)	133,671	67,734		65,935
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,997,005	899,450	0	928,574
	25	Contributions, gifts, grants paid	10,423,190			10,423,190
	26	**Total expenses and disbursements.** Add lines 24 and 25	12,420,195	899,450	0	11,351,764
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-6,975,045			
	b	**Net investment income** (if negative, enter -0-)		1,027,792		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing	2,149,892	2,252,948	2,252,948
2	Savings and temporary cash investments	16,299,976	7,629,926	7,629,926
3	Accounts receivable ▶ 778,691			
	Less allowance for doubtful accounts ▶	289,040	778,691	778,691
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			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	52,108,273	56,806,058	56,806,058
c	Investments—corporate bonds (attach schedule)	11,074,288	10,577,525	10,577,525
11	Investments—land, buildings, and equipment basis ▶ 6,537,738			
	Less accumulated depreciation (attach schedule) ▶ 3,566,755	4,252,138	2,970,983	2,970,983
12	Investments—mortgage loans			
13	Investments—other (attach schedule)		3,415,040	3,415,040
14	Land, buildings, and equipment basis ▶ 6,597,477			
	Less accumulated depreciation (attach schedule) ▶ 3,618,822	2,819,517	2,978,655	2,978,655
15	Other assets (describe ▶ See Attached Statement)	10,168	4,313	4,313
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	89,003,292	87,414,139	87,414,139
Liabilities 17	Accounts payable and accrued expenses	430,046	278,564	
18	Grants payable			
19	Deferred revenue	2,000,000	2,000,000	
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ See Attached Statement)	64,687	16,532	
23	**Total liabilities** (add lines 17 through 22)	2,494,733	2,295,096	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	88,005,404	85,119,043	
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 instructions)	88,005,404	85,119,043	
31	**Total liabilities and net assets/fund balances** (see instructions)	90,500,137	87,414,139	

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	88,005,404
2	Enter amount from Part I, line 27a	2	-6,975,045
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED APPRECIATION- INVESTMENTS	3	4,088,684
4	Add lines 1, 2, and 3	4	85,119,043
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	85,119,043

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	302,988
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	13,530

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))
2015	7,102,313	67,104,089	0 105840
2014	14,517,058	92,034,350	0 157735
2013	7,313,459	32,296,667	0 226446
2012	5,767,408	31,767,172	0 181552
2011	1,896,529	34,718,385	0 054626

2	**Total** of line 1, column (d)	2	0 726199
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 145240
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	76,319,398
5	Multiply line 4 by line 3	5	11,084,629
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,278
7	Add lines 5 and 6	7	11,094,907
8	Enter qualifying distributions from Part XII, line 4	8	11,362,898

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	10,278	
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	10,278	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	10,278	
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c 10,000			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments Add lines 6a through 6d	7	10,000	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	278	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ — **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶

14 The books are in care of ▶ THE ATLANTIC FOUNDATION Telephone no ▶ (609) 689-1040
Located at ▶ 14 FAIRGROUNDS RD HAMILTON NJ ZIP+4 ▶ 08619

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

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X	
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶ Cayman Islands			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (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** X

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** 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? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement		16,280		

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Michael Unger 14 Fairgrounds Rd, Hamilton, NJ 08619	Chief Administrative 40 00	220,408	15,428	
Craig Ingwer 14 Fairgrounds Rd, Hamilton, NJ 08619	Chief Financial Offic 40 00	133,870	9,370	
Janet Appleton 14 Fairgrounds Rd, Hamilton, NJ 08619	Executive Secretary 40 00	76,434	5,350	
Carmella Arnold 14 Fairgrounds Rd, Hamilton, NJ 08619	Accountant 40 00	64,073	4,485	
Emma Canarick 14 Fairgrounds Rd, Hamilton, NJ 08619	Director of Capacity 40 00	108,189	7,573	
Total number of other employees paid over $50,000 ▶				

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Laura N Solomon, P C 121 Sibley Avenue, Ardmore, PA 19003	Legal	53,678
Matthews & Co 270 Madison Ave , 16th Floor, New York, NY 10016	Accounting and Consulting	62,731
Mercadien Technologies 3625 Quakerbridge Rd, Hamilton, NJ 08619	Computer Network	57,538
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Support of Grounds For Sculpture relating to the operations of a sculpture park open to the public Activities include public tours, membership and admissions programs, various sculpture related events, children's programs, artists' lectures and viewing of artwork	107,578
2 Support of The Seward Johnson Atelier, a nonprofit organization formed for the purpose of enhancing public awareness pertaining to the appreciation of sculpture through the production of several exhibitions throughout the world and the acquisition of sculpture to display and educate the general public in the arts	293,728
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	75,086,777
b	Average of monthly cash balances			1b	2,394,845
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	77,481,622
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	77,481,622
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)			4	1,162,224
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	76,319,398
6	**Minimum investment return.** Enter 5% of line 5			6	3,815,970

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	3,815,970
2a	Tax on investment income for 2016 from Part VI, line 5	2a	10,278		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,278
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,805,692
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,805,692
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,805,692

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	11,351,764
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	11,134
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	11,362,898
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	10,278
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	11,352,620

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 2015	(c) 2015	(d) 2016
1	Distributable amount for 2016 from Part XI, line 7				3,805,692
2	Undistributed income, if any, as of the end of 2016				
a	Enter amount for 2015 only			0	
b	Total for prior years 20___, 20___, 20___				
3	Excess distributions carryover, if any, to 2016				
a	From 2011 169,561				
b	From 2012 4,182,813				
c	From 2013 5,827,578				
d	From 2014 10,859,318				
e	From 2015 3,797,234				
f	**Total** of lines 3a through e	24,836,504			
4	Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 11,362,898				
a	Applied to 2015, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2016 distributable amount				3,805,692
e	Remaining amount distributed out of corpus	7,557,206			
5	Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	32,393,710			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	169,561			
9	**Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	32,224,149			
10	Analysis of line 9				
a	Excess from 2012 4,182,813				
b	Excess from 2013 5,827,578				
c	Excess from 2014 10,859,318				
d	Excess from 2015 3,797,234				
e	Excess from 2016 7,557,206				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HARMONY INSTITUTE 54 WEST 21ST STREET, STE 310 NEW YORK, NY 10010		PC	GENERAL OPERATING SUPPORT	2,300,000
EYEBEAM ATELIER 34 35TH STREET, 5TH FLOOR NEW YORK, NY 10032		PC	GENERAL OPERATING SUPPORT	550,440
THE SEWARD JOHNSIN ATELIER 14 FAIRGROUNDS RD, SUITE A HAMILTON, NJ 08619		POF	GENERAL OPERATING SUPPORT	500,000
GROUNDS FOR SCULPTURE 80 SCULPTORS WAY HAMILTON, NJ 08619		PC	GENERAL OPERATING SUPPORT	1,080,000
BROOKLYN WALDORF SCHOOL 11 JEFFERSON AVENUE BROOKLYN, NY 11238		PC	GENERAL OPERATING SUPPORT	15,000
SCREENWRITERS COLONY 29 GREENE STRRET NEW YORK, NY 10013		PC	GENERAL OPERATING SUPPORT	77,000
REPRESENT US EDUCATION FUND PO BOX 60008 FLORENCE, MA 01062		PC	GENERAL OPERATING SUPPORT	67,500
THE NANTUCKET DREAMLAND FOUNDATION PO BOX 989 NANTUCKET, MA 02554		PC	GENERAL OPERATING SUPPORT	42,500
AMIGOS OF COSTA RICA 2101 L STREET NW SUITE 800 WASHINGTON, DC 20037		PC	GENERAL OPERATING SUPPORT	72,000
COUNCIL OF NEW JERSEY GRANTMAKERS 11 WEST STATE STREET TRENTON, NJ 08608		PC	DUES AND GENERAL OPERATING SUPPORT	6,250
INTERNATIONAL SCULPTURE CENTER 14 FAIRGROUNDS ROAD HAMILTON, NJ 08619		PC	STUDENT ACHIEVEMENT PROGRAM AND GENERAL OPERATING SUPPORT	75,000
Total See Attached Statement			▶ 3a	10,423,190
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	328,163	
4 Dividends and interest from securities			14	1,381,051	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	51,760	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,760,974	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,760,974

(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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ [signature] 11/14/17 ▶ CFO

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

Schedule of Contributors

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

OMB No 1545-0047
2016

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

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ____________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Johnson 1998 Charitable Trust #1 PO Box 369 Hopewell NJ 08525 Foreign State or Province Foreign Country	$ 109,734	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

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

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

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

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

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

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

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

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

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

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e) and** the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ 0

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
SHAMBALA MEDITATION CENTER					
Street					
118 WEST 22ND STREET, 6TH FLOOR					
City		**State**	**Zip Code**	**Foreign Country**	
NEW YORK		NY	10011		
Relationship	**Foundation Status**				
	PC				
Purpose of grant/contribution					**Amount**
PROGRAM SUPPORT					10,000

Name					
KHARME CHOLING					
Street					
369 PATNEAUDE LANE					
City		**State**	**Zip Code**	**Foreign Country**	
BARNET		VT	05821		
Relationship	**Foundation Status**				
	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING SUPPORT					15,000

Name					
THE WILLOW SCHOOL					
Street					
1150 POTTERSVILLE ROAD					
City		**State**	**Zip Code**	**Foreign Country**	
GLADSTONE		NJ	07934		
Relationship	**Foundation Status**				
	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING SUPPORT					2,500

Name					
THE NATION INSTITUTE					
Street					
116 EAST 16TH STREET					
City		**State**	**Zip Code**	**Foreign Country**	
NEW YORK		NY	10003		
Relationship	**Foundation Status**				
	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING SUPPORT					10,000

Name					
ALMANAC ARTS COLONY					
Street					
25 ALMANAC POND ROAD					
City		**State**	**Zip Code**	**Foreign Country**	
NANTUCKET		MA	02554		
Relationship	**Foundation Status**				
	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING SUPPORT					50,000

Name					
THE SEWARD JOHNSON ATELIER					
Street					
14 FAIRGROUNDS ROAD					
City		**State**	**Zip Code**	**Foreign Country**	
HAMILTON		NJ	08619		
Relationship	**Foundation Status**				
	POF				
Purpose of grant/contribution					**Amount**
CAPITAL EXPENDITURE GRANT					5,550,000

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount	Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	210,566	Capital Gains/Losses	2,823,661	2,520,673	302,988
Short Term CG Distributions	13,530	Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	VANGUARD INTERMEDIATE-T		X			P	VARIOUS	9/26/2016	1,140,000	1,070,851					69,149
2	VANGUARD INTERMEDIATE T		X			P	VARIOUS	9/26/2016	410,000	390,312					19,688
3	VANGUARD TOTAL BOND FD		X			P	VARIOUS	3/21/2016	21,500	21,619					-119
4	VANGUARD TOTAL INTL BON		X			P	VARIOUS	1/21/2016	6,540	6,485					55
5	VANGUARD TOTAL INTL BON		X			P	VARIOUS	3/21/2016	17,500	16,994					506
6	VANGUARD INTERMEDIATE T		X			P	VARIOUS	3/21/2016	27,000	27,247					-247
7	VANGUARD INTERMEDIATE T		X			P	VARIOUS	6/21/2016	6,000	5,952					48
8	VANGUARD SHORT TERM BD		X			P	VARIOUS	3/21/2016	12,500	12,570					-70
9	MORGAN GROWTH FD		X			P	VARIOUS	6/21/2016	25,000	27,437					-2,437
10	VANGUARD WINDSOR II FD		X			P	VARIOUS	4/27/2016	6,484	7,349					-865
11	VANGUARD WINDSOR II FD		X			P	VARIOUS	6/21/2016	68,000	79,049					-11,049
12	VANGUARD WINDSOR II FD		X			P	VARIOUS	9/20/2016	21,000	23,788					-2,788
13	VANGUARD WINDSOR II FD		X			P	VARIOUS	12/19/2016	84,000	87,957					-3,957
14	VANGUARD STRATEGIC EQU		X			P	VARIOUS	6/21/2016	11,000	12,730					-1,730
15	VANGUARD STRATEGIC EQU		X			P	VARIOUS	9/20/2016	20,000	22,319					-2,319
16	VANGUARD STRATEGIC EQU		X			P	VARIOUS	12/19/2016	63,200	61,891					1,309
17	VANGUARD TOTAL STOCK MI		X			P	VARIOUS	3/21/2016	182,500	186,026					-3,526
18	VANGUARD TOTAL STOCK MI		X			P	VARIOUS	6/21/2016	89,000	88,589					411
19	VANGUARD TOTAL STOCK MI		X			P	VARIOUS	9/20/2016	100,000	96,817					3,183
20	VANGUARD TOTAL STOCK MI		X			P	VARIOUS	12/19/2016	152,800	139,552					13,248
21	VANGUARD REIT INDEX FD		X			P	VARIOUS	3/21/2016	69,000	68,999					1
22	VANGUARD REIT INDEX FD		X			P	VARIOUS	6/21/2016	26,000	24,787					1,213
23	VANGUARD REIT INDEX FD		X			P	VARIOUS	7/27/2016	6,522	5,868					654
24	VANGUARD REIT INDEX FD		X			P	VARIOUS	9/20/2016	9,000	8,550					450
25	VANGUARD INTL GROWTH F		X			P	VARIOUS	6/21/2016	25,000	25,503					-503
26	RECOVERY STOCKS		X						19						19
27	ZONE VENTURES		X							1,432					-1,432

Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		3,271,454	-84,960	0
1	Income From Subsidiary	-84,960	-84,960	
2	FMV EXCESS ON DONATED BUILDING	3,356,414	0	

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		54,239	22,071	0	32,168
1	Laura Solomon P C	53,678	21,471		32,207
2	Fox Rothschild	122	61		61
3	McCausland, Keen & Buckland	539	539		0
4	Pelletieri, Rabstein & Altman (refund)	-100			-100

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		60,431	36,259	0	24,173
1	Matthews & Co	60,431	36,259		24,173

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		37,251	29,099	0	8,152
1	Delaware Valley Payroll	1,754	702		1,052
2	Investment Fees	20,697	20,697		0
3	Matthews & Co	2,300	1,150		1,150
4	Mercadien	11,900	5,950		5,950
5	Infinisouce	600	600		0

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		42,083	42,083	0	0
1	Real estate tax not included in line 20	0			
2	Tax on investment income	42,083	42,083		

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

	Description	Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
							336,373	167,394	0
1	See Attached Schedule					2,356,268	336,373	167,394	

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		133,671	67,734	0	65,935
1	Auto Expense	7,604	3,802		3,802
2	Books, Dues & Subscriptions	5,995	2,998		2,997
3	Office Expense	8,066	4,033		4,033
4	Bank Fees	1,829	1,829		
5	Education & Seminars	29,500	14,750		14,750
6	Computer Network	69,806	34,903		34,903
7	Gifts	34	0		32
8	D & O Insurance	10,837	5,419		5,418

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

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			52,108,273	56,806,058	52,108,273	56,806,058
1	ZONE VENTURE FUND II		90,554	88,237	90,554	88,237
2	VANGUARD EMERGING MARKETS STK IDX		5,287,757	5,908,071	5,287,757	5,908,071
3	VANGUARD ENERGY FUND		6,338,505	8,172,984	6,338,505	8,172,984
4	VANGUARD EUROPEAN STOCK IDX		8,317,187	8,264,773	8,317,187	8,264,773
5	VANGUARD INST IDX		8,548,841	9,568,736	8,548,841	9,568,736
6	VANGUARD PACIFIC STOCK IDX		3,256,960	3,429,235	3,256,960	3,429,235
7	VANGUARD VALUE IDX		5,322,030	6,219,987	5,322,030	6,219,987
8	VANGUARD MORGAN GROWTH FD		1,507,331	1,532,567	1,507,331	1,532,567
9	VANGUARD MID CAP GROWTH FD		642,345	645,159	642,345	645,159
10	VANGUARD WINDSOR II FD		1,523,305	1,541,574	1,523,305	1,541,574
11	VANGUARD STRATEGIC EQUITY FD		644,439	662,199	644,439	662,199
12	VANGUARD TOTAL STOCK MARKET FD		4,406,768	4,405,837	4,406,768	4,405,837
13	VANGUARD REIT INDEX FD		991,104	961,976	991,104	961,976
14	VANGUARD TOTAL INTERNATIONAL STOCK		2,611,132	2,733,157	2,611,132	2,733,157
15	VANGUARD INTERNATIONAL GROWTH FD		1,338,955	1,333,405	1,338,955	1,333,405
16	VANGUARD INTERNATIONAL VALUE FD		1,281,060	1,338,161	1,281,060	1,338,161

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

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
				11,074,288	10,577,525	11,074,288	10,577,525
1	VANGUARD SHORT TERM BOND			1,140,069	1,159,555	1,140,069	1,159,555
2	VANGUARD INTERMED TERM BOND IDX			8,038,391	6,763,430	8,038,391	6,763,430
3	VANGUARD TOTAL BOND MARKET INDEX F			1,135,542	1,143,448	1,135,542	1,143,448
4	TOTAL INTERNATIONAL BOND FD			760,286	771,190	760,286	771,190
5	VANGUARD EMG MKT BOND- ETF				361,852		361,852
6	VANGUARD HIGH YEILD CORP BD				378,050		378,050

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

		Cost or Other Basis	Accumulated Depreciation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
		6,537,738	3,566,755	4,252,138	2,970,983	2,970,983
1	SEE ATTACHED SCHEDULE	6,537,738	3,566,755	4,252,138	2,970,983	2,970,983

Part II, Line 13 (990-PF) - Investments - Other

			0	3,415,040	3,415,040
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	LAAB Offshore Fund	FMV		3,415,040	3,415,040

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

		Cost or Other Basis	Accumulated Depreciation Beg of Year	Accumulated Depreciation End of Year	Book Value Beg of Year	Book Value End of Year	FMV End of Year
		6,597,477	3,777,960	3,618,822	2,819,517	2,978,655	2,978,655
	Asset Description						
1	SEE ATTACHED SCHEDULE	6,597,477	3,777,960	3,618,822	2,819,517	2,978,655	2,978,655

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

		10,168	4,313	4,313
	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	PREPAID EXPENSES	8,840	2,985	2,985
2	CANVASSES	1,328	1,328	1,328

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

	Description	Beginning Balance	Ending Balance
		64,687	16,532
1	PAYROLL LIABILITIES		499
2	OTHER CURRENT LIABILITIES	5,651	5,651
3	ACCRUED EXCISE TAX	59,036	10,382

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

	Amount
Long Term CG Distributions	210,566
Short Term CG Distributions	13,530

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						2,599,565	0	0	2,520,673	78,892	0	0	0	78,892
1	VANGUARD INTERMEDIATE-T		P	VARIOUS	9/26/2016	1,140,000			1,070,851	69,149	0	0	0	69,149
2	VANGUARD INTERMEDIATE T		P	VARIOUS	9/26/2016	410,000			390,312	19,688	0	0	0	19,688
3	VANGUARD TOTAL BOND FD		P	VARIOUS	3/21/2016	21,500			21,619	-119	0	0	0	-119
4	VANGUARD TOTAL INTL BONI		P	VARIOUS	1/21/2016	6,540			6,485	55	0	0	0	55
5	VANGUARD TOTAL INTL BONI		P	VARIOUS	3/21/2016	17,500			16,994	506	0	0	0	506
6	VANGUARD INTERMEDIATE T		P	VARIOUS	3/21/2016	27,000			27,247	-247	0	0	0	-247
7	VANGUARD INTERMEDIATE T		P	VARIOUS	6/21/2016	6,000			5,952	48	0	0	0	48
8	VANGUARD SHORT TERM BD		P	VARIOUS	3/21/2016	12,500			12,570	-70	0	0	0	-70
9	MORGAN GROWTH FD		P	VARIOUS	6/21/2016	25,000			27,437	-2,437	0	0	0	-2,437
10	VANGUARD WINDSOR II FD		P	VARIOUS	4/27/2016	6,484			7,349	-865	0	0	0	-865
11	VANGUARD WINDSOR II FD		P	VARIOUS	6/21/2016	68,000			79,049	-11,049	0	0	0	-11,049
12	VANGUARD WINDSOR II FD		P	VARIOUS	9/20/2016	21,000			23,788	-2,788	0	0	0	-2,788
13	VANGUARD WINDSOR II FD		P	VARIOUS	12/19/2016	84,000			87,957	-3,957	0	0	0	-3,957
14	VANGUARD STRATEGIC EQU		P	VARIOUS	6/21/2016	11,000			12,730	-1,730	0	0	0	-1,730
15	VANGUARD STRATEGIC EQU		P	VARIOUS	9/20/2016	20,000			22,319	-2,319	0	0	0	-2,319
16	VANGUARD STRATEGIC EQU		P	VARIOUS	12/19/2016	63,200			61,891	1,309	0	0	0	1,309
17	VANGUARD TOTAL STOCK MI		P	VARIOUS	3/21/2016	182,500			186,026	-3,526	0	0	0	-3,526
18	VANGUARD TOTAL STOCK MI		P	VARIOUS	6/21/2016	89,000			88,589	411	0	0	0	411
19	VANGUARD TOTAL STOCK MI		P	VARIOUS	9/20/2016	100,000			96,817	3,183	0	0	0	3,183
20	VANGUARD TOTAL STOCK MI		P	VARIOUS	12/19/2016	152,800			139,552	13,248	0	0	0	13,248
21	VANGUARD REIT INDEX FD		P	VARIOUS	3/21/2016	69,000			68,999	1	0	0	0	1
22	VANGUARD REIT INDEX FD		P	VARIOUS	6/21/2016	26,000			24,787	1,213	0	0	0	1,213
23	VANGUARD REIT INDEX FD		P	VARIOUS	7/27/2016	6,522			5,868	654	0	0	0	654
24	VANGUARD REIT INDEX FD		P	VARIOUS	9/20/2016	9,000			8,550	450	0	0	0	450
25	VANGUARD INTL GROWTH FI		P	VARIOUS	6/21/2016	25,000			25,503	-503	0	0	0	-503
26	RECOVERY STOCKS					19			0	19	0	0	0	19
27	ZONE VENTURES								1,432	-1,432	0	0	0	-1,432

Part VII-A, Line 16 (990-PF) - Authority over a Financial Account in a Foreign Country

	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes", enter the name of the foreign country
1	Cayman Islands

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										16,280	0	0
1	See Attached Statement									16,280		

ATLANTIC FOUNDATION
INVESTMENT v CHARITABLE EXPENSES
2016

Part I Line #			Percent Income	Percent Exempt	Dollars Income	Dollars Exempt	Sculpture Park %	Sculpture Park $	Seward Johnson At %	Seward Johnson At $	Other %	Other $	total	difference
13	Compensation of Officers	16,280	50 0%	50 0%	8,140	8,140	25 0%	2,035	50 0%	4,070	25 0%	2,035	8,140	-
14	Other Salaries	799,595	40 0%	60 0%	319,838	479,757	5 0%	23,988	40 0%	191,903	55 0%	263,866	479,757	-
15	Employee Benefits	261,127	40 0%	60 0%	104,451	156,676	5 0%	7,834	40 0%	62,670	55 0%	86,172	156,676	-
16a	Legal	54,239			22,071	32,168		8,042		6,434		17,692	32,168	-
16b	Accounting	60,431	60 0%	40 0%	36,259	24,173	0 0%		0 0%		100 0%	24,173	24,173	-
16c	Other Professional	37,251			29,099	8,152		0		0		8,152	8,152	-
17	Interest						70 0%	0	10 0%	0	20 0%	0	0	-
18	Taxes	42,083	100 0%	0 0%	42,083	-							0	-
19	Depreciation	336,373			167,394						100 0%	0	0	-
20	Occupancy	234,030			93,611	140,418		56,167		21,063		63,188	140,418	-
21	Travel	21,925	40 0%	60 0%	8,770	13,155	0 0%		0 0%		100 0%	13,155	13,155	-
22	Publications				-	-								-
23	Other	133,669			67,734	65,935		11,547		7,589		46,799	65,935	-
24	TOTAL	1,997,004	45 0%	46 5%	899,450	928,574	11 6%	107,578	#DIV/0!	293,728	56 6%	525,233	928,574	-
	Reimbursed Expenses													
	Grants	10,423,190												
	Bad Debts													
		12,420,194												

ATLANTIC FOUNDATION
INVESTMENT v CHARITABLE EXPENSES
2016

Part I		Percent		Dollars		Sculpture Park		Seward Johnson At		Other		total	difference
Line #		Income	Exempt	Income	Exempt	%	$	%	$	%	$		
Legal Expense													
Laura Solomon	53,678	40 0%	60 0%	21,471	32,207	25 0%	8,052	20 0%	6,441	55 0%	17,714	32,207	-
Fox Rothschild	122	50 0%	50 0%	61	61	25 0%	15	20 0%	12	55 0%	34	61	
McCausland, Keen & Buckland	539	100 0%	0 0%	539	-	25 0%	0	20 0%	0	55 0%	0	0	
Pelletieri, Rabstein & Altman	(100)	0 0%	100 0%	-	(100)	25 0%	(25)	20 0%	(20)	55 0%	(55)	(100)	
Total Legal	54,239	40 7%	59 3%	22,071	32,168		8,042		6,434		17,692	32,168	-
Occupancy Expenses													
Insurance	25,870	40%	60%	10,348	15,522	40 0%	6,209	15 0%	2,328	45 0%	6,985	15,522	-
Utilities	76,183	40%	60%	30,473	45,710	40 0%	18,284	15 0%	6,857	45 0%	20,570	45,710	-
R&M	105,249	40%	60%	42,099	63,149	40 0%	25,260	15 0%	9,472	45 0%	28,417	63,149	-
Telephone	26,728	40%	60%	10,691	16,037	40 0%	6,415	15 0%	2,406	45 0%	7,217	16,037	-
				-	-		0		0	100 0%	0	0	-
	234,030			93,611	140,418		56,167		21,063		63,188	140,418	-

The allocation of occupancy expenses is based on the use by the employees location and amount of time spent on the various charitable activities For purposes of allocating salaries and applying the percentage to the charitable portion of each of the expenses, only the other employee salaries were used, excluding officers This would provide a fairer basis for the allocation

ATLANTIC FOUNDATION
INVESTMENT v CHARITABLE EXPENSES
2016

Part I						Sculpture Park		Seward Johnson At		Other		total	difference
Line #		Percent		Dollars		%	$	%	$	%	$		
		Income	Exempt	Income	Exempt								
Other Expenses													
Bank Fees	1,829	100%	0%	1,829	-	0 0%	0	0 0%	0	100 0%	0	0	-
Computer Network	69,806	50%	50%	34,903	34,903	20 0%	6,981	20 0%	6,981	60 0%	20,942	34,903	-
Office Expense	8,066	50%	50%	4,033	4,033	40 0%	1,613	15 0%	605	45 0%	1,815	4,033	-
Books, Dues & Subscriptions	5,995	50%	50%	2,998	2,997	0 0%	0	0 0%	0	100 0%	2,997	2,997	-
Gifts	32	0%	100%	-	32	10 0%	3	10 0%	3	80 0%	26	32	-
D & O Insurance	10,837	50%	50%	5,419	5,418	0 0%	0	0 0%	0	100 0%	5,418	5,418	-
Auto Expense	7,604	50%	50%	3,802	3,802	0 0%	0	0 0%	0	100 0%	3,802	3,802	-
Education & Seminars	29,500	50%	50%	14,750	14,750	20 0%	2,950	0 0%	0	80 0%	11,800	14,750	
				-	-							0	-
Total	133,669			67,734	65,935		11,547		7,589		46,799	65,935	-
Other Professional Fees													
Investment Fees	20,697	100%	0%	20,697	-	0 0%	0	0 0%	0	100 0%	0	0	-
Matthews & Co	2,300	50%	50%	1,150	1,150	0 0%	0	0 0%	0	100 0%	1,150	1,150	
Mercadien	11,900	50%	50%	5,950	5,950	0 0%	0	0 0%	0	100 0%	5,950	5,950	
Infinisource	600	100%	0%	600	-	0 0%	0	0 0%	0	100 0%	0	0	
Delaware Valley Payroll	1,754	40%	60%	702	1,052	0 0%	0	0 0%	0	100 0%	1,052	1,052	-
													-
	37,251			29,099	8,152		0		-		8,152	8,152	-

FORM 990-PF 2016
THE ATLANTIC FOUNDATION- INVESTMENT
EIN 22-6054882

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

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Depreciat Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Building -14 Fairgrounds Road									
ENGINEERING/CONSULTING	6/30/1994	6,797	2,804	SL	40	170	2,974	3,823	3,823
LANDSCAPING/IRRIGATION	6/30/1994	12,273	6,750	SL	30	409	7,159	5,114	5,114
LANDSCAPING/IRRIGATION	6/30/1995	26,472	14,570	SL	30	883	15,442	11,019	11,019
ENGINEERING/CONSULTING	6/30/1995	132,291	54,581	SL	40	3,308	57,879	74,402	74,402
Recy Wall	6/30/1995	13,269	7,304	SL	40	443	7,743	5,522	5,522
Lanning engineering	6/30/1996	568	232	SL	40	14	246	322	322
ARCHITECT, PERMITS, DRAWINGS/PLANS	6/30/1996	56,317	23,232	SL	40	1,408	24,640	31,677	31,677
PERMITS	6/30/1997	2,851	1,183	SL	40	72	1,250	1,596	1,596
CONSTRUCTION	6/30/1997	328,401	135,465	SL	40	8,210	143,675	184,726	184,726
DRAWINGS	6/30/1997	2,756	1,138	SL	40	69	1,207	1,549	1,549
PRE-CONSTRUCTION SERVICES - EA REEVES	6/30/1997	7,246	2,987	SL	40	181	3,168	4,078	4,078
CONSTRUCTION	6/30/1998	2,043,569	842,969	SL	40	51,089	894,058	1,149,511	1,149,511
ARCHITECT	6/30/1998	51,329	21,170	SL	40	1,283	22,453	28,876	28,876
painting of AF offices	6/30/1998	796	442	SL	30	27	469	327	327
landscaping/improvements	6/30/1999	67,971	56,079	SL	20	3,399	59,474	8,493	8,493
CONSTRUCTION	6/30/1999	1,838,962	758,571	SL	40	45,974	804,545	1,034,417	1,034,417
landscaping/improvements	6/30/2000	16,573	12,846	SL	20	829	13,675	2,898	2,898
Pavillion	6/30/2000	440,576	341,449	SL	20	22,029	363,478	77,098	77,098
CONSTRUCTION	6/30/2000	366,057	145,483	SL	39	9,386	154,869	211,188	211,188
HVAC	12/28/2012	95,000	11,875	SL	20	4,750	16,625	78,375	78,375
Heat Pump	3/14/2013	2,725	1,363	SL	5	545	1,908	818	818
Surge Suppressors	5/10/2013	1,812	906	SL	5	362	1,269	544	544
HVAC	7/31/2013	2,700	338	SL	20	135	473	2,228	2,228
HVAC	9/30/2013	2,938	367	SL	20	147	514	2,423	2,423
Parking Lot Island	12/13/2013	3,657	457	SL	20	183	640	3,017	3,017
Fire Alarm	9/30/2014	1,890	567	SL	5	378	945	945	945
HVAC	10/17/2014	1,988	596	SL	5	398	994	994	994
Heat Pump	10/31/2014	2,938	881	SL	5	588	1,469	1,469	1,469
HVAC	12/31/2014	625	188	SL	5	125	313	313	313
Snow Melt System	1/1/2015	6,935	3,468	SL	1	3,468	6,935	-	-
ISC Office Renovation	1/1/2015	24,284	607	SL	20	1,214	1,821	22,463	22,463
Carport Gates	9/23/2015	12,663	1,266	SL	5	2,533	3,799	8,864	8,864
Boiler	3/29/2016	7,113	-	SL	5	711	711	6,401	6,401
Heater	12/13/2016	2,800		SL	5	280	280	2,520	2,520
		5,585,140	**2,452,133**			**164,995**	**2,617,088**	**2,968,008**	**2,968,008**
Furniture & Fixtures									
receptionists desk	12/29/1998	1,251	1,251	SL	7	-	1,251	-	-

FORM 990-PF 2016
THE ATLANTIC FOUNDATION- INVESTMENT
EIN 22-6054882

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

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Depreciat Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
wood blinds	3/31/1999	4,070	4,070	SL	7	-	4,070	-	-
multi-trainer equipment	3/31/1999	1,751	1,751	SL	7	-	1,751	-	-
reception desk	3/31/1999	7,259	7,259	SL	7	-	7,259	-	-
copier	4/15/1999	4,044	4,044	SL	7	-	4,044	-	-
4 Olive Urns and 4 Sconces	4/21/1999	3,801	3,801	SL	7	-	3,801	-	-
file cabinets	4/30/1999	925	925	SL	7	-	925	-	-
Oriental rug and pillows	6/5/1999	3,957	3,957	SL	7	-	3,957	-	-
misc. office furnishings	6/30/1999	2,585	2,585	SL	7	-	2,585	-	-
reupholster chairs/couches	6/30/1999	2,554	2,554	SL	7	-	2,554	-	-
cell phones	8/3/1999	428	428	SL	7	-	428	-	-
3 defibrillators	10/14/1999	4,801	4,801	SL	7	-	4,801	-	-
lighting	3/17/2000	1,377	1,377	SL	7	-	1,377	-	-
furniture - Atlantic Foundation lobby	3/28/2000	7,380	7,380	SL	7	-	7,380	-	-
chandelier - studio	4/19/2000	823	823	SL	7	-	823	-	-
Articulated Desk circa 1820-30	5/31/2000	9,000	9,000	SL	7	-	9,000	-	-
feeder for copier	6/30/2000	538	538	SL	7	-	538	-	-
sofa and chairs	7/5/2000	1,050	1,050	SL	7	-	1,050	-	-
Piano - JSJ Studio	7/6/2000	2,500	2,500	SL	7	-	2,500	-	-
security cameras	7/10/2000	698	698	SL	7	-	698	-	-
gym equipment - weights	8/14/2000	553	553	SL	7	-	553	-	-
file cabinets	9/8/2000	310	310	SL	7	-	310	-	-
Oriental Rugs	12/7/2000	15,000	15,000	SL	7	-	15,000	-	-
lobby furnishings	12/18/2000	4,666	4,666	SL	7	-	4,666	-	-
Attic Shelving	1/26/2001	395	395	SL	7		395	-	-
AF reception furniture	4/10/2001	223	223	SL	7		223	-	-
bathroom rugs	5/1/2001	3,400	3,400	SL	7		3,400	-	-
Aquarium	5/18/2001	24,584	24,584	SL	7		24,584	-	-
AF reception area	6/30/2001	2,404	2,404	SL	7		2,404	-	-
32" TV for conference room	10/11/2001	402	402	SL	7		402	-	-
AF Bathrooms	11/14/2001	4,901	4,901	SL	7		4,901	-	-
Canon Copier	12/20/2001	4,750	4,751	SL	7	-	4,751	(1)	(1)
fitness equipment	3/7/2002	959	959	SL	7	-	959	-	-
Office Furniture	11/25/2002	1,649	1,649	SL	7	-	1,649	-	-
Table	8/30/2006	5,000	5,003	SL	7		5,003	(3)	(3)
File Cabinets	5/29/2007	520	520	SL	7		520	0	0
File Cabinets	7/27/2007	600	600	SL	7		600	(0)	(0)
Canmera & Printer	10/15/2007	1,335	1,335	SL	7		1,335	(0)	(0)
File Cabinets	10/15/2007	435	435	SL	7		435	0	0
Fax Machine	12/18/2007	495	495	SL	7		495	-	-
Phone System	12/8/2011	6,910	4,837	SL	5	1,382	6,219	691	691
File Cabinets	12/31/2015	810	135	SL	3	270	405	405	405

FORM 990-PF 2016
THE ATLANTIC FOUNDATION- INVESTMENT
EIN 22-6054882

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

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Depreciat Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
		141,093	138,347			1,652	139,992	1,094	1,094
Lexus	4/1/2004	19,501	19,501	SL	5		19,501	-	-
Software & Hardware									
Microsoft Exchange	1/3/2002	320	320	SL	3		320	-	-
Carmie's PC	1/27/2002	830	830	SL	3		830	-	-
3com switch	4/15/2002	354	354	SL	3		354	-	-
Norton Antivirus - Corporate	5/21/2002	604	604	SL	3		604	-	-
Lois & Janet's PC's	7/24/2002	1,630	1,630	SL	3		1,630	-	-
LRH PC	7/25/2002	809	809	SL	3		809	-	-
ARC Serve Backup software	9/6/2002	278	278	SL	3		278	-	-
Cisco Router- Wireless System	10/15/2002	4,374	4,374	SL	3		4,374	-	-
Flat Screen Monitor-HR	10/23/2002	175	175	SL	3		175	-	-
HP Printer	11/25/2002	424	424	SL	3	-	424	-	-
PC for HR from NJBS	3/19/2003	375	375	SL	3	-	375	-	-
Quickbooks 2003	4/29/2003	360	360	SL	3	-	360	-	-
Dell Server and related software	7/15/2003	2,875	2,875	SL	3	-	2,875	-	-
Toshiba Notebook PC	4/9/2004	1,262	1,262	SL	3	-	1,262	-	-
Network equipment	5/10/2004	581	581	SL	3	-	581	-	-
Dell Inspiron	5/27/2004	1,380	1,380	SL	3	-	1,380	-	-
Brightstor backup	5/28/2004	944	944	SL	3	-	944	-	-
Norton Antivirus	6/1/2004	251	251	SL	3	-	251	-	-
Fujitsu Notebook	12/22/2004	1,132	1,132	SL	3	-	1,132	-	-
HP PC File room	1/21/2005	390	390	SL	3		390	-	-
Dell Notebook	5/4/2005	1,008	1,008	SL	3		1,008	-	-
Backup Drive	3/15/2006	1,274	1,274	SL	3	-	1,274	0	0
Dell Laptop	5/16/2006	887	887	SL	3	-	887	(0)	(0)
PC for HR from NJBS	7/11/2007	215	214	SL	3	-	214	2	2
HP Color Printers	9/14/2007	391	390	SL	3	-	390	1	1
Printer	9/27/2007	537	537	SL	3	-	537	(1)	(1)
Server	1/28/2008	647	648	SL	3	-	648	(1)	(1)
External Hard Drive	3/11/2008	98	96	SL	3	-	96	2	2
Dell Service Contract	5/6/2008	660	660	SL	1	-	660	(0)	(0)
Anti Virus Contract	5/19/2008	318	318	SL	1	-	318	(0)	(0)
Memory Upgrade	8/11/2008	61	60	SL	3	-	60	1	1
Windows Server- Terminal Services	8/31/2008	407	408	SL	3	-	408	(1)	(1)
Wireless Adapter	8/31/2008	80	78	SL	3	-	78	2	2
Compaq Computer	9/4/2009	783	783	SL	3		783	-	-

FORM 990-PF 2016
THE ATLANTIC FOUNDATION- INVESTMENT
EIN 22-6054882

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

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Depreciat Method	Years or %	Depreciation Expense	Accumulated Depreciation	Book Value	FMV
Server Rack	12/31/2009	3,748	3,750	SL	3		3,750	(2)	(2)
Server Rack & Workstation Upgrades	2/28/2010	14,671	14,671	SL	3		14,671	(0)	(0)
Network Upgrade	3/31/2010	8,515	8,515	SL	3		8,515	-	-
Firewall Package, Dell Optiplex	4/30/2010	3,097	3,097	SL	3		3,097	(0)	(0)
SSL Certificate and Battery	5/19/2010	583	583	SL	3		583	-	-
ATF	7/20/2010	3,002	3,002	SL	3		3,002	-	-
Cisco	7/28/2010	3,636	3,636	SL	3		3,636	0	0
Engineering	7/31/2010	1,313	1,313	SL	3		1,313	-	-
Engineering	8/31/2010	553	553	SL	3		553	-	-
ProSupport	10/6/2010	1,111	1,111	SL	3		1,111	-	-
Dell Optiplex	10/31/2010	375	375	SL	3		375	-	-
Quickbooks Pro 2011	12/31/2010	300	300	SL	3		300	-	-
Laptop	1/31/2011	512	512	SL	3		512	(0)	(0)
Cisco	2/17/2011	11,375	11,375	SL	3		11,375	-	-
Sonic Wall	2/28/2011	1,893	1,893	SL	3		1,893	-	-
Intuit QB	8/25/2011	650	650	SL	3		650	-	-
Adobe Suite	8/25/2011	368	368	SL	3		368	-	-
Phone System	10/31/2011	5,176	5,176	SL	3		5,176	-	-
Fiber Network	12/1/2011	78,744	78,744	SL	3		78,744	-	-
Sonic Wall 2400	2/2/2012	1,133	1,133	SL	3		1,133	-	-
Dell Computers (2)	5/31/2012	1,363	1,363	SL	3		1,363	-	-
OSP Fiber	10/9/2012	2,337	2,337	SL	3		2,337	-	-
LCD/LED TV	10/19/2012	900	900	SL	3		900	-	-
Cable Lines	10/1/2013	377	188	SL	5	75	264	113	113
Computer	4/11/2014	806	403	SL	3	269	672	134	134
Computer	5/13/2014	501	251	SL	3	167	418	84	84
Quickbooks Support	12/31/2014	1,537	1,537	SL	1		1,537	-	-
Computer	8/26/2016	1,224		SL	3	204	204	1,020	1,020
		176,508	**174,440**			**715**	**175,155**	**1,353**	**1,353**
Johnson Atelier Equipment									
Equipment	1/1/2005	615,496	614,986	SL	Various	33	615,019	477	477
		615,496	**614,986**			**33**	**615,019**	**477**	**477**
Totals		**6,537,738**	**3,399,407**			**167,395**	**3,566,755**	**2,970,933**	**2,970,933**

FORM 990-PF 2016
THE ATLANTIC FOUNDATION- EXEMPT
EIN 22-6054882

990, Line 14 Part II - Land Buildings and Equipment

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Deprec. Method	Years or %		Depreciation Expense	Accumulated Depreciation	Retired Assets	Book Value	FMV
Building -14 Fairgrounds Road											
ENGINEERING/CONSULTING	6/30/1994	6,796	2,804	SL	40	340	170	2,974		3,822	3,822
LANDSCAPING/IRRIGATION	6/30/1994	12,274	6,750	SL	30	818	409	7,159		5,115	5,115
LANDSCAPING/IRRIGATION	6/30/1995	26,472	14,571	SL	30	1,766	883	15,442		11,018	11,018
ENGINEERING/CONSULTING	6/30/1995	132,291	54,582	SL	40	6,616	3,308	57,880		74,401	74,401
Recy Wall	6/30/1995	13,270	7,310	SL	40	886	443	7,743		5,517	5,517
Lanning engineering	6/30/1996	568	232	SL	40	28	14	246		322	322
ARCHITECT, PERMITS, DRAWINGS/PLANS	6/30/1996	56,317	23,232	SL	40	2,816	1,408	24,640		31,677	31,677
PERMITS	6/30/1997	2,851	1,185	SL	40	144	72	1,252		1,594	1,594
CONSTRUCTION	6/30/1997	328,401	135,465	SL	40	16,420	8,210	143,675		184,726	184,726
DRAWINGS	6/30/1997	2,757	1,138	SL	40	138	69	1,207		1,550	1,550
PRE-CONSTRUCTION SERVICES - EA REEVES	6/30/1997	7,246	2,987	SL	40	362	181	3,168		4,078	4,078
CONSTRUCTION	6/30/1998	2,043,569	842,970	SL	40	102,178	51,089	894,059		1,149,510	1,149,510
ARCHITECT	6/30/1998	51,330	21,171	SL	40	2,566	1,283	22,454		28,876	28,876
painting of AF offices	6/30/1998	796	443	SL	30	54	27	470		326	326
landscaping/improvements	6/30/1999	67,971	56,081	SL	20	6,798	3,399	59,476		8,491	8,491
CONSTRUCTION	6/30/1999	1,838,962	758,571	SL	40	91,948	45,974	804,545		1,034,417	1,034,417
landscaping/improvements	6/30/2000	16,573	12,848	SL	20	1,658	829	13,677		2,896	2,896
Pavillion	6/30/2000	440,576	341,449	SL	20	44,058	22,029	363,478		77,098	77,098
CONSTRUCTION	6/30/2000	366,057	145,484	SL	39	18,772	9,386	154,870		211,187	211,187
HVAC	12/28/2012	95,000	11,875	SL	20	9,500	4,750	16,625		78,375	78,375
Heat Pump	3/14/2013	2,725	1,363	SL	5	1,090	545	1,908		818	818
Surge Suppressors	5/10/2013	1,812	906	SL	5	725	362	1,269		544	544
HVAC	7/31/2013	2,700	338	SL	20	270	135	473		2,228	2,228
HVAC	9/30/2013	2,938	367	SL	20	294	147	514		2,423	2,423
Parking Lot Island	12/13/2013	3,657	457	SL	20	366	183	640		3,017	3,017
Fire Alarm	9/30/2014	1,890	567	SL	5	756	378	945		945	945
HVAC	10/17/2014	1,988	596	SL	5	795	398	994		994	994
Heat Pump	10/31/2014	2,938	881	SL	5	1,175	588	1,469		1,469	1,469
HVAC	12/31/2014	625	188	SL	5	250	125	313		313	313
Snow Melt System	1/1/2015	6,935	3,468	SL	1	6,935	3,468	6,935		-	-
ISC Office Renovation	1/1/2015	24,284	607	SL	20	2,428	1,214	1,821		22,463	22,463
Carport Gates	9/23/2015	12,663	1,266	SL	5	5,065	2,533	3,799		8,864	8,864
Boiler	3/29/2016	7,113	-	SL	5		711	711		6,401	6,401
Heater	12/13/2016	2,800	-	SL	5		280	280		2,520	2,520
		5,585,143	2,452,151				164,995	2,617,093	-	2,967,993	2,967,993
Furniture & Fixtures											
retired assets											
receptionists desk	12/29/1998	1,245	1,245	SL	7		-	1,245		-	-
wood blinds	3/31/1999	4,069	4,067	SL	7		-	4,067		2	2
multi-trainer equipment	3/31/1999	1,750	1,750	SL	7		-	1,750		-	-
reception desk	3/31/1999	7,258	7,258	SL	7		-	7,258		-	-
copier	4/15/1999	4,043	4,042	SL	7		-	4,042		1	1
4 Olive Urns and 4 Sconces	4/21/1999	3,800	3,800	SL	7		-	3,800		-	-
file cabinets	4/30/1999	925	924	SL	7		-	924		1	1
Oriental rug and pillows	6/5/1999	3,957	3,957	SL	7		-	3,957		-	-
misc office furnishings	6/30/1999	2,585	2,585	SL	7		-	2,585		-	-
reupholster chairs/couches	6/30/1999	2,554	2,554	SL	7		-	2,554		-	-

FORM 990-PF 2016
THE ATLANTIC FOUNDATION- EXEMPT
EIN 22-6054882

990, Line 14 Part II - Land Buildings and Equipment

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Deprec. Method	Years or %		Depreciation Expense	Accumulated Depreciation	Retired Assets	Book Value	FMV
cell phones	8/3/1999	428	428	SL	7		-	428		-	-
3 defibrillators	10/14/1999	4,801	4,801	SL	7		-	4,801		-	-
lighting	3/17/2000	1,377	1,377	SL	7		-	1,377		-	-
furniture - Atlantic Foundation lobby	3/28/2000	7,380	7,380	SL	7		-	7,380		-	-
chandelier - studio	4/19/2000	823	823	SL	7		-	823		-	-
Articulated Desk circa 1820-30	5/31/2000	9,000	9,000	SL	7		-	9,000		-	-
feeder for copier	6/30/2000	538	538	SL	7		-	538		-	-
sofa and chairs	7/5/2000	1,050	1,050	SL	7		-	1,050		-	-
Piano - JSJ Studio	7/6/2000	2,500	2,500	SL	7		-	2,500		-	-
security cameras	7/10/2000	698	698	SL	7		-	698		-	-
gym equipment - weights	8/14/2000	553	553	SL	7		-	553		-	-
file cabinets	9/8/2000	310	310	SL	7		-	310		-	-
Oriental Rugs	12/7/2000	15,000	15,000	SL	7		-	15,000		-	-
lobby furnishings	12/18/2000	4,666	4,666	SL	7		-	4,666		-	-
Attic Shelving	1/26/2001	395	395	SL	7			395		-	-
AF reception furniture	4/10/2001	223	223	SL	7			223		-	-
bathroom rugs	5/1/2001	3,400	3,400	SL	7			3,400		-	-
Aquarium	5/18/2001	24,584	24,584	SL	7			24,584		-	-
AF reception area	6/30/2001	2,404	2,404	SL	7			2,404		-	-
32" TV for conference room	10/11/2001	402	402	SL	7			402		-	-
AF Bathrooms	11/14/2001	4,901	4,901	SL	7			4,901		-	-
Canon Copier	12/20/2001	4,750	4,750	SL	7			4,750		-	-
fitness equipment	3/7/2002	959	959	SL	7		-	959		-	-
Office Furniture	11/25/2002	1,652	1,652	SL	7		-	1,652		-	-
Table	8/30/2006	5,000	4,997	SL	7			4,997		3	3
File Cabinets	5/29/2007	520	520	SL	7		-	520		0	0
File Cabinets	7/27/2007	600	600	SL	7		-	600		(0)	(0)
Canmera & Printer	10/15/2007	1,335	1,335	SL	7		-	1,335		(0)	(0)
File Cabinets	10/15/2007	435	435	SL	7		-	435		0	0
Fax Machine	12/18/2007	495	495	SL	7		-	495		-	-
Phone System	12/8/2011	6,910	4,837	SL	5		1,382	6,219		691	691
File Cabinets	12/31/2015	810	135	SL	3		270	405		405	405
		141,085	**138,329**				**1,652**	**139,981**	-	**1,104**	**1,104**
Furniture and Fixtures Pacific NJ		**15,684**	**15,686**	**SL**	**7**		-	**15,686**		**(2)**	**(2)**
Furniture and Fixtures Pacific NY											
Pacific NY Office Furniture	7/1/2008	24,345	24,345	SL	7			24,345		0	0
Pacific Furniture NY	7/1/2009	3,444	3,198	SL	7		246	3,444		-	-
Pacific Furniture NY	7/1/2011	1,063	957	SL	5		106	1,064		(1)	(1)
Pacific Furniture NY	7/1/2011	1,046	941	SL	5		105	1,046		-	-
Pacific Furniture NY	7/1/2012	1,585	1,110	SL	5		317	1,427		158	158
Pacific Furniture NY	7/1/2012	1,186	593	SL	7		169	762		424	424
Pacific Furniture NY	7/1/2013	1,561	780	SL	5		312	1,093		468	468
		34,230	**31,925**				**1,254**	**33,180**	-	**1,050**	**1,050**
Pacific NJ Office Improvements	7/1/2008	**9,060**	**2,123**	SL	**28**		**329**	**2,452**		**6,608**	**6,608**

FORM 990-PF 2016
THE ATLANTIC FOUNDATION- EXEMPT
EIN 22-6054882

990, Line 14 Part II - Land Buildings and Equipment

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Deprec. Method	Years or %	Depreciation Expense	Accumulated Depreciation	Retired Assets	Book Value	FMV
Lexus	4/1/2004	19,501	19,501	SL	5		19,501		-	-
Software & Hardware										
Microsoft Exchange	1/3/2002	319	319	SL	3		319		-	-
Carmie's PC	1/27/2002	829	830	SL	3	-	830		(1)	(1)
3com switch	4/15/2002	353	354	SL	3	-	354		(1)	(1)
Norton Antivirus - Corporate	5/21/2002	603	604	SL	3	-	604		(1)	(1)
Lois & Janet's PC's	7/24/2002	1,629	1,630	SL	3	-	1,630		(1)	(1)
LRH PC	7/25/2002	809	809	SL	3		809		-	-
ARC Serve Backup software	9/6/2002	278	277	SL	3	-	277		1	1
Cisco Router- Wireless System	10/15/2002	4,374	4,373	SL	3	-	4,373		1	1
Flat Screen Monitor-HR	10/23/2002	175	174	SL	3	-	174		1	1
HP Printer	11/25/2002	424	424	SL	3	-	424		-	-
PC for HR from NJBS	3/19/2003	375	375	SL	3	-	375		-	-
Quickbooks 2003	4/29/2003	360	360	SL	3	-	360		-	-
Dell Server and related software	7/15/2003	2,875	2,875	SL	3	-	2,875		-	-
Toshiba Notebook PC	4/9/2004	1,262	1,262	SL	3	-	1,262		-	-
Network equipment	5/10/2004	581	581	SL	3	-	581		-	-
Dell Inspiron	5/27/2004	1,380	1,380	SL	3	-	1,380		-	-
Brightstor backup	5/28/2004	944	944	SL	3	-	944		-	-
Norton Antivirus	6/1/2004	251	251	SL	3	-	251		-	-
Fujitsu Notebook	12/22/2004	1,132	1,132	SL	3	-	1,132		-	-
HP PC File room	1/21/2005	390	390	SL	3		390		-	-
Dell Notebook	5/4/2005	1,008	1,008	SL	3		1,008		-	-
Dell PC - CB	11/25/2005	774	774	SL	3		774		-	-
Backup Drive	3/15/2006	1,274	1,274	SL	3	-	1,274		0	0
Dell Laptop	5/16/2006	887	887	SL	3	-	887		(0)	(0)
PC for HR from NJBS	7/11/2007	215	216	SL	3	-	216		(1)	(1)
HP Color Printers	9/14/2007	391	390	SL	3	-	390		1	1
Printer	9/27/2007	537	537	SL	3	-	537		(1)	(1)
Server	1/28/2008	647	648	SL	3	-	648		(1)	(1)
External Hard Drive	3/11/2008	98	96	SL	3	-	96		2	2
Dell Service Contract	5/6/2008	660	660	SL	1	-	660		-	-
Anti Virus Contract	5/19/2008	318	318	SL	1	-	318		(0)	(0)
Memory Upgrade	8/11/2008	61	60	SL	3	-	60		1	1
Windows Server- Terminal Services	8/31/2008	407	408	SL	3	-	408		(1)	(1)
Wireless Adapter	8/31/2008	80	81	SL	3	-	81		(1)	(1)
Compaq Computer	9/4/2009	783	786	SL	3	-	786		(3)	(3)
Server Rack	12/31/2009	3,748	3,750	SL	3	-	3,750		(2)	(2)
Server Rack & Workstation Upgrades	2/28/2010	14,671	14,671	SL	3		14,671		(0)	(0)
Network Upgrade	3/31/2010	8,515	8,515	SL	3		8,515		-	-
Firewall Package, Dell Optiplex	4/30/2010	3,097	3,097	SL	3		3,097		(0)	(0)
SSL Certificate and Battery	5/19/2010	583	583	SL	3		583		-	-
ATF	7/20/2010	3,002	3,002	SL	3		3,002		-	-
Cisco	7/28/2010	3,636	3,636	SL	3		3,636		0	0

FORM 990-PF 2016
THE ATLANTIC FOUNDATION- EXEMPT
EIN 22-6054882

990, Line 14 Part II - Land Buildings and Equipment

Description of Property	Date Acquired	Cost or Other Basis	Prior years' Depreciation	Deprec. Method	Years or %		Depreciation Expense	Accumulated Depreciation	Retired Assets	Book Value	FMV
Engineering	7/31/2010	1,313	1,313	SL	3			1,313		-	-
Engineering	8/31/2010	553	553	SL	3			553		-	-
ProSupport	10/6/2010	1,111	1,111	SL	3			1,111		-	-
Dell Optiplex	10/31/2010	375	375	SL	3			375		-	-
Quickbooks Pro 2011	12/31/2010	300	300	SL	3			300		-	-
Laptop	1/31/2011	512	512	SL	3			512		(0)	(0)
Cisco	2/17/2011	11,375	11,375	SL	3			11,375		-	-
Sonic Wall	2/28/2011	1,893	1,893	SL	3			1,893		-	-
Intuit QB	8/25/2011	650	650	SL	3			650		-	-
Adobe Suite	8/25/2011	368	368	SL	3			368		-	-
Phone System	10/31/2011	5,176	5,176	SL	3			5,176		-	-
Fiber Network	12/1/2011	78,744	78,744	SL	3			78,744		-	-
Sonic Wall 2400	2/2/2012	1,133	1,133	SL	3			1,133		-	-
Dell Computers (2)	5/31/2012	1,363	1,363	SL	3			1,363		-	-
OSP Fiber	10/9/2012	2,337	2,337	SL	3			2,337		-	-
LCD/LED TV	10/19/2012	900	900	SL	3			900		-	-
Cable Lines	10/1/2013	377	188	SL	5		75	264		113	113
Computer	4/11/2014	806	403	SL	3		269	672		134	134
Computer	5/13/2014	501	251	SL	3		167	418		84	84
Quickbooks Support	12/31/2014	1,537	1,537	SL	1			1,537		-	-
Computer	8/26/2016	1,224		SL	3		204	204		1,020	1,020
		177,277	**175,218**				**715**	**175,910**	-	**1,344**	**1,344**
Johnson Atelier Equipment											
Equipment	1/1/2005	615,496	614,986	SL	Various		33	615,019		477	477
		615,496	**614,986**				**33**	**615,019**	-	**477**	**477**
		6,597,477	**3,449,919**				**168,978**	**3,618,822**	-	**2,978,575**	**2,978,575**