

Return of Private Foundation

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

OMB No 1545-0052

2015

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2015 or tax year beginning **SEP 1, 2015**, and ending **AUG 31, 2016**

Name of foundation
THE DAVID R. AND PATRICIA D. ATKINSON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
100 OVERLOOK CENTER, 2ND FLOOR

City or town, state or province, country, and ZIP or foreign postal code
PRINCETON, NJ 08540

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 54,170,705.** (Part I, column (d) must be on cash basis)

J Accounting method Cash Accrual
 Other (specify)

A Employer identification number
22-3753685

B Telephone number
(609) 375-2076

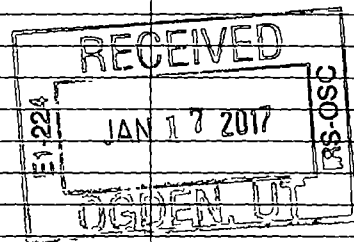
C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	13,641,000.		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	73.	73.		STATEMENT 1
4	Dividends and interest from securities	1,280,073.	1,280,073.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,196,890.			
b	Gross sales price for all assets on line 6a	19,744,855.			
7	Capital gain net income (from Part IV, line 2)		6,196,890.		
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	21,118,036.	7,477,036.		
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	1,855.	1,855.		0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 4	21,254.	15,310.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	4,441.	4,441.		0.
24	Total operating and administrative expenses Add lines 13 through 23	57,550.	39,106.		0.
25	Contributions, gifts, grants paid	1,684,500.			1,684,500.
26	Total expenses and disbursements Add lines 24 and 25	1,742,050.	39,106.		1,684,500.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	19,375,986.			
b	Net investment income (if negative, enter -0-)		7,437,930.		
c	Adjusted net income (if negative, enter -0-)			N/A	



Operating and Administrative Expenses JAN 26 2017

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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	3,598,354.	7,653,409.	7,653,409.
	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	28,193,790.	36,786,217.	46,517,296.
	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 I)	31,792,144.	44,439,626.	54,170,705.	
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 and complete lines 24 through 26 and lines 30 and 31 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input checked="" type="checkbox"/>			
	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	28,222,606.	40,870,088.		
30 Total net assets or fund balances	31,792,144.	44,439,626.		
31 Total liabilities and net assets/fund balances	31,792,144.	44,439,626.		

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	31,792,144.
2 Enter amount from Part I, line 27a	2	19,375,986.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	51,168,130.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	6,728,504.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	44,439,626.

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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 19,744,855.		13,547,965.	6,196,890.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
a			6,196,890.	
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 6,196,890.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{ }		3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	1,741,556.	37,004,748.	.047063
2013	1,624,642.	34,380,372.	.047255
2012	1,398,373.	29,957,292.	.046679
2011	1,174,980.	25,747,662.	.045634
2010	1,094,249.	24,046,201.	.045506

2 Total of line 1, column (d)	2 .232137
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 .046427
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4 40,935,402.
5 Multiply line 4 by line 3	5 1,900,508.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 74,379.
7 Add lines 5 and 6	7 1,974,887.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.	8 1,684,500.

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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 type="checkbox"/> and enter 1% of Part I, line 27b	1	148,759.
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	148,759.
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	148,759.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	22,000.
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	22,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	33.
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	126,792.
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 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14 The books are in care of ► <u>DAVID R. ATKINSON</u> Telephone no. ► <u>609-375-2076</u> Located at ► <u>100 OVERLOOK CENTER, 2ND FL, PRINCETON, NJ</u> ZIP+4 ► <u>08540</u>		
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		<input type="checkbox"/>
	15	N/A
16 At any time during calendar year 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X
	16	

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)? Organizations relying on a current notice regarding disaster assistance check here		N/A
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <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 2015 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 2015) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2015?		X
	4a	
	4b	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 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)? Yes No
Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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? Yes No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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 100 OVERLOOK CENTER, 2ND FL. PRINCETON, NJ 08540	TRUSTEE 1.00	0.	0.	0.
PATRICIA D. ATKINSON 100 OVERLOOK CENTER, 2ND FL. PRINCETON, NJ 08540	TRUSTEE 1.00	0.	0.	0.
STEVEN R. ATKINSON 100 OVERLOOK CENTER, 2ND FL. PRINCETON, NJ 08540	TRUSTEE 3.00	20,000.	0.	0.
PAUL D. ATKINSON 100 OVERLOOK CENTER, 2ND FL. PRINCETON, NJ 08540	TRUSTEE 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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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Total. Add lines 1 through 3 ▶ 0.

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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	38,725,465.
b	Average of monthly cash balances	1b	2,833,319.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	41,558,784.
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	41,558,784.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	623,382.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,935,402.
6	Minimum investment return Enter 5% of line 5	6	2,046,770.

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	2,046,770.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	148,759.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	148,759.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,898,011.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,898,011.
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	1,898,011.

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	1,684,500.
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	1,684,500.
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	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,684,500.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,898,011.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			1,397,522.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 1,684,500.				
a Applied to 2014, but not more than line 2a			1,397,522.	
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 2015 distributable amount				286,978.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d) the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2014 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				1,611,033.
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)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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22-3753685 Page 10

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

SEE STATEMENT 8

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

- 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:

THE DAVID R. AND PATRICIA D. ATKINSON
 FOUNDATION

Form 990-PF (2015)

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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
<i>a</i> Paid during the year				
SEE SCHEDULE ATTACHED	NONE	501(C)(3)	GENERAL	1,684,500.
Total			▶ 3a	1,684,500.
<i>b</i> Approved for future payment				
NONE				
Total			▶ 3b	0.

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

2015

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 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. Do not 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 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) (2015)

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	\$ 2,700,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	DAVID R. ATKINSON 2111 NORTH CRESCENT BLVD. YARDLEY, PA 19067	\$ 9,576,900.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	PATRICIA D. ATKINSON 2111 NORTH CRESCENT BLVD. YARDLEY, PA 19067	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	PATRICIA D. ATKINSON 2111 NORTH CRESCENT BLVD. YARDLEY, PA 19067	\$ 1,064,100.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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
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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
2	90,000 SHARES MCCORMICK & CO	\$ 9,576,900.	07/11/16
4	10,000 SHARES MCCORMICK & CO	\$ 1,064,100.	07/11/16
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization THE DAVID R. AND PATRICIA D. ATKINSON FOUNDATION	Employer identification number 22-3753685
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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 info 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

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

THE DAVID R. AND PATRICIA D. ATKINSON FOUNDATION

GOLDMAN SACHS

CAPITAL GAINS (LOSS) 09/01/15 - 8/31/16

Security	Shares	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain or Loss
UTX	20,000	10/16/2014	9/4/2015	1,812,488.63	2,106,722.00	(294,233.37)
VZ	25,000	8/7/2013	9/25/2015	1,103,242.17	1,252,962.50	(149,720.33)
GWW	6,300	11/6/2014	10/23/2015	1,320,899.20	1,598,374.26	(277,475.06)
XOM	20,000	9/8/2015	4/4/2016	1,673,399.49	1,463,726.00	209,673.49
CSX	45,000	12/23/2013	4/15/2016	1,183,474.15	1,274,098.50	(90,624.35)
HCP	25,000	10/6/2014	6/22/2016	846,161.52	1,001,234.68	(155,073.16)
MKC	100,000	5/6/2010	7/12/2016	10,498,291.02	3,932,910.00	6,565,381.02
SYI	25,000	10/20/2014	8/19/2016	1,306,898.98	917,937.50	388,961.48
TOTAL				19,744,855.16	13,547,965.44	
FYE CAPITAL GAIN (LOSS):						<u>6,196,889.72</u>

2016 Amount	Proper Name	Street	City	State	Zip
2,000	ALPHA House	701 Fifth Avenue North	St. Petersburg	FL	33701
15,000	Anchor House	482 Centre Street	Trenton	NJ	08611
7,000	APAW	P O Box 162	Princeton Jct	NJ	08550
35,000	Bard Prison Initiative	P O Box 5000	Annandale-on-Huds NY	NY	12504-5000
8,000	Boys and Girls Club of Mercer County	212 Centre Street	Trenton	NJ	08611
25,000	Bucks County Children's Museum	500 Union Square Drive	New Hope	PA	18938
8,000	Canine Partners for Life	P O Box 170	Cochranville	PA	19330-0170
2,000	Cape May City Volunteer Fire Dept	P O Box 375	Cape May	NJ	08204
275,000	CARE	114 Forrest Avenue - Room 106	Narbeth	PA	19072
15,000	The Center for Discovery	P O Box 840	Harris	NY	12742
30,000	College Possible	540 Fairview Ave North - Suite 304	St. Paul	MIN	55104
50,000	Cornell University - AFAS	130 E Seneca Street - Suite 400	Ithaca	NY	14850
250,000	Cornell University - ACSF PhD Program	200 Rice Hall	Ithaca	NY	14853
150,000	Doctors Without Borders	333 Seventh Avenue - Floor 2	New York	NY	10001-5004
6,000	Dogs for the Deaf	10175 Wheeler Road	Central Point	OR	97502
25,000	The Wild Foundation	717 Poplar Ave	Boulder	CO	80304
15,000	Elixir Fund	P O Box 326	Princeton Jct.	NJ	08550
175,000	Environmental Defense Fund	257 Park Avenue South	New York	NY	10010
5,000	Free Library Foundation of Philadelphia (George S Pepper Society)	1901 Vire Street -- Suite 111	Philadelphia	PA	19103-1189
30,000	Free Library Foundation of Philadelphia (LEAP After School)	1902 Vine Street -- Suite 111	Philadelphia	PA	19103-1190
6,000	Fresh Air Fund	633 Third Avenue	New York	NY	10017
20,000	Friends of Princeton Open Space	P O Box 374	Princeton	NJ	08542
12,000	Habitat for Humanity	601 N Clinton Avenue	Trenton	NJ	08638-3446
15,000	Heifer Project International	1 World Avenue	Little Rock	AR	72202
6,000	Homefront	1880 Princeton Avenue	Lawrenceville	NJ	08648
75,000	Homefront	1880 Princeton Avenue	Lawrenceville	NJ	08648
12,000	Isles	10 Wood Street	Trenton	NJ	08618
7,000	Learning Ally Inc	20 Roszel Road	Princeton	NJ	08540
10,000	Lymphoma Resarch Foundation	115 Broadway - Suite 1301	New York	NY	10006
3,000	Madison Valley Hospital Foundation	P O Box 993	Emis	MT	59729
7,000	Make-A-Wish Foundation	5 Valley Square - Suite 210	Blue Bell	PA	19422
4,000	Marine Mammal Stranding Center	P O Box 773	Brigantine	NJ	08203
7,500	McCarter Theater	91 University Place	Princeton	NJ	08540
15,000	Meals on Wheels of Trenton/Ewing	320 Hollowbrook Drive	Ewing	NJ	08638-2008
40,000	Memorial Sloan Kettering Cancer Center	633 Third Avenue - 28th Floor	New York	NY	10017
5,000	Wildlife Center Friends	P O Box 161	Titusville	NJ	08560
8,000	Mid Atlantic Center for the Arts (MAC)	P O Box 340	Cape May	NJ	08204-0340
30,000	The Nature Conservancy	15 E Ridge Pike - Suite 100	Conshohocken	PA	19428
6,000	New Egypt United Methodist Church Trustees' Fund	38 North Main Street	New Egypt	NJ	08533

2016 Amount	Proper Name	Street	City	State	Zip
6,000	New Hope Arts	2 Stockton Avenue	New Hope	PA	18938
10,000	The Free Library of New Hope and Solebury	93 West Ferry Street	New Hope	PA	18938-1332
60,000	New Hope Solebury School District	180 West Bridge Street	New Hope	PA	18938
2,000	New Jersey Audubon Society	9 Hardscrabble Road	Bernardsville	NJ	07924
30,000	The New York Times Neediest	4 Chase Metrotech Center - 7th Floor	Brooklyn	NY	11245
20,000	Princeton HealthCare System Foundation	3626 U S Route One	Princeton	NJ	08540
4,000	Project Freedom at Hamilton	223 Hutcheson Road	Robbinsville	NJ	08691
12,000	Rocky Mountain Institute	2317 Snowmass Creek Road	Snowmass	CO	81654-9199
10,000	Sciencenter Discovery Museum	601 First Street	Ithaca	NY	14850
10,000	The Seeing Eye	P O Box 375	Morristown	NJ	07963-0375
25,000	St Mary Medical Center Foundation	One Summit Square - Suite 300	Langhorne	PA	19047
18,000	STRIVE	240 East 123rd Street - 3rd Floor	New York	NY	10035-2038
10,000	Visitation Home	P O Box 11242	Hamilton	NJ	08620
35,000	WHYY TV 12	150 North Sixth Street	Philadelphia	PA	19106
10,000	World Wildlife Fund	1250 24th Street N W	Washington	DC	20037-1193
4,000	Yardley-Makefield EMS	1140 Edgewood Road	Yardley	PA	19067
2,000	Yardley-Makefield Fire	P O Box 221	Yardley	PA	19067-8221

1,684,500

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	73.	73.	
TOTAL TO PART I, LINE 3	73.	73.	

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	1,280,073.	0.	1,280,073.	1,280,073.	
TO PART I, LINE 4	1,280,073.	0.	1,280,073.	1,280,073.	

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	1,855.	1,855.		0.
TO FORM 990-PF, PG 1, LN 16B	1,855.	1,855.		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	5,944.	0.		0.
WITHHELD FOREIGN TAXES	15,310.	15,310.		0.
TO FORM 990-PF, PG 1, LN 18	21,254.	15,310.		0.



ATKINSON FOUNDATION Holdings

Period Ended August 31, 2016

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis
US EQUITY					
US STOCKS					
8POINT3 ENERGY PARTNERS LP CMN (CAFD)	70,000 00	15 5600	1,089,200 00	14 0735	985,145 00
ABBOTT LABORATORIES CMN (ABT)	60,000 00	42 0200	2,521,200 00	42 3853	2,543,118 00
AT&T INC CMN (T)	25,000 00	40 8800	1,022,000 00	41 4701	1,036,752 50
BECTON DICKINSON & CO CMN (BDX)	16,000 00	177 2100	2,835,360 00	156 1251	2,498,001 70
COCA-COLA COMPANY (THE) CMN (KO)	82,000 00	43 4300	3,561,260 00	27 9553	2,292,335 80
COLGATE-PALMOLIVE CO CMN (CL)	40,000 00	74 3400	2,973,600 00	37 7504	1,510,017 00
EXXON MOBIL CORPORATION CMN (XOM)	15,000 00	87 1400	1,307,100 00	73 1863	1,097,794 50
			11,250 00		
GENERAL ELECTRIC CO CMN (GE)	65,000 00	31 2400	2,030,600 00	19 6821	1,279,333 50
J M SMUCKER CO CMN (SJM)	100 00	141 7900	14,179 00		751.55
			75 00		
KINDER MORGAN INC CMN CLASS P (KMI)	35,000 00	21 8500	764,750 00	29 6518	1,037,813 00
MCCORMICK & CO NON VTG SHRS CMN (MKC)	25,000 00	101 9600	2,549,000 00	39 9331	998,327 50
NEXTERA ENERGY PARTNERS, LP CMN (NEP)	30,000 00	29 1300	873,900 00	25 8547	775,641 00
NEXTERA ENERGY, INC CMN (NEE)	25,000 00	120 9400	3,023,500 00	107 1456	2,678,640 00
			21,750 00		
NRG YIELD, INC CMN CLASS C (NYLD)	35,000 00	16 8400	589,400 00	19 1707	670,974 50
			3,400 00		
PATTERN ENERGY GROUP INC CMN (PEGI)	50,000 00	23 8000	1,190,000 00	22 3768	1,118,838 00

¹⁵This 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 ir Not a Deposit. Not FDIC insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account), Term Deposits and Certificates of Deposit) Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificates of Deposit and Term Deposits offered by Goldman Sachs Bank USA, Member FDIC

Portfolio No XXX-XX573-1



Statement Detail
ATKINSON FOUNDATION
 Holdings (Continued)

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis
US EQUITY					
US STOCKS					
PAYCHEX, INC. CMN (PAYX)	25,000.00	60.6700	1,516,750.00	46.9428	1,173,570.00
PNC FINANCIAL SERVICES GROUP CMN (PNC)	25,000.00	90.1000	2,252,500.00	83.1300	2,078,250.00
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	15,000.00	87.3100	1,309,650.00	25.5087	382,630.44
SYSCO CORPORATION CMN (SYI)	50,000.00	51.8600	2,593,000.00	38.0711	1,903,552.50
TWITTER, INC. CMN (TWTR)	250.00	19.2100	4,802.50	26.0000	6,500.00
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK (UPS)	28,000.00	109.2200	3,058,160.00	73.1764	2,048,937.80
VERIZON COMMUNICATIONS INC. CMN (VZ)	30,000.00	52.3300	1,569,900.00	50.1185	1,503,555.00
TOTAL US STOCKS			38,649,811.50		29,619,727.74
			41,475.00		
US REAL ESTATE SECURITIES (PUBLIC)					
WELLTOWER, INC. CMN (HCN)	16,000.00	76.7500	1,228,000.00	62.7763	1,004,420.68
TOTAL US EQUITY			39,877,811.50		30,624,148.42
			41,475.00		
NON-US EQUITY					
NON-US STOCKS					
MEDTRONIC PUBLIC LIMITED COMPA. CMN (MDT)	36,000.00	87.0300	3,133,080.00	87.6275	3,154,590.00
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (NSRGY)	44,000.00	79.6910	3,506,404.00	68.3347	3,006,726.80
TOTAL NON-US STOCKS			6,639,484.00		6,161,316.80
TOTAL PUBLIC EQUITY			46,517,295.50		36,786,216.77
			41,475.00		

⁵ 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.

