

Form Department of the Treasury Internal Revenue Service

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation  
 Note The organization may be able to use a copy of this return to satisfy state reporting requirements

2002

For calendar year 2002, or tax year beginning , 2002, and ending

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label Otherwise, print or type See Specific Instructions

Name of organization: **DR ROBERT C. ATKINS FOUNDATION INC**

Number and street (or P O box number if mail is not delivered to street address): **150 EAST 55TH STREET**

City or town, state, and ZIP code: **NEW YORK, NY 10022**

Room/suite: \_\_\_\_\_

A Employer identification number: **13-4089952**

B Telephone number (see page 10 of the instructions): **(631) 738-7370**

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) **930,119.**

J Accounting method  Cash  Accrual  Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

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) (see page 10 of the instructions))		(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 (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
2	Distributions from split-interest trusts				
3	Interest on savings and temporary cash investments	9,722	9,722		STMT 1
4	Dividends and interest from securities				
5a	Gross rents				
b	(Net rental income or (loss))				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
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)				
12	Total, Add lines 1 through 11	9,722.	9,722.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) <b>STMT 2</b>	2,854.	NONE	NONE	2,854
b	Accounting fees (attach schedule) <b>STMT 3</b>	1,300.	NONE	NONE	NONE
c	Other professional fees (attach schedule) <b>STMT 4</b>	46,177.			49,477
17	Interest				
18	Taxes (attach schedule) (see page 13 of the instructions)	400.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) <b>STMT 6</b>	255.	5.		
24	Total operating and administrative expenses. Add lines 13 through 23	50,986.	5.	NONE	52,331.
25	Contributions, gifts, grants paid	401,594.			401,594
26	Total expenses and disbursements. Add lines 24 and 25	452,580.	5.	NONE	453,925.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-442,858			
b	Net investment income (if negative, enter -0-)		9,717.		
c	Adjusted net income (if negative, enter -0-)				

SCANNED AUG 26 2003  
Operating and Administrative Expenses

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AUG 18 2003  
STMT 1  
OGDEN, UT

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,363,677.	930,119.	930,119.
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	6	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the 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	9,300.	NONE	NONE
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see page 16 of the instructions. Also, see page 1, item I)	1,372,977	930,119	930,119	
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 (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Organizations 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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,372,977	930,119.	
30	Total net assets or fund balances (see page 16 of the instructions)	1,372,977	930,119.		
31	Total liabilities and net assets/fund balances (see page 16 of the instructions)	1,372,977	930,119		

**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	1,372,977.
2	Enter amount from Part I, line 27a	2	-442,858.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	930,119
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	930,119.

**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						
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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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				
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		
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 pages 12 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	}			3		

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 17 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2001	401,251	1,557,878.	0.25756253057
2000	208,129	950,498.	0.21896837237
1999	NONE	82,092	NONE
1998			
1997			

2 Total of line 1, column (d)	2	0.47653090294
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	0.15884363431
4 Enter the net value of noncharitable-use assets for 2002 from Part X, line 5	4	1,086,781
5 Multiply line 4 by line 3	5	172,628
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	97.
7 Add lines 5 and 6	7	172,725.
8 Enter qualifying distributions from Part XII, line 4	8	453,925

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 on page 17

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 17 of the instructions)

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 97. Row 2: Domestic organizations... 97. Row 3: All other domestic organizations... NONE. Row 4: Tax under section 511... 97. Row 5: Add lines 1 and 2... NONE. Row 6: Subtitle A (income) tax... 97. Row 7: Tax based on investment income... 97. Row 8: Credits/Payments... 137. Row 9: Total credits and payments... 40. Row 10: Enter any penalty... 40. Row 11: Tax due... 40. Row 12: Overpayment... 40. Row 13: Enter the amount of line 10 to be credited...

Part VII-A Statements Regarding Activities

Table with 13 rows and 3 columns (Yes, No, and a third column for details). Row 1: During the tax year, did the organization attempt to influence any national, state, or local legislation... X. Row 2: Did it spend more than \$100 during the year... X. Row 3: Did the organization file Form 1120-POL for this year? X. Row 4: Enter the amount of tax on political expenditures... Row 5: Enter the reimbursement... Row 6: Has the organization engaged in any activities that have not previously been reported to the IRS? X. Row 7: Has the organization made any changes, not previously reported to the IRS... X. Row 8: Did the organization have unrelated business gross income of \$1,000 or more during the year? X. Row 9: Was there a liquidation, termination, dissolution, or substantial contraction during the year? X. Row 10: Are the requirements of section 508(e) satisfied either... X. Row 11: Did the organization have at least \$5,000 in assets at any time during the year? X. Row 12: Enter the states to which the foundation reports or with which it is registered... NEW YORK. Row 13: Is the organization claiming status as a private operating foundation... X. Row 14: Did any persons become substantial contributors during the tax year? X. Row 15: Did the organization comply with the public inspection requirements... X. Row 16: The books are in care of... JOEL SHIFF. Row 17: Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here... X.

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

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

		Yes	No
<b>1 a</b>	During the year did the organization (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 organization 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>b</b>	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
<b>c</b>	Did the organization 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 2002?	1c	X
<b>2</b>	Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
<b>a</b>	At the end of tax year 2002, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2002? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years: _____		
<b>b</b>	Are there any years listed in 2a for which the organization 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 page 19 of the instructions)	2b	X
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here: _____		
<b>3 a</b>	Did the organization 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>b</b>	If "Yes," did it have excess business holdings in 2002 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2002.)	3b	N/A
<b>4 a</b>	Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</b>	Did the organization 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 2002?	4b	X
<b>5 a</b>	During the year did the organization pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	5b	N/A
<b>c</b>	If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A		
<b>6 a</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If you answered "Yes" to 6b, also file Form 8870	6b	X

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 page 20 of the instructions).

Table with 5 columns: (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. Row 1 contains 'SEE STATEMENT 10' and '-0-' in columns c, d, and e.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 20 of the instructions) If none, enter "NONE."

Table with 5 columns: (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. Row 1 contains 'NONE' in column a.

Total number of other employees paid over \$50,000 . . . . . NONE

3 Five highest-paid independent contractors for professional services - (see page 20 of the instructions). If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE' in column a.

Total number of others receiving over \$50,000 for professional services . . . . . NONE

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities and Expenses. Row 1 contains 'NONE' in the description column.

**Part IX-B Summary of Program-Related Investments** (see page 21 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments See page 21 of the instructions		
3	NONE	
<b>Total.</b> Add lines 1 through 3		

**Part X Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 21 of the 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	
b	Average of monthly cash balances	1b	1,103,331
c	Fair market value of all other assets (see page 22 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,103,331
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	NONE
3	Subtract line 2 from line 1d	3	1,103,331
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 22 of the instructions)	4	16,550
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,086,781
6	Minimum investment return Enter 5% of line 5	6	54,339

**Part XI Distributable Amount** (see page 23 of the 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	54,339
2a	Tax on investment income for 2002 from Part VI, line 5	2a	97
b	Income tax for 2002 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	97
3	Distributable amount before adjustments Subtract line 2c from line 1	3	54,242
4a	Recoveries of amounts treated as qualifying distributions	4a	NONE
b	Income distributions from section 4947(a)(2) trusts	4b	
c	Add lines 4a and 4b	4c	NONE
5	Add lines 3 and 4c	5	54,242
6	Deduction from distributable amount (see page 23 of the instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	54,242

**Part XII Qualifying Distributions** (see page 23 of the 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	453,925
b	Program-related investments - Total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	453,925
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	97
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	453,828

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 page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2001	(c) 2001	(d) 2002
1 Distributable amount for 2002 from Part XI, line 7 . . . . .				54,242
2 Undistributed income, if any, as of the end of 2001				
a Enter amount for 2001 only . . . . .			NONE	
b Total for prior years <u>2000</u> . . . . .		NONE		
3 Excess distributions carryover, if any, to 2002				
a From 1997 . . . . .	NONE			
b From 1998 . . . . .	NONE			
c From 1999 . . . . .	NONE			
d From 2000 . . . . .	160,392.			
e From 2001 . . . . .	324,083.			
f Total of lines 3a through e . . . . .	484,475.			
4 Qualifying distributions for 2002 from Part XII, line 4 ▶ \$ <u>453,925</u>				
a Applied to 2001, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see page 24 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 24 of the instructions)	NONE			
d Applied to 2002 distributable amount . . . . .				54,242
e Remaining amount distributed out of corpus . . . . .	399,683.			
5 Excess distributions carryover applied to 2002 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	884,158			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 24 of the instructions . . . . .		NONE		
e Undistributed income for 2001 Subtract line 4a from line 2a Taxable amount - see page 24 of the instructions . . . . .			NONE	
f Undistributed income for 2002 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2003 . . . . .				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 24 of the instructions) . . . . .	NONE			
8 Excess distributions carryover from 1997 not applied on line 5 or line 7 (see page 25 of the instructions) . . . . .	NONE			
9 Excess distributions carryover to 2003 Subtract lines 7 and 8 from line 6a . . . . .	884,158			
10 Analysis of line 9				
a Excess from 1998 . . . . .	NONE			
b Excess from 1999 . . . . .	NONE			
c Excess from 2000 . . . . .	160,392.			
d Excess from 2001 . . . . .	324,083.			
e Excess from 2002 . . . . .	399,683			



Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 2002, enter the date of the ruling . . . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	
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)(ii) . . . .					
(3) Largest amount of support from an exempt organization . . . .					
(4) Gross investment income . . . .					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 25 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

N/A

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

Check here  if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 25 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 8

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

NONE

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors **MUST BE A 501(C)(3) ORGANIZATION IN FIELDS OF HEALTH AND PHYSIOLOGY**

**Part XV** Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
<p><b>a</b> <i>Paid during the year</i></p> <p><b>SEE STATEMENT 9</b></p>				
<b>Total</b> . . . . .			▶ <b>3a</b>	<b>401,594</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue.

(See worksheet in line 13 instructions on page 26 to verify calculations )

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

Table with 2 columns: 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 26 of the instructions ).

NOT APPLICABLE

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

- 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... a Transfers from the reporting organization to a noncharitable exempt organization of (1) Cash (2) Other assets b Other Transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2 a Is the organization 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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Including accompanying schedules and statements, and to the best of my knowledge and belief (as preparer or fiduciary) is based on all information of which preparer has any knowledge

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME	9,722.	9,722.
TOTAL	9,722.	9,722.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
RUSKIN, MOSCOU, EVANS & FALTIS	2,854.			2,854.
TOTALS	2,854.	NONE	NONE	2,854.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DELOITTE & TOUCHE LLP	1,300.			
TOTALS	1,300.	NONE	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ABBY BLOCH-SERVICES	49,477.	49,477.
REVERSAL OF PRIOR YEAR EXPENSE	-3,300.	
TOTALS	46,177.	49,477.



FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
IRS TAXES	400.
TOTALS	----- 400. =====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NEW YORK STATE FILING FEES	250.	
OTHER MISC	5.	5.
TOTALS	255.	5.

FORM 990PF, PART II - LINE 9

DESCRIPTION

ABBAY BLOCH

NONE

NONE

TOTALS

NONE

NONE

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS  
=====

JOEL SHIFF  
ATKINS NUTRITIONALS, INC  
2002 ORVILLE DRIVE NORTH, SUITE A  
RONKONKOMA, NY 11779

PH: (631)-738-7370

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED

501(C)(3) ORGANIZATIONS

FOR MEDICAL RESEARCH

401,594

TOTAL CONTRIBUTIONS PAID

401,594

**DR. ROBERT C. ATKINS FOUNDATION, INC., 12/31/02  
EIN 13-4089952**

**ATTACHMENT TO FORM 990-PF  
PART XV, LINE 3(a)**

		Mailed to
Duke University Research Study Low Carbohydrate Diet Research	\$150,000	Dr Eric C Westman, MC, MHS Director, Smoky Research Lab (11-C) Duke & Durham VA Medical Centers 508 Fulton Street Durham, NC 27705
Elite Health & Wellness Research Study Effects of Increased Carbohydrate Research	\$8,500	Dr Stuart Trager Elite Health & Wellness One Graduate Plaza First Floor Suite Philadelphia, PA 19146
Albert Einstein College of Medicine Controlled Carbohydrate Assessment	\$142,500	CJ Segal-Isaacson EdD, RD Division of Health, Behavior and Nutrition Epidemiology and Social Medicine Albert Einstein College of Medicine Room 1308A Belfer Building 1300 Morris Park Avenue Bronx, NY 10461
University of Connecticut Eucaloric and Hypocaloric Ketogenic Diet	\$67,594	University of Connecticut Office for Sponsored Programs 438 Whitney Road Extn, Unit 1133 Storrs, CT 06269-1133
Albert Einstein College of Medicine Metabolic Impact Study	\$33,000	CJ Segal-Isaacson EdD, RD Division of Health, Behavior and Nutrition Epidemiology and Social Medicine Albert Einstein College of Medicine Room 1308A Belfer Building 1300 Morris Park Avenue Bronx, NY 10461

**DR. ROBERT C. ATKINS FOUNDATION, INC., 12/31/02  
EIN: 13-4089952**

**ATTACHMENT TO FORM 990-PF  
PART VIII**

**PART VIII, INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION  
MANAGERS, AND CONTRACTORS**

Robert C Atkins, M D	Chair	20 Sutton Place South New York, NY 10022
Veronica Atkins	Vice-Chair	20 Sutton Place South New York, NY 10022
Paul Wolff	President	77 Mile Common Easton, CT 06612
Scott W Kabak	Vice-President	25 Hofstra Drive Plainview, NY 11803
Joel Shiff	Treasurer	59 Merrall Drive Lawrence, NY 11559
Janette Payne	Secretary	27 Buttonwood Drive Dix Hills, NY 11746
Paul Puskas	Director	P O Box 901 West Chatham, MA 02669

**ALL OFFICERS LISTED IN THIS STATEMENT SERVE ON A "NEED TO" BASIS AND RECEIVE NO  
COMPENSATION, CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS, OR EXPENSE ACCOUNTS**