

Return of Private Foundation

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 01/01/03, ~~2002~~, and ending 10/09/2003
 G Check all that apply: Initial return Final return Amended return Address change Name change

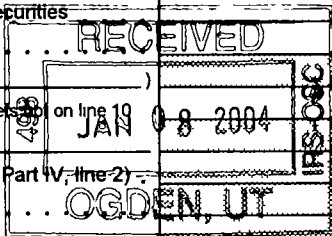
Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of organization DR. ROBERT C. ATKINS FOUNDATION INC.		A Employer identification number 13-4089952
	Number and street (or P.O. box number if mail is not delivered to street address) 150 EAST 55TH STREET	Room/suite	B Telephone number (see page 10 of the instructions) (631) 738-7370
	City or town, state, and ZIP code NEW YORK, NY 10022		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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) **NONE**

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

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 checked="" type="checkbox"/> if the foundation is not required to attach Sch B	1,725.			STMT 1
2	Distributions from split-interest trusts				
3	Interest on savings and temporary cash investments	2,832.	2,832.		STMT 2
4	Dividends and interest from securities				
5a	Gross rents				
b	(Net rental income or (loss))				
6a	Net gain or (loss) from sale of assets on line 9				
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	4,557.	2,832.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) STMT 3	34,799.	NONE	NONE	34,799.
b	Accounting fees (attach schedule) STMT 4	8,250.	NONE	NONE	NONE
c	Other professional fees (attach schedule) STMT 5	48,466.	NONE	NONE	48,466.
17	Interest				
18	Taxes (attach schedule) (see page 13 of the instructions) STMT 6	200.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 7	53,101.	1.		3,000.
24	Total operating and administrative expenses. Add lines 13 through 23	144,816.	1.	NONE	86,265.
25	Contributions, gifts, grants paid	789,860.			789,860.
26	Total expenses and disbursements. Add lines 24 and 25	934,676.	1.	NONE	876,125.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-930,119.			
b	Net investment income (if negative, enter -0-)		2,831.		
c	Adjusted net income (if negative, enter -0-)				



Operating and Administrative Expenses SCANNED JAN 1 2004

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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	930,119.	NONE	NONE
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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			
	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)	930,119.	NONE	NONE	
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"/>			
	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	930,119.	NONE	
30 Total net assets or fund balances (see page 16 of the instructions)	930,119.	NONE		
31 Total liabilities and net assets/fund balances (see page 16 of the instructions)	930,119.	NONE		

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	930,119.
2 Enter amount from Part I, line 27a	2	-930,119.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	NONE
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	NONE

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	453,828.	1,086,781.	0.41758919230
2000	401,251.	1,557,878.	0.25756253057
1999	208,129.	950,498.	0.21896837237
1998	NONE	82,092.	NONE
1997			
2 Total of line 1, column (d)			2 0.89412009524
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 0.22353002381
4 Enter the net value of noncharitable-use assets for 2002 from Part X, line 5			4 446,637.
5 Multiply line 4 by line 3			5 99,837.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 28.
7 Add lines 5 and 6			7 99,865.
8 Enter qualifying distributions from Part XII, line 4			8 876,125.

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. Rows include: 1. Exempt operating foundations... 2. Tax under section 511... 3. Add lines 1 and 2... 4. Subtitle A (income) tax... 5. Tax based on investment income... 6. Credits/Payments... 7. Total credits and payments... 8. Enter any penalty... 9. Tax due... 10. Overpayment... 11. Enter the amount of line 10 to be Credited to 2003 estimated tax.

Part VII-A Statements Regarding Activities

Table with 13 rows and 3 columns. Rows include: 1. During the tax year, did the organization attempt to influence any national, state, or local legislation... 2. Has the organization engaged in any activities that have not previously been reported to the IRS? 3. Has the organization made any changes, not previously reported to the IRS... 4. Did the organization have unrelated business gross income of \$1,000 or more during the year? 5. Was there a liquidation, termination, dissolution, or substantial contraction during the year? 6. Are the requirements of section 508(e) satisfied either... 7. Did the organization have at least \$5,000 in assets at any time during the year? 8. Enter the states to which the foundation reports or with which it is registered... 9. Is the organization claiming status as a private operating foundation... 10. Did any persons become substantial contributors during the tax year? 11. Did the organization comply with the public inspection requirements... 12. The books are in care of... 13. 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.

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.

Table with columns for question descriptions, Yes/No checkboxes, and a grid for Yes/No responses. Includes questions 1a through 6b regarding disqualifying activities, taxes, and investments.

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 9' and '-0-' values.

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'.

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'.

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'.

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	
Total. 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	NONE
b Average of monthly cash balances	1b	453,439.
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	453,439.
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	453,439.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 22 of the instructions)	4	6,802.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	446,637.
6 Minimum investment return. Enter 5% of line 5	6	22,332.

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	22,332.
2 a Tax on investment income for 2002 from Part VI, line 5	2a	28.
b Income tax for 2002. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	28.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	22,304.
4 a 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	22,304.
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	22,304.

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	876,125.
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	876,125.
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	28.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	876,097.

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				22,304.
2 Undistributed income, if any, as of the end of 2001				
a Enter amount for 2001 only			NONE	
b Total for prior years		NONE		
3 Excess distributions carryover, if any, to 2002:				
a From 1997	NONE			
b From 1998	NONE			
c From 1999	160,392.			
d From 2000	324,083.			
e From 2001	399,683.			
f Total of lines 3a through e	884,158.			
4 Qualifying distributions for 2002 from Part XII, line 4: ▶ \$ 876,125.				
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				22,304.
e Remaining amount distributed out of corpus	853,821.			
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	1,737,979.			
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	1,737,979.			
10 Analysis of line 9:				
a Excess from 1998	NONE			
b Excess from 1999	160,392.			
c Excess from 2000	324,083.			
d Excess from 2001	399,683.			
e Excess from 2002	853,821.			

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

Table with 5 main columns: (a) 2002, (b) 2001, (c) 2000, (d) 1999, (e) Total. Rows include: 1a Date of ruling; b Check box for private operating foundation; 2a-e Qualifying distributions; 3 Alternative tests (Assets, Endowment, Support).

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))

N/A

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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 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
<p>a Paid during the year</p> <p>SEE STATEMENT 8</p>				
Total ▶ 3a				789,860.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, etc.

(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.

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- | | Yes | No |
|---|-----|----------|
| a Transfers from the reporting organization to a noncharitable exempt organization of: | | |
| (1) Cash | | X |
| (2) Other assets | | X |
| b Other Transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | X |
| (3) Rental of facilities, equipment, or other assets | | X |
| (4) Reimbursement arrangements | | X |
| (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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 organization. If the organization 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

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

b If "Yes," complete the following schedule.

(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 (and if I am a preparer, based on all information of which I have any knowledge)

12-16-03

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
AMERICAN FATS & OILS ASSOCIATION P.O. BOX 11035 COLUMBIA, SC 29211		1,000.
MISCELLANEOUS CONTRIBUTION		725.
TOTAL CONTRIBUTION AMOUNTS		1,725.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME	2,832.	2,832.
TOTAL	2,832.	2,832.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
RUSKIN, MUSCOU, & FALTISCHEK PERLMAN & PERLMAN, ESQ.	9,799. 25,000.	NONE NONE	NONE NONE	9,799. 25,000.
TOTALS	34,799.	NONE	NONE	34,799.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DELOITTE & TOUCHE LLP	8,250.	NONE	NONE	NONE
TOTALS	8,250.	NONE	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ABBY BLOCH-SERVICES	48,466.	NONE	NONE	48,466.
TOTALS	48,466.	NONE	NONE	48,466.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
IRS TAXES	200.
TOTALS	----- 200. =====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	1.	1.	
NYS DEPARTMENT OF LAW	100.		
ASBP OBESITY COURSE SPEAKER	3,000.		3,000.
MARSH USA INC. LIABILITY INS.	50,000.		
TOTALS	53,101.	1.	3,000.

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

AMOUNT

PURPOSE OF GRANT OR CONTRIBUTION

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED STATEMENT 10	501(C) (3) ORGANIZATIONS	FOR MEDICAL RESEARCH	789,860.
		TOTAL CONTRIBUTIONS PAID	789,860.

**DR. ROBERT C. ATKINS FOUNDATION, INC., 10/9/2003
EIN : 13-4089952**

**ATTACHMENT TO FORM990-PF
PART VIII**

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

Robert C. Atkins, M.D.	Chair (Deceased)	20 Sutton Place South New York, NY 10022
Veronica Atkins	Vice-Chair; President	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
John. P. Corrigan, Esq.	Secretary	70 West Red Oak Lane White Plains, NY 10604
John J. Mezzanotte	Treasurer	P.O. Box 817 350 Center St. Wallingford, CT 06492

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

DR. ROBERT C. ATKINS FOUNDATION, INC., 10/9/2003

Mailed to

<p>Albert Einstein College of Medicine Controlled Carbohydrate Assessment</p>	<p>\$ 183,983</p>	<p>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</p>
<p>University of Connecticut Eucaloric and Hypocaloric Ketogenic Diet</p>	<p>\$ 159,118</p>	<p>University of Connecticut Office for Sponsored Programs 438 Whitney Road Extn, Unit 1133 Storrs, CT 06269-1133</p>
<p>Albert Einstein College of Medicine Metabolic Impact Study</p>	<p>\$ 28,090</p>	<p>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</p>
<p>Albert Einstein College of Medicine Diabetes Grant</p>	<p>\$ 223,513</p>	<p>Judith Wylie-Rosett, EdD, RD Division of Health, Behavior & Nutrition Epidemiology & Social Medicine Albert Einstein College of Medicine Belfer Building 1300 Morris Park Avenue Bronx, NY 10461</p>
<p>VAEFPBC</p>	<p>\$ 1,018</p>	
<p>University of Kansas Continuing Education</p>	<p>\$ 25,000</p>	<p>Joseph E Donnelly, Ed D, FACSM Professor/Director Energy Balance Laboratory & The Center for Physical Activity & Weight Management The Schiefelbusch Institute of Lifespan Studies The University of Kansas 1302 Sunnyside Ave , Robinson Center RM 100 Lawrence, Kansas 66045</p>
<p>New York Academy of Medicine Continuing Education</p>	<p>\$ 60,000</p>	<p>Donald Morcone, CME Coordinator New York Academy of Medicine 1216 Fifth Avenue New York, NY 10029</p>
<p>NPT Donor Fund Transfer of residual assets for future disbursement for medical research See statement regarding dissolution</p>	<p>\$ 109,140</p>	<p>Eileen R Heisman (President) & Bruce Boucher (CFO) National Philanthropic Trust 185 Township Line Road, Suite 150 Jenkintown, PA 19046</p>

\$ 789,860

DR. ROBERT C. ATKINS FOUNDATION, INC., 10/9/2003
EIN : 13-4089952

ATTACHMENT TO FORM 990-PF
PART VII-B

PART VII-B STATEMENTS REGARDING ACTIVITIES FOR WHICH FORM 4720 MAY BE REQUIRED
QUESTIONS 3A, 3B

THE FOUNDATION HAS AN EXPECTANCY IN THE ESTATE OF DR. ROBERT C. ATKINS, WHICH HOLDS A SIGNIFICANT POSITION IN ATKINS NUTRITIONALS INC. HOWEVER, SINCE DR. ATKINS DIED ON APRIL 17, 2003, THE FOUNDATION IS STILL WITHIN THE PERMITTED FIVE-YEAR HOLDING PERIOD.

SUMMARY OF FOUNDATION DISSOLUTION

1. The *Dr. Robert C. Atkins Foundation, Inc.* (“Foundation”) was a New York non-profit corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and as a private foundation under Section 509(a) of the Code.
2. *NPT Donor Fund Number Two* (“Fund”) is a Pennsylvania non-profit corporation that is exempt from federal income tax under Section 501(c)(3) of the Code, and as a supporting organization to the *National Philanthropic Trust* (“NPT”) under Section 509(a)(3) of the Code.
3. Pursuant to a certain Grant Assumption and Assignment Agreement dated August 14, 2003, Foundation irrevocably distributed all of its remaining net assets and expectancies (under the Last Will and Testament of Dr. Robert C. Atkins) to the Fund. The transfer of assets and expectancies was also subject to certain obligations assumed by the Fund (collectively, the “Transaction”).
4. The parties believe that this Transaction falls within the provisions of IRS Revenue Ruling 2003-13.
5. After consummating the Transaction, Foundation immediately filed a Certificate of Dissolution with the New York Supreme Court.
6. After obtaining a “No Objection” stamp from the New York Attorney General’s Office on September 22, 2003, the Supreme Court issued the order approving the dissolution of the Foundation.
7. After receiving tax clearance from the New York Department of Taxation and Finance on September 30, 2003, the New York Secretary of State officially dissolved the Foundation, effective October 9, 2003.
8. The Fund amended its Articles of Incorporation to change its name to the *Dr. Robert C. Atkins Foundation, Inc.*
9. The Fund contracted with NPT for the provision of various services, including, but not limited to, investment management, accounting, tax preparation and similar administrative services.

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P.02/09

State of New York) ss:
Department of State)

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

October 09, 2003



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the seal.

Secretary of State

1-30.5 (3/02)

New York State Department of Taxation and Finance - Corporation Tax
Albany NY 12227

FO31009000687

Secretary of State

Date: October 6, 2003

Name of corporation

DR. ROBERT C. ATKINS FOUNDATION, INC.

13-4089952 KK3

In pursuant to provisions of section 1003 of the Not for Profit Corporation Law, the Commissioner of Taxation and Finance hereby consents to the dissolution of the above named corporation.

The certificate and fee are attached.

Filed by: CT Corp.

Director, Taxpayer Services & Revenue Division

By *Eather Rokenstine*

Copy 1 for Department of State

1-30.5 (3/02)

New York State Department of Taxation and Finance - Corporation Tax
Albany NY 12227

Secretary of State

Date: October 6, 2003

Name of corporation

DR. ROBERT C. ATKINS FOUNDATION, INC.

13-4089952 KK3

In pursuant to provisions of section 1003 of the Not for Profit Corporation Law, the Commissioner of Taxation and Finance hereby consents to the dissolution of the above named corporation.

The certificate and fee are attached.

Filed by: CT Corp.

Director, Taxpayer Services & Revenue Division

By *Eather Rokenstine*

Copy 2 for Department of State

CT-07

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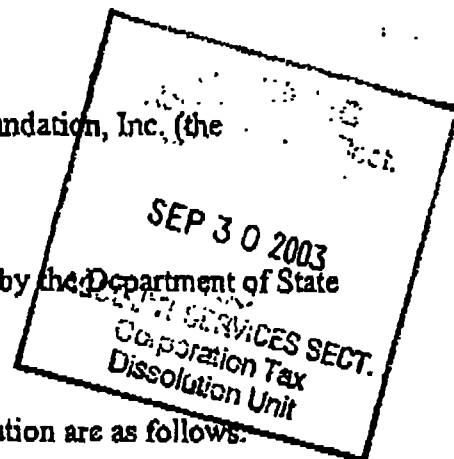
CERTIFICATE OF DISSOLUTION OF THE DR. ROBERT C. ATKINS FOUNDATION, INC.

Under Section 1003 of the Not For Profit Corporation Law

I, John P. Corrigan, the Corporate Secretary of the Dr. Robert C. Atkins Foundation, Inc.,

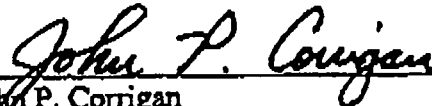
hereby certify

1. The name of this corporation is the Dr. Robert C. Atkins Foundation, Inc. (the "Foundation").
2. The Certificate of Incorporation of the Foundation was filed by the Department of State of the State of New York on November 9, 1999.
3. The names and address of each of the directors of the Foundation are as follows:
 - a. Mrs. Veronica Atkins: 20 Sutton Place South, New York, NY 10022
 - b. John P. Corrigan, Esq.: 70 West Red Oak Lane, White Plains, NY 10604
 - c. Mr. John J. Mezzanotte, CPA: P.O. Box 817, 350 Center Street, Wallingford, Connecticut 06492
4. The names and titles of each of the officers of the Foundation are as follows:
 - a. Mrs. Veronica Atkins: President
 - b. John P. Corrigan, Esq.: Secretary
 - c. Mr. John J. Mezzanotte, CPA: Treasurer
5. At the time of dissolution, the Foundation is a Type B corporation.
6. The Foundation does not hold any assets that are legally required to be used for a particular purpose pursuant to the Not-for-Profit Corporation Law.
7. The Foundation has, pursuant to NPCL Section 1003(b)(2), duly filed with the New York Attorney General a certified copy of its Plan of Dissolution that contains a statement that the Foundation has no assets to distribute. Approval of the plan by the Attorney General or the Court is not required.



8. The Foundation elects to dissolve.
9. Dissolution of the Foundation was authorized by a unanimous vote of the Board.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Dissolution this
26th day of August, 2003.



John P. Corrigan
Secretary

governmental agencies endorsed thereon or annexed thereto, in accordance with Section 1003 of the Not-for-Profit Corporation Law, and after due deliberation having been held thereon, and it appearing that the interests of the Foundation and the public interest will not be adversely affected, and it appearing that the Attorney General of the State of New York has no objection to approval of the Certificate of Dissolution of the Foundation, and it appearing that the Foundation has no assets for distribution; it is

ORDERED, that the Certificate of Dissolution of the Foundation be and it hereby is approved for filing; and it is further

ORDERED, that the Grant, Assumption, and Assignment Agreement entered into by the Foundation and NPT Donor Fund Number Two, dated August 14, 2003, is hereby approved nunc pro tunc; and it is further

ORDERED, that NPT Donor Fund Number Two, whose name is being changed to the Dr. Robert C. Atkins Foundation, Inc. pursuant to the provisions of the Grant, Assumption, and Assignment Agreement, shall be deemed the successor to the Foundation pursuant to Section 1005 of the Not-for-Profit Corporation Law; and it is further

ORDERED that, in addition to any registration and filing obligations which it has in the State of Pennsylvania, NPT Donor Fund Number Two shall, for at least ten years through December 31, 2013, register and file annual reports with the Charities Bureau of the Attorney General of the State of New York pursuant to Section 8-1.4 of the Estates, Powers and Trusts Law; and it is further

ORDERED that if, after December 31, 2013, National Philanthropic Trust seeks to file a combined annual financial report with the Attorney General which includes financial information with respect to NPT Donor Fund Number Two, such a combined annual

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financial report may only be filed upon prior written authorization of an individual designated by the Assistant Attorney General-in-Charge of the Charities Bureau of the New York State Department of Law pursuant to the rules and regulations for registration of charitable trustees of the New York State Department of Law; and it is further

ORDERED, that the Foundation provide a copy of this signed Order to the Charities Bureau of the New York State Department of Law.

~~ENTER,~~

SEP 26 2003

J.S.C.

WT *Achub*

JUSTICE
SUPREME COURT OF THE STATE OF NY
FIRST JUDICIAL DISTRICT

THE ATTORNEY GENERAL HEREBY APPEARS HEREIN HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE AND DEMANDS SERVICE OF ALL PAPERS SUBMITTED HEREIN INCLUDING ALL ORDERS, JUDGMENTS AND ENDORSEMENTS OF THE COURT SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

MARTIN SCHOENFELD

Robert R. Molic
Special ASSISTANT ATTORNEY GENERAL

September 22, 2003
DATE

F 031009000 687

CERTIFICATE OF DISSOLUTION
OF
DR. ROBERT C. ATKINS FOUNDATION, INC.

UNDER SECTION 1003 OF THE NOT FOR PROFIT CORPORATION LAW

SAC

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 09 2003

TAXS

BY:

SAC 2
NY

SIMPSON THACHER & BARTLETT LLP
425 LEXINGTON AVENUE
NEW YORK, NY 10017

FILED

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TOTAL P.09 *710*

DR. ROBERT C. ATKINS FOUNDATION, INC.,
1/1/2003-10/9/2003

EIN : 13-4089952

THE ENCLOSED 990-PF IS FOR THE DR, ROBERT C. ATKINS FOUNDATION, INC. FOR THE SHORT PERIOD 1/1/2003-10/9/2003. AS THERE IS NO 2003 FORM 990-PF CURRENTLY AVAILABLE, THE ENCLOSED RETURN HAS BEEN PREPARED ON THE 2002 FORM. THEREFORE ALL REFERENCES TO YEARS SHOULD BE ADJUSTED BY ONE YEAR.