

The Atkinson Foundation (the "Foundation") is a private foundation and tax-exempt organization under section 501(c)(3) of the Internal Revenue Code. The Foundation is administered by Pacific Foundation Services, LLC ("PFS").

The purpose of this Conflict of Interest Policy is to protect the Foundation when it is contemplating entering into a transaction or arrangement that might materially benefit the private interest of (i) an officer or director of the Foundation, (ii) PFS or (iii) member or employee of PFS. This policy is intended to supplement but not replace any applicable laws.

This Conflict of Interest Policy ("Policy") is not intended to apply to any agreement or other relationship between the Foundation and PFS. Any such agreement or other relationship is expressly exempt from the Policy as the relationship between the Foundation and PFS is otherwise fully disclosed and is reviewed by the Foundation on a regular basis.

It is the policy of the Foundation that (i) no officer or director of the Foundation, (ii) nor PFS, (iii) nor any member or employee of PFS, (iv) nor parent, grandparent, child or grandchild of an officer or director of the Foundation, or member or employee of PFS, (v) nor anyone to whom the Board of Directors of the Foundation or any such person may delegate authority to act on its or such person's behalf, shall, directly or indirectly, profit personally in more than a de minimis amount from any action taken by or on behalf of the Foundation where that person or such delegate may have influenced that action.

Further, it is the duty of such persons and their delegates to disclose promptly any actual or potential conflict of interest whenever it may exist, and to excuse themselves from voting on any action described in the previous paragraph. Each such conflict of interest disclosure shall be included in the minutes of the appropriate meeting of Board of Directors of the Foundation.

Further, promptly after the close of each fiscal year of the Foundation, (i) each officer and each director of the Foundation, (ii) PFS and (iii) each member and each employee of PFS who has worked on any Foundation matter during such fiscal year, shall sign a statement affirming (a) this policy and (b) that such person has complied with this policy at all times during such fiscal year. Such statements shall be kept in the records of the Foundation.

Approved by the Board of Directors on: \_\_\_\_\_

CONFLICT OF INTEREST POLICY

I have read and understand the above Conflict of Interest Policy of the Atkinson Foundation and agree to be bound by it.

By: \_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
DATE

\_\_\_\_\_  
PRINT NAME