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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning AUG 1, 2008, and ending JUL 31, 2009

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 foundation
ELYSE MEREDITH ROBERTS AND RAYMOND
JOHN ROBERTS CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
88 BRINKER RD.

City or town, state, and ZIP code
BARRINGTON HILLS, IL 60010

A Employer identification number
52-2333799

B Telephone number
(847) 382-6846

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 ☐

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) ☐ J Accounting method ☒ Cash ☐ Accrual
(from Part II, col. (c), line 16) ☐ Other (specify) _____

\$ 8040551. (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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		242674.	242674.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		27831.			
b Gross sales price for all assets on line 6a 511632.			27831.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		270505.	270505.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 1		10560.	10560.		0.
c Other professional fees STMT 2		9750.	9750.		0.
17 Interest					
18 Taxes STMT 3		4994.	4994.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		16952.	16952.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		42256.	42256.		0.
25 Contributions, gifts, grants paid		393650.			393650.
26 Total expenses and disbursements. Add lines 24 and 25		435906.	42256.		393650.
27 Subtract line 26 from line 12.		-165401.			
a Excess of revenue over expenses and disbursements			228249.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions.

Form 990-PF (2008)

**ELYSE MEREDITH ROBERTS AND RAYMOND
JOHN ROBERTS CHARITABLE FOUNDATION**

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	103245.	119458.	119458.
	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			
	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			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 5	9779401.	9597787.	7921093.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	9882646.	9717245.	8040551.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	5000.	5000.	STATEMENT 6
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	5000.	5000.	
Net Assets or Fund Balances	Foundations 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			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9877646.	9712245.	
30 Total net assets or fund balances	9877646.	9712245.		
31 Total liabilities and net assets/fund balances	9882646.	9717245.		

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	9877646.
2 Enter amount from Part I, line 27a	2	-165401.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9712245.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9712245.

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 VANGUARD ADMIRAL SHORT-TERM CORP FUND		P	07/03/06	10/28/08
b VANGUARD ADMIRAL SHORT-TERM CORP FUND		P	07/03/06	07/30/09
c CAPITAL GAINS DIVIDENDS				
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 249975.		275550.	-25575.
b 199975.		208251.	-8276.
c 61682.			61682.
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))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-25575.
b			-8276.
c			61682.
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	27831.
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 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))
2007	516791.	10100305.	.051166
2006	549194.	10621437.	.051706
2005	520321.	10301646.	.050509
2004	523642.	10310738.	.050786
2003	498175.	10160514.	.049030

2 Total of line 1, column (d)	2	.253197
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	.050639
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	7573462.
5 Multiply line 4 by line 3	5	383513.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2282.
7 Add lines 5 and 6	7	385795.
8 Enter qualifying distributions from Part XII, line 4	8	393650.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2282.
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	2282.
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	2282.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	6208.
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	6208.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3926.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax 3926. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A

Statements Regarding Activities (continued)

11

At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)

11

X

12

Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?

12

X

13

Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

13

X

Website address

N/A

14

The books are in care of

ELYSE M. ROBERTS

Telephone no

(847) 382-6846

Located at

88 BRINKER RD., BARRINGTON HILLS, IL

ZIP+4

60010

15

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

15

N/A

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.

1a

During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?

☐ Yes ☒ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

☐ Yes ☒ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?

☐ Yes ☒ No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)

☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the 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 2008?

1c

X

2

Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?

☐ Yes ☒ 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?

☐ Yes ☒ No

b If "Yes," did it have excess business holdings in 2008 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 2008.)

N/A

4a

Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a

X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?

4b

X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If you answered "Yes" to 6b, also 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?

N/A

7b

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
ELYSE M. ROBERTS 88 BRINKER RD. BARRINGTON HILLS, IL 60010	DIRECTOR 0.00	0.	0.	0.
ALLISON ROBERTS GREENE 80 HAWLEY WOODS RD. BARRINGTON HILLS, IL 60010	DIRECTOR 0.00	0.	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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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		

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

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		

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	7531585.
b	Average of monthly cash balances	1b	157209.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7688794.
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	7688794.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	115332.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7573462.
6	Minimum investment return. Enter 5% of line 5	6	378673.

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	378673.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	2282.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2282.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	376391.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	376391.
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	376391.

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	393650.
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	393650.
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	2282.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	391368.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				376391.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004	14859.			
c From 2005	13307.			
d From 2006	22631.			
e From 2007	24194.			
f Total of lines 3a through e	74991.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 393650.				
a Applied to 2007, but not more than line 2a			0.	
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 2008 distributable amount				376391.
e Remaining amount distributed out of corpus	17259.			
5 Excess distributions carryover applied to 2008 (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	92250.			
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 2007 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	92250.			
10 Analysis of line 9				
a Excess from 2004	14859.			
b Excess from 2005	13307.			
c Excess from 2006	22631.			
d Excess from 2007	24194.			
e Excess from 2008	17259.			

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 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005		
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 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))

SEE STATEMENT 7

- 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 of the person to whom applications should be addressed

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

- c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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)				
a <i>Paid during the year</i>				
SEE STATEMENT 8				
Total			3a	393650.
b <i>Approved for future payment</i>				
NONE				
Total			3b	0.

Enter gross amounts unless otherwise indicated

FORM 990-PF	ACCOUNTING FEES			STATEMENT	1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	10560.	10560.			0.
TO FORM 990-PF, PG 1, LN 16B	10560.	10560.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT	9750.	9750.			0.
TO FORM 990-PF, PG 1, LN 16C	9750.	9750.			0.

FORM 990-PF	TAXES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	4994.	4994.			0.
TO FORM 990-PF, PG 1, LN 18	4994.	4994.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE FEES	16500.	16500.			0.
MISCELLANEOUS	452.	452.			0.
TO FORM 990-PF, PG 1, LN 23	16952.	16952.			0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD SHORT-TERM ADMIRAL BOND FUND	COST	2587701.	2499959.
DODGE & COX STOCK FUND	COST	1447825.	963227.
LONGLEAF PARTNERS FUND	COST	1354841.	882277.
MERGER FUND	COST	965506.	926702.
PIMCO ALL ASSET FUND	COST	1149908.	1118227.
THIRD AVE. SMALL CAP VALUE FUND	COST	543929.	567982.
DFA INTERNATIONAL VALUE FUND	COST	828023.	515700.
DFA US SMALL CAP VALUE FUND	COST	590771.	364735.
THIRD AVE. VALUE FUND	COST	129283.	82284.
TOTAL TO FORM 990-PF, PART II, LINE 13		9597787.	7921093.

FORM 990-PF LOANS PAYABLE TO OFFICER'S, DIRECTOR'S, ETC. STATEMENT 6

LENDER'S NAME AND TITLE

ELYSE M. ROBERTS, DIRECTOR

DATE OF NOTE	MATURITY DATE	INTEREST RATE	TERMS OF REPAYMENT
		.00%	

SECURITY PROVIDED BY BORROWER

NONE

PURPOSE OF LOAN

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	ORIGINAL LOAN AMOUNT	BALANCE DUE
	0.	5000.	5000.
TOTAL TO FORM 990-PF, PART II, LINE 20, COLUMN B			5000.

FORM 990-PF PART XV - LINE 1A STATEMENT 7
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

ELYSE M. ROBERTS
ALLISON ROBERTS GREENE

FORM 990-PF GRANTS AND CONTRIBUTIONS STATEMENT 8
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALEXIAN BROTHERS FOUNDATION 3040 SALT CREEK LN., ARLINGTON HEIGHTS, IL 60005	CHARITABLE	501(C)(3)	16000.
AMERICAN CANCER SOCIETY P.O. BOX 22718, OKLAHOMA CITY, OK 73123-1718	CHARITABLE	501(C)(3)	500.
ARLINGTON LADIES MILLION P.O. BOX 7, ARLINGTON HEIGHTS, IL 60006-0007	CHARITABLE	501(C)(3)	1000.
ART INSTITUTE OF CHICAGO 111 S. MICHIGAN AVE., CHICAGO, IL 60605	EDUCATIONAL	501(C)(3)	1000.
BARRINGTON CHAPTER LYRIC OPERA OF CHICAGO 1703 SHORELINE DR., ST. CHARLES, IL 60174	CHARITABLE	501(C)(3)	250.
BARRINGTON HILLS CONSERVATION TRUST 17 OAKDENE RD. EAST, BARRINGTON HILLS, IL 60010	CHARITABLE	501(C)(3)	1000.
BARRINGTON YOUTH DANCE ENSEMBLE 758 W. NORTHWEST HWY., BARRINGTON HILLS, IL 60010	CHARITABLE	501(C)(3)	10000.
BARRINGTON YOUTH SERVICES 110 S. HAGAR AVE., BARRINGTON, IL 60010	CHARITABLE	501(C)(3)	1000.
BEYOND PESTICIDES 701 E. ST., WASHINGTON, DC 20090	EDUCATIONAL	501(C)(3)	30000.

BIO INTERGRAL RESOURCE CENTER P.O. BOX 7414, BERKLEY, CA 94707 CHARITABLE	501(C)(3)	1000.
COUNTRYSIDE ASSOCIATION 21154 W. SHIRLEY RD., PALATINE, IL 60074 CHARITABLE	501(C)(3)	500.
FOX RIVER COUNTRY DAY SCHOOL 1600 DUNDEE AVE., ELGIN, IL 60120 EDUCATIONAL	501(C)(3)	58000.
FREE ENDOWMENT FUND 1001 EAST TOUGHY AVE., DES PLAINES, IL 60018 CHARITABLE	501(C)(3)	250.
FREEDOM FARM 1102 SILVER LAKE RD., CARY, IL 60013 CHARITABLE	501(C)(3)	10000.
HOSPICE OF NORTHEASTERN ILLINOIS 410 S. HAGAR AVE., BARRINGTON, IL 60010 RESEARCH	501(C)(3)	5000.
LEUKEMIA AND LYMPHOMA SOCIETY 651 W. WASHINGTON BLVD., CHICAGO, IL 60606 RESEARCH	501(C)(3)	500.
LYRIC OPERA OF CHICAGO 20 N. WACKER DR., CHICAGO, IL 60606 EDUCATIONAL	501(C)(3)	15000.
MACULAR DEGENERATION RESEARCH 22512 GATEWAY CENTER DR., CLARKSBURG, MD 20871 RESEARCH	501(C)(3)	500.
MAIN STAY THERAPEUTIC RIDING PROGRAM 6919 KEYSTONE RD., RICHMOND, IL 60071 CHARITABLE	501(C)(3)	15000.
N.W. COALITION FOR ALTERNATIVES TO PESTICIDES P.O. BOX 1393, EUGENE, OR 97440 EDUCATIONAL	501(C)(3)	10000.

NATIONAL RESOURCE DEFENSE COUNCIL 40 W. 20TH ST., NEW YORK, NY 10011	CHARITABLE	501(C)(3)	1000.
P.A.H. NATION 6565 SUNSET BLVD., SUITE #416, LOS ANGELES, CA 90028	CHARITABLE	501(C)(3)	78000.
PIONEER CENTER 4001 DAYTON ST., MCHENRY, IL 60050	CHARITABLE	501(C)(3)	20500.
RACETRACK CHAPLAINCY OF AMERICA P.O. BOX 95583, PALATINE, IL 60095	CHARITABLE	501(C)(3)	1000.
RAUE CENTER FOR THE ARTS 108 MINNIE ST., CRYSTAL LAKE, IL 60014	CHARITABLE	501(C)(3)	1000.
SAINT PATRICK HIGH SCHOOL 5900 W. BELMONT, CHICAGO, IL 60634	EDUCATIONAL	501(C)(3)	15000.
SHEDD AQUARIUM 1200 S. LAKE SHORE DR., CHICAGO, IL 60605	EDUCATIONAL	501(C)(3)	1000.
SHRINERS HOSPITALS FOR CHILDREN 2900 ROCKY POINT DR., TAMPA, FL 33607	CHARITABLE	501(C)(3)	25000.
ST. MARK'S EPISCOPAL CHURCH 337 RIDGE RD., BARRINGTON HILLS, IL 60010	CHARITABLE	501(C)(3)	5750.
SWEET BRIAR COLLEGE P.O. BOX B, SWEET BRIAR, VA 24595	EDUCATIONAL	501(C)(3)	10000.
UNION LEAGUE BOYS AND GIRLS CLUBS 65 W. JACKSON BLVD., CHICAGO, IL 60604	CHARITABLE	501(C)(3)	500.

UNITED STATES EQUESTRIAN TEAM P.O. BOX 355, GLADSTONE, NJ 07934 CHARITABLE	501(C)(3)	1000.
UNITED STATES PONY CLUBS 4041 IRON WORKS PKWY., LEXINGTON, CHARITABLE KY 40511	501(C)(3)	500.
UNIVERSITY OF CHICAGO MEDICAL CENTER 1170 E. 58TH ST., CHICAGO, IL CHARITABLE 60637	501(C)(3)	10000.
VALLEY CENTER FOR THE BLIND 1060 FULTON MALL, FRESNO, CA CHARITABLE 93721	501(C)(3)	5000.
WALK ON P.O. BOX 367, BARRINGTON, IL CHARITABLE 60011-0376	501(C)(3)	27000.
WAYNE AREA CONSERVANCY FOUNDATION P.O. BOX 234, WAYNE, IL 60184 CHARITABLE	501(C)(3)	1000.
AMERICAN HORSE TAILS FOUNDATION 221 GROVE COVE RD., CENTREVILLE, CHARITABLE MD 21617	501 (C) (3)	5000.
ANIMAL HOUSE SHELTER, INC. 13005 ERNESTI RD., BARRINGTON, IL CHARITABLE 60010	501 (C) (3)	500.
BLADDER CANCER ADVOCACY NETWORK 4813 ST. ELMO AVE., BETHESDA, MD RESEARCH 20814	501 (C) (3)	1000.
CLCC SCHOLARSHIP FOUNDATION EDUCATIONAL	501 (C) (3)	2000.
GOODWILL SERIES 982 SLATE DR., SANTA ROSA, CA EDUCATIONAL 95405	501 (C) (3)	3900.

ST. ANNE'S CHARITIES
155 NORTH OCCIDENTAL BLVD., LOS CHARITABLE
ANGELES, CA 90026

501 (C) (3) 1000.

ST. BENEDICT PARISH
2215 W. IRVING PARK RD., CHICAGO, CHARITABLE
IL 60618

501 (C) (3) 500.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

393650.