Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending ,

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

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

ROBERT AND MARTHA AND JOHN
ATHERTON FOUNDATION
2100 SOUTH WOLF ROAD
DES PLAINES, IL 60018

A Employer identification number: 36-3679194

B Telephone number (see the instructions): (847) 298-8600

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, column (c), line 16) ► $ 2,170,344.

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 the instructions))*

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	25,978.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,264.	4,264.	4,264.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-15,129.			
	b Gross sales price for all assets on line 6a 236,306.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	359,506.			
	12 **Total.** Add lines 1 through 11	374,619.	4,264.	4,264.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	10,578.	10,578.		
	c Other prof fees (attach sch) SEE ST 3	1,495.	1,495.		
	17 Interest				
	18 Taxes (attach schedule)(see instr)				
	19 Depreciation (attach sch) and depletion	35,636.			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	152,343.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	200,052.	12,073.		
	25 Contributions, gifts, grants paid PART XV	94,278.			94,278.
	26 **Total expenses and disbursements.** Add lines 24 and 25	294,330.	12,073.	0.	94,278.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	80,289.			
	b **Net investment income** (if negative, enter -0-)		0.		
	c **Adjusted net income** (if negative, enter -0-)			4,264.	

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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			
2	Savings and temporary cash investments	26,494.	133,137.	133,137.
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 the instructions)			
7	Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	15,051.	30,659.	30,659.
10a	Investments – U S and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule) STATEMENT 5	344,690.	156,164.	142,905.
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 ► 777,936.			
	Less accumulated depreciation (attach schedule) SEE STMT 6 ► 35,636.	666,358.	742,300.	1,840,000.
15	Other assets (describe ► SEE STATEMENT 7)	31,633.	23,649.	23,643.
16	**Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	1,084,226.	1,085,909.	2,170,344.
LIABILITIES 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ► SEE STATEMENT 8)	24,651.	22,985.	
23	**Total liabilities** (add lines 17 through 22)	24,651.	22,985.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ 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 ► ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	1,059,575.	1,062,924.	
28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see the instructions)	1,059,575.	1,062,924.	
31	**Total liabilities and net assets/fund balances** (see the instructions)	1,084,226.	1,085,909.	

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	1,059,575.
2	Enter amount from Part I, line 27a	2	80,289.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,139,864.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 9	5	76,940.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,062,924.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month day year)	(d) Date sold (month day year)
1a	SEE ATTACHED ATLATIC TRUST #1 - ST SALES	P	VARIOUS	VARIOUS
b	SEE ATTACHED ATLATIC TRUST #1 - LT SALES	P	VARIOUS	VARIOUS
c	SEE ATTACHED ATLATIC TRUST #2 - ST SALES	P	VARIOUS	VARIOUS
d	SEE ATTACHED ATLATIC TRUST #2 - LT SALES	P	VARIOUS	VARIOUS
e	ATLANTIC TRUST - OTHER	P	VARIOUS	VARIOUS

	(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	10,881.		17,801.	-6,920.
b	63,095.		72,145.	-9,050.
c	24,353.		19,205.	5,148.
d	137,958.		142,283.	-4,325.
e	19.		1.	18.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-6,920.
b				-9,050.
c				5,148.
d				-4,325.
e				18.

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	-15,129.
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 the instructions) If (loss), enter -0- in Part I, line 8	3	-1,772.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	150,600.	2,184,048.	0.068955
2007	111,210.	401,310.	0.277117
2006	136,403.	389,064.	0.350593
2005	90,575.	475,027.	0.190673
2004	86,763.	433,585.	0.200106

2	**Total** of line 1, column (d)	2	1.087444
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	0.217489
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,056,124.
5	Multiply line 4 by line 3	5	447,184.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	447,184.
8	Enter qualifying distributions from Part XII, line 4	8	94,278.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary - see instr.) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		1	0.
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	0.
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	0.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 2,162.		
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	2,162.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	2,162.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 2,162.	Refunded ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
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			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d 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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the 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*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	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 ► MARTHA A. ATHERTON Telephone no ► (847) 298-8600

Located at ► 2100 SOUTH WOLF RD DES PLAINES IL ZIP + 4 ► 60018

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here N/A ► ☐

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.

				Yes	No
1 a	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 the instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
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 2009?		1 c		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .				
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 the instructions)		2 b	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 ► 20__ , 20__ , 20__ , 20__				
3 a	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 2009 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 2009)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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 2009?		4 b		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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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** X (No)

If 'Yes' to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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 instructions).

(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
MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	TRUSTEE 0	0.	0.	0.
MARSHALL G. LOBIN 222 MAIN STREET APT 306 EVANSTON, IL 60202	TRUSTEE 0	0.	0.	0.
JOHN C. ATHERTON 2100 S WOLF ROAD DES PLAINES, IL 60018	TRUSTEE 0	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). 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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 **Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A **Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a Average monthly fair market value of securities		1a	226,462.
b Average of monthly cash balances		1b	20,974.
c Fair market value of all other assets (see instructions)		1c	1,840,000
d **Total** (add lines 1a, b, and c)		1d	2,087,436.
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	2,087,436.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	31,312.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,056,124
6 **Minimum investment return.** Enter 5% of line 5		6	102,806.

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	102,806.
2a Tax on investment income for 2009 from Part VI, line 5	2a		
b Income tax for 2009. (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	
3 Distributable amount before adjustments Subtract line 2c from line 1		3	102,806.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	102,806.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	102,806.

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	94,278.
b Program-related investments – total from Part IX-B	1b	
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	94,278.
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 (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	94,278.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				102,806
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004 — 66,309.				
b From 2005 — 70,030.				
c From 2006 — 117,464.				
d From 2007 — 92,325.				
e From 2008 — 41,398.				
f **Total** of lines 3a through e	387,526.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 94,278.				
a Applied to 2008, 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 2009 distributable amount				94,278.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*	8,528.			8,528.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	378,998.			
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 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	57,781.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	321,217.			
10 Analysis of line 9				
a Excess from 2005 — 70,030.				
b Excess from 2006 — 117,464.				
c Excess from 2007 — 92,325.				
d Excess from 2008 — 41,398.				
e Excess from 2009				

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 2009, 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			
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	**(e) Total**
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 organization had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

MARTHA A. ATHERTON

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 ▶ [X] 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 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
a *Paid during the year*				
SEE STATEMENT 10				
Total			► 3a	94,278.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4,264.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					97,829.
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-15,129.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a APRECIATION OF MV OF SEC			14	73,698.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				62,833.	97,829.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	160,662.

(See worksheet in the instructions for line 13 to verify calculations)

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

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 foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
N/A	

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

		Yes	No
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?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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 foundation If the foundation 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
N/A			

2a Is the foundation 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
N/A		

SIGN HERE

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

► Martha A. Catlatto (signature) Signature of officer or trustee — Date 5/27/10 — ► TRUSTEE Title

Paid Preparer's Use Only

Preparer's signature ► RUSSELL P. CANNIZZO, CPA	Date 5/19/10	Check if self-employed ► ☐ Preparer's Identifying number (See Signature in the instrs) P00178698
Firm's name (or yours if self-employed), address, and ZIP code ► RUSSELL P. CANNIZZO & COMPANY		EIN ► 55-0869078
415 E. GOLF ROAD SUITE 119		
ARLINGTON HEIGHTS, IL 60005		Phone no ► (847) 718-0964

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ► Attach to Form 990, 990-EZ, or 990-PF	OMB No 1545-0047 **2009**

Name of the organization	Employer identification number
ROBERT AND MARTHA AND JOHN ATHERTON FOUNDATION	36-3679194

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule –

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules –

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) $5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $____________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
ROBERT AND MARTHA AND JOHN	36-3679194

Part I **Contributors** (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOHN C. ATHERTON 2985 N W LURAY TERRACE PORTLAND, OR 97210	$ 8,418.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	ROBERT C. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	$ 8,418.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	$ 8,418.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: ROBERT AND MARTHA AND JOHN

Employer identification number: 36-3679194

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: ROBERT AND MARTHA AND JOHN

Employer identification number: 36-3679194

Part III ***Exclusively* religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete cols **(a)** through **(e)** and the following line entry)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once – see instructions) ► $ N/A

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
APRECIATION OF MV OF SEC	$ 73,698.		
RENTAL INCOME - NONINVESTMENT PROPERTY	285,808.		
TOTAL	$ 359,506.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 10,578.	$ 10,578.		
TOTAL	$ 10,578.	$ 10,578.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER	$ 1,495.	$ 1,495.		
TOTAL	$ 1,495.	$ 1,495.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RENTAL EXPENSES	$ 152,343.			
TOTAL	$ 152,343.	$ 0.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED LIST-EQUITIES	COST	$ 156,164.	$ 142,905.
	TOTAL	$ 156,164.	$ 142,905.

STATEMENT 6
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	$ 285,477.	$ 27,042.	$ 258,435.	$ 1,840,000.
IMPROVEMENTS	367,459.	8,594.	358,865.	0.
LAND	125,000.		125,000.	0.
TOTAL	$ 777,936.	$ 35,636.	$ 742,300.	$ 1,840,000.

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
NET INTANGIBLE ASSETS	$ 23,649.	$ 23,643.
TOTAL	$ 23,649.	$ 23,643.

STATEMENT 8
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

TENANT SECURITY DEPOSIT	$ 22,985.
TOTAL	$ 22,985.

STATEMENT 9
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

UNREAL CHANGE IN INVESTMENT	$ 76,940.
TOTAL	$ 76,940.

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
COUNTRYSIDE CHURCH 1025 NORTH SMITH ROAD PALATINE, IL 60067	NONE		GENERAL	$ 45,528.
SISTER CITIES INTERNATIONAL 1301 PENNSYLVANIA AV NW ST 850 WASHINGTON, DC 20004	NONE		GENERAL	1,500
MEADSVILLE THEOLOGICAL SEMINAR 5701 S. WOODLAWN AVE CHICAGO, IL 60637	NONE		GENERAL	2,000.
PALATINE SENIOR COUNCIL 505 QUINTIN ROAD PALATINE, IL 60067	NONE		GENERAL	2,000.
NORTHWEST COMMUNITY HEALTHCARE FOUNDATIO 3060 SALT CREEK LANE SUITE 110 ARLINGTON HEIGHTS, IL 60005	NONE		GENERAL	25,000.
PORTLAND RESCUE MISSION SHEP D 111 W. BURNSIDE ST PORTLAND, OR 97208	NONE		GENERAL	7,000.
OPPORTUNITY INTERNATIONAL PO BOX 3695 OAK BROOK, IL 60522, IL 60522	NONE		GENERAL	5,000.
AMER WOMEN FOR INTL UNDERSTANDING -AWIU PO BOX 60741 SANTA BARBARA, CA 93160	NONE		GENERAL	5,000.
MICAH'S PORCH 2020 N CALIFORNIA AVE CHICAGO, IL 60647				250.
TRINITY SERVICES 100 N GOUGAR RD JOLIET, IL 60432				1,000.
			TOTAL	$ 94,278.

2009 FEDERAL BOOK DEPRECIATION SCHEDULE

CLIENT 953

ROBERT AND MARTHA AND JOHN
ATHERTON FOUNDATION

36-3679194

5/15/10 02 57PM

NO	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS PCT	CUR 179 BONUS	SPECIAL DEPR. ALLOW	PRIOR 179/ BONUS/ SP. DEPR	PRIOR DEC BAL DEPR	SALVAG /BASIS REDUCT	DEPR BASIS	PRIOR DEPR	METHOD	LIFE	RATE	CURRENT DEPR
	RENTAL ACTIVITY - COMMERCIAL - OXFORD BLDG, DES PLAINES I															
	BUILDINGS															
2	BLDG-2101 OXFORD, DP	12/31/08		267,787							267,787		S/L	10 5		25,504
3	BLDG-2101 OXFORD DP	12/31/08		17,690							17,690		S/L	11 5		1,538
	TOTAL BUILDINGS			285,477		0	0	0	0	0	285,477	0				27,042
	IMPROVEMENTS															
4	TENANT IMPR - STE 2105	12/31/08		3,620							3,620		S/L	33		110
5	TENANT IMPR -2129 TRINITY	12/31/08		4,832							4,832		S/L	33 5		144
6	TENANT IMPR -2129 TRINITY	12/31/08		241,564							241,564		S/L MM	39	02564	6,194
7	TENANT IMPR -2129 CARPET	12/31/08		5,865							5,865		S/L MQ	7	14290	838
8	TENANT IMPR -2129 TRINITY	6/30/09		25,534							25,534		S/L	39		327
9	TENANT IMPR -2129 TRINITY	6/30/09		15,840							15,840		S/L	39		203
10	TENANT IMPR -2129 TRINITY	6/30/09		55,899							55,899		S/L	39		717
11	TENANT IMPR -2129 TRINITY	11/01/09		14,305							14,305		S/L	39		61
	TOTAL IMPROVEMENTS			367,459		0	0	0	0	0	367,459	0				8,594
	LAND															
1	LAND -2101 OXFORD, DP	12/31/08		125,000							125,000					0
	TOTAL LAND			125,000		0	0	0	0	0	125,000	0				0
	TOTAL DEPRECIATION			777,936		0	0	0	0	0	777,936	0				35,636

2009 FEDERAL BOOK DEPRECIATION SCHEDULE

CLIENT 953

ROBERT AND MARTHA AND JOHN
ATHERTON FOUNDATION

36-3679194

5/15/10 02 57PM

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAG /BASIS REDUCT	DEPR BASIS	PRIOR DEPR	METHOD	LIFE	RATE	CURRENT DEPR
	GRAND TOTAL DEPRECIATION			777,936		0	0	0	0	0	777,936	0				35,636

FORM 990 PF - PAGE 3 PART IV

ATLANTIC TRUST STATEMENT #1

ATHERTON FOUNDATION 56-5679194

Capital Gain/Loss Report for period 01/01/2009 to 10/31/2009

Shares / Par Value		Lot #	Open Date	Close Date	Net Proceeds	Cost	Gain / Loss Long	Gain / Loss Short
MCGRAW-HILL								
	60 0000	1	05/30/2008	10/23/2009	1,809 LT	2,501	-692	0
Totals.	60.0000				1,809	2,501	-692	0
MICROSOFT CORP								
	60.0000	1	07/04/1976	10/21/2009	1,592 LT	8	1,585	0
	100 0000	2	03/02/2006	10/21/2009	2,653 LT	2,721	-67	0
Totals:	160.0000				4,246	2,729	1,517	0
PACTIV CORPORATION -								
	100 0000	1	05/30/2008	07/23/2009	2,505 LT	2,469	36	0
Totals:	100.0000				2,505	2,469	36	0
UNITED TECHNOLOGIES								
	50 0000	3	04/19/2005	06/10/2009	2,743 LT	2,467	275	0
Totals:	50.0000				2,743	2,467	275	0

Account Totals:	73,976	~~93,068~~ 89946	-12,162	-6,930
Net Gain/Loss:	-19,092 ⟨15970⟩			

	PROCEEDS	COST	LT	ST
Σ ST = SHORT TERM TRANSACTIONS	10,881	17801		⟨6920⟩
Σ LT = LONG TERM TRANSACTIONS	63095	72145	⟨9050⟩	

If you have received compensation from a securities class-action settlement, please consult with your accountant to determine the appropriate tax treatment of settlement proceeds

FORM 990PF PAGE 3 PART IV
ATLANTIC TRUST STMT #1

ATHERTON FOUNDATION 36-3[illegible]9191

Capital Gain/Loss Report for period 01/01/2009 to 10/31/2009

	Shares / Par Value	Lot #	Open Date	Close Date		Net Proceeds	Cost	Gain / Loss Long	Gain / Loss Short
ATLANTIC WHITEHALL EQ INC - IS									
	144 6800	1	04/19/2007	04/23/2009	LT	1,000	1,706	-706	0
Totals:	144.6800					1,000	1,706	-706	0
CHESAPEAKE ENERGY CORP									
	75 0000	1	10/12/2007	04/21/2009	LT	1,453	2,826	-1,373	0
Totals:	75.0000					1,453	2,826	-1,373	0
EATON VANCE CORP									
	70 0000	1	02/06/2009	04/21/2009	ST	1,713	1,533	0	179
Totals:	70.0000					1,713	1,533	0	179
EXXON MOBIL CORP									
	50 0000	2	02/27/2001	02/06/2009	LT	3,983	2,074	1,909	0
Totals:	50.0000					3,983	2,074	1,909	0
FIDELITY NATIONAL INFORMATIO									
	1 0000	2	04/21/2009	10/07/2009	ST	12	9 ~~18~~	0	3 ~~7~~
Totals.	1.0000					12	9 ~~18~~	0	3 ~~7~~
HARBOR INTL INSTITUTNL CLASS									
	68 9700	7	11/19/2007	06/29/2009	LT	3,000	5,054	-2,054	0
	232.2000	7	11/19/2007	06/30/2009		10,000	~~17,015~~ 13903	~~-7,015~~ -3903	0
	5.5900	8	12/19/2007	08/26/2009		278	386	-108	0
	17 1100	9	12/19/2007	08/26/2009		850	1,181	-331	0
	43.4100	10	12/19/2007	08/26/2009		2,158	2,99~~7~~8	-840	0
	83 6300	1	02/02/2005	08/26/2009		4,156	3,550	606	0
	104 2000	6	04/19/2007	08/26/2009		5,179	7,000	-1 821	0
	108 2400	7	11/19/2007	08/26/2009		5,379	7,931	-2 552	0
	57 8800	1	02/02/2005	09/14/2009		3,000	2,457	543	0
	187 8200	1	02/02/2005	09/18/2009		10,000	7,973	2,027	0
Totals	909.0500					44,000	~~55,544~~ 52433	~~-11,544~~ (8433)	0
ISHARES MSCI EMERGING MKT IN FD									
	285 0000	1	08/06/2008	02/27/2009	ST	6,059	12,036	0	-5 977
	25 0000	1	08/06/2008	03/25/2009		632	1,056	0	-424
	75.0000	1	08/06/2008	06/04/2009		2,466	3 167	0	-701
Totals.	385.0000					9,157	16,26~~0~~ 59	0	-7,103
MARATHON OIL CORP									
	50 0000	1	10/12/2007	02/06/2009	LT	1,356	2,940	-1,584	0
Totals:	50.0000					1,356	2,940	-1,584	0

If you have received compensation from a securities class-action settlement, please consult with your accountant to determine the appropriate tax treatment of settlement proceeds

THE ABOVE INFORMATION IS BASED ON INPUT OBTAINED FROM VARIOUS SOURCES AND WE CANNOT BE RESPONSIBLE FOR ITS COMPLETE ACCURACY IT IS FURNISHED FOR YOUR CONVENIENCE AND AS A CHECK AGAINST YOUR CALCULATIONS ALL FIGURES ON REIT CAPITAL GAIN DISTRIBUTIONS AND MASTER LIMITED PARTNERSHIP (MLP) TRANSACTIONS ARE ESTIMATES FOR MLPs THE K1 SHOULD BE CONSULTED FOR ACTUAL GAIN OR LOSS REPORTING

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ATHERTON FOUNDATION [redacted] 36-3679194

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ATHERTON FOUNDATION (64A003009)

Total Short Term Gain or Loss, net of Capital Gains	$5,147.49
Total Long Term Gain or Loss, net of Capital Gains	-$4,324 88

ATHERTON FOUNDATION (64A003017)

Sub-Account Number	Asset Description	Cusip	Disposition Trade Date	Acquisition Date	Tax Effective Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
64A003017	SCHERING PLOUGH CORP COM	806605101	11/03/2009	06/10/2009	ST	-31 748	$787 50	$755 16	$32 34	$0 00
64A003017	ABBOTT LABORATORIES COM	002824100	11/12/2009	06/29/2007	LT	-60 000	$3,187 76	$3,240 63	$0 00	-$52 87
64A003017	ACCENTURE PLC CLASS A ORDINARYSHARES	G1151C101	11/12/2009	09/12/2007	LT	-50 000	$1,961 04	$1,992 95	$0 00	-$31 91
64A003017	ADVANCE AUTO PTS INC COM	00751Y106	11/12/2009	11/13/2007	LT	-70 000	$2,709 08	$2,520 35	$0 00	$188 73
64A003017	AETNA INC NEW COM	00817Y108	11/12/2009	11/10/2006	LT	-100.000	$2,948.07	$4,019 95	$0 00	-$1,071 88
64A003017	APACHE CORP COM	037411105	11/12/2009	11/05/2004	LT	-50 000	$4,884.42	$2,549 97	$0 00	$2,334 45
64A003017	AT&T INC COM	00206R102	11/12/2009	10/23/2006	LT	-145.000	$3,803.15	$4,557 10	$0 00	-$753 95
64A003017	AUTOMATIC DATA PROCESSING INC COM	053015103	11/12/2009	02/06/2009	ST	-50 000	$2,164.49	$1,988 40	$176 09	$0 00
64A003017	BANK NEW YORK MELLON CORP COM	064058100	11/12/2009	05/08/2007	LT	-94.000	$2,591 02	$4,120 05	$0 00	-$1,529 03
64A003017	BANK OF AMERICA CORP COM	060505104	11/12/2009	02/27/2001	LT	-140.000	$2,256.33	$3,628 27	$0 00	-$1,371 94
64A003017	CISCO SYS INC COM	17275R102	11/12/2009	10/02/2008	LT	-90 000	$2,089 79	$1,936 77	$0 00	$153 02
64A003017	COMCAST CORP CL A	20030N101	11/12/2009	11/13/2007	LT	-200.000	$3,057 17	$3,933 95	$0 00	-$876 78

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ATHERTON FOUNDATION [redacted] -36-3679194

ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

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ATHERTON FOUNDATION (64A003017)

Sub-Account Number	Asset Description	Cusip	Disposition Trade Date	Acquisition Date	Tax Effective Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
64A003017	CVS CAREMARK CORP COM	126650100	11/12/2009	01/09/2008	LT	-80 000	$2,374.18	$2,980 69	$0 00	-$606 51
64A003017	DANAHER CORP COM	235851102	11/12/2009	04/16/2008	LT	-30.000	$2,163 29	$2,322 71	$0 00	-$159 42
64A003017	DARDEN RESTAURANTS INC COM	237194105	11/12/2009	01/31/2008	LT	-70.000	$2,245 06	$1,966 94	$0 00	$278 12
64A003017	DEVON ENERGY CORP NEW COM	25179M103	11/12/2009	10/12/2007	LT	-40 000	$2,674 58	$3,546 75	$0 00	-$872 17
64A003017	EQT CORP COM	26884L109	11/12/2009	11/13/2007	LT	-50 000	$2,114 49	$2,662 45	$0 00	-$547 96
64A003017	EXELON CORP COM	30161N101	11/12/2009	09/14/2006	LT	-40 000	$1,839 80	$2,337 15	$0 00	-$497 35
64A003017	EXPRESS SCRIPTS INC COM	302182100	11/12/2009	05/16/2002	LT	-40 000	$3,410.56	$519 85	$0 00	$2,890 71
64A003017	FAIRPOINT COMMUNICATIONS INC COM	305560104	11/12/2009	11/27/2006	LT	-1.000	$0 04	$8 18	$0.00	-$8 14
64A003017	FIDELITY NATL INFORMATION SVCS INCCOM	31620M106	11/12/2009	04/21/2009	ST	-67 000	$1,506.55	$1,256 64	$249.91	$0 00
64A003017	FISERV INC COM	337738108	11/12/2009	10/12/2007	LT	-50 000	$2,388 98	$2,746 70	$0 00	-$357 72
64A003017	FPL GROUP INC COM	302571104	11/12/2009	01/31/2008	LT	-35 000	$1,771 10	$2,238 60	$0 00	-$467 50
64A003017	GENERAL DYNAMICS CORP COM	369550108	11/12/2009	08/29/2006	LT	-50 000	$3,325 46	$3,417 45	$0 00	-$91 99
64A003017	GENERAL ELEC CO COM	369604103	11/12/2009	02/03/2005	LT	-250.000	$3,941 19	$9,220 20	$0 00	-$5,279 01
64A003017	HEINZ H J CO COM	423074103	11/12/2009	02/06/2009	ST	-70 000	$2,925 37	$2,609 58	$315 79	$0 00
64A003017	HEWLETT PACKARD CO COM	428236103	11/12/2009	01/05/2006	LT	-150 000	$7,450 35	$4,429 95	$0 00	$3,020 40

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ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

Gain Loss Report

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ATHERTON FOUNDATION (64A003017)

Gain Loss Transaction Detail

Sub-Account Number	Asset Description	Cusip	Disposition Trade Date	Acquisition Date	Tax Effective Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
64A003017	INTERNATIONAL BUSINESS MACHS CORPCOM	459200101	11/12/2009	10/10/2006	LT	-25 000	$3,162 49	$2,127 20	$0 00	$1,035 29
64A003017	ISHARES TR MSCI EMERGING MKTS INDEXFD	464287234	11/12/2009	08/06/2008	LT	-185.000	$7,490 94	$7,813 07	$0 00	-$322 13
64A003017	JPMORGAN CHASE & CO COM	46625H100	11/12/2009	05/30/2008	LT	-100.000	$4,359.03	$4,371 95	$0.00	-$12 92
64A003017	LABORATORY CORP AMER HLDGS COM NEW	50540R409	11/12/2009	10/12/2007	LT	-50.000	$3,626 45	$3,912 79	$0 00	-$286 34
64A003017	LIBERTY GLOBAL INC COM SER A	530555101	11/12/2009	03/06/2007	LT	-100.000	$2,318 09	$3,042 58	$0 00	-$724 49
64A003017	LOWES COS INC COM	548661107	11/12/2009	11/22/2002	LT	-100 000	$2,143 09	$1,970 25	$0 00	$172 84
64A003017	MERCK & CO INC NEW COM	58933Y105	11/12/2009	06/10/2009	ST	-43 000	$1,423 77	$1,028.79	$394 98	$0 00
64A003017	MSCI INC CL A	55354G100	11/12/2009	02/06/2009	ST	-80 000	$2,559 78	$1,471.62	$1,088 16	$0 00
64A003017	NALCO HLDG CO COM	62985Q101	11/12/2009	05/09/2007	LT	-150 000	$3,531 10	$3,720 45	$0.00	-$189 35
64A003017	NIKE INC CL B	654106103	11/12/2009	11/13/2007	LT	-40 000	$2,546 18	$2,570 35	$0 00	-$24 17
64A003017	NORFOLK SOUTHN CORP COM	655844108	11/12/2009	07/24/2007	LT	-80 000	$4,106 14	$4,508 40	$0 00	-$402 26
64A003017	ONEOK INC NEW COM	682680103	11/12/2009	04/16/2008	LT	-40 000	$1,527 41	$1,980 92	$0 00	-$453 51
64A003017	ORACLE CORP COM	68389X105	11/12/2009	01/18/2007	LT	-150 000	$3,298 61	$2,607 45	$0 00	$691 16
64A003017	PEPSICO INC COM	713448108	11/12/2009	05/30/2008	LT	-50.000	$3,073.97	$3,445 30	$0 00	-$371 33
64A003017	PFIZER INC COM	717081103	11/12/2009	02/06/2009	ST	-175 000	$3,100 90	$2,629 20	$471 70	$0 00
64A003017	PRAXAIR INC COM	74005P104	11/12/2009	09/06/2006	LT	-50 000	$4,121 49	$2,885 95	$0 00	$1,235 54

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ATLANTIC TRUST

PRIVATE WEALTH MANAGEMENT

Gain Loss Report

Report Dates 11/01/2009 - 12/31/2009

ATHERTON FOUNDATION (64A003017)

Gain Loss Transaction Detail

Sub-Account Number	Asset Description	Cusip	Disposition Trade Date	Acquisition Date	Tax Effective Date	Shares / Par Value	Proceeds	Cost	Short Term Gain or Loss	Long Term Gain or Loss
64A003017	PROCTER & GAMBLE CO COM	742718109	11/12/2009	06/21/2001	LT	-70 000	$4,309 23	$2,186 52	$0 00	$2,122 71
64A003017	QUESTAR CORP COM	748356102	11/12/2009	02/06/2009	ST	-50.000	$2,099 49	$1,816 35	$283 14	$0 00
64A003017	STRYKER CORP COM	863667101	11/12/2009	04/21/2009	ST	-50 000	$2,459 98	$1,882 90	$577 08	$0 00
64A003017	TARGET CORP COM	87612E106	11/12/2009	11/13/2007	LT	-50 000	$2,447 98	$2,988 95	$0 00	-$540 97
64A003017	UNITED TECHNOLOGIES CORP COM	913017109	11/12/2009	04/19/2005	LT	-50 000	$3,343 46	$2,467 47	$0 00	$875 99
64A003017	UNITEDHEALTH GROUP INC COM	91324P102	11/12/2009	04/21/2009	ST	-50 000	$1,438 01	$1,174 90	$263 11	$0 00
64A003017	VENTAS INC COM	92276F100	11/12/2009	07/24/2007	LT	-100.000	$4,079 14	$3,475 70	$0 00	$603 44
64A003017	VERIZON COMMUNICATIONS INC COM	92343V104	11/12/2009	08/07/2008	LT	-110 000	$3,300.97	$3,770 44	$0 00	-$469 47
64A003017	VF CORP COM	918204108	11/12/2009	09/12/2007	LT	-50 000	$3,700.95	$4,078 38	$0 00	-$377 43
64A003017	WALGREEN CO COM	931422109	11/12/2009	08/07/2008	LT	-100 000	$3,909 04	$3,555 95	$0 00	$353 09
64A003017	WESTERN UN CO COM	959802109	11/12/2009	02/06/2009	ST	-200 000	$3,887 14	$2,591 95	$1,295 19	$0 00
64A003017	WILLIAMS COS INC COM	969457100	11/12/2009	05/30/2008	LT	-120 000	$2,375 50	$3,905 37	$0 00	-$1,529 87
						Totals	**$162,311.15**	**$161,488.54**	**$5,147.49**	**-$4,324 88**
						Grand Totals	**$162,311.15**	**$161,488.54**	**$5,147.49**	**-$4,324.88**

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PRIVATE WEALTH MANAGEMENT

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ATHERTON FOUNDATION (64A003017)

Long Term Distributions/Dividends

Sub-Account Number	Asset Description	Cusip	Posting Date	Tax Effective Date	Proceeds	Long Term Dist or Div
64A003017	MERCK & CO INC NEW COM	58933Y105	11/6/2009	ST	$8 21	$0 00
					Totals	$0 00
					Grand Totals	$0.00

	PROCEEDS	COST	ST	LT
Σ ST = SHORT TERM TRANSACTIONS	24 352 98	19205.49	5155.70	
Σ LT = LONG TERM TRANSACTIONS	137958.17	142283.05		<4324.88>

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ROBERT, MARTHA AND JOHN ATHERTON FOUNDATION
SCHEDULE OF EQUITIES
FOR THE YEAR ENDED DECEMBER 31, 2009
(SEE ACCOUNTANT'S COMPILATION REPORT)

	Current Number shares	Prior YE Donor's FMV	2009 Donor's FMV	Date Acquired	COST BASIS COMPUTATION Cost/Basis 12/31/2008	Buy/Sell Number shares	2009 Purchased	Interest Cost adjust	2009 Donors Cost	Cost Basis Sold	Cost Basis Book Value 12/31/2009	YTD CAPITAL GAIN/(LOSS) 2009 Proceeds from sale	Realized Gain/(loss)	Date of Sale	CURRENT PERIOD CHANGE FMV 12/31/2009	Unrealized Gain/(loss)	PRIOR YEAR FMV 12/31/08	12/31/08 Number shares
Fixed Income																		
Cash	-	$ -	$ -		$ -	$ -	$ -	$ -	$ -	$ -	$ 102,304	$ -	-		$ 102,304	-	$ -	-
TOTAL FIXED INCOME	-	$ -	$ -		$ -	-	$ -	$ -	$ -	$ -	$ 102,304	$ -	$ -		$ 102,304	$ -	$ -	$ -
Equities																		
A T & T	-	-	-	08/28/06	4,557	(145)	-	-	-	4,557	-	3,803	(754)	11/12/09		-	4 133	145
Abbot Labs	-	-	-	06/29/07	3,241	(60)	-	-	-	3,241	-	3,188	(53)	11/12/09		-	3,202	60
Accenture Ltd	-	-	-	09/17/07	1,993	(50)	-	-	-	1,993	-	1,961	(32)	11/12/09		-	1,640	50
Advance Auto Parts	-	-	-	11/13/07	2,520	(70)	-	-	-	2,520	-	2,709	189	11/12/09		-	2 356	70
Aetna Inc	-	-	-	11/10/06	4,020	(100)	-	-	-	4,020	-	2,948	(1,072)	11/12/09		-	2 850	100
Apache Corp	-	-	-	11/05/04	2,550	(50)	-	-	-	2,550	-	4,884	2,334	11/12/09		-	3,727	50
AIM Disciplined / Atlantic Whitehall	13,990	-	-	04/20/07	98,216	5,028	45,148	-	-	-	143,363	-	-		126,196	(17,168)	63,909	8,963
Atlantic Whitehall	-	-	-	04/20/07	1,706	(145)	-	-	-	1,706	-	1,000	(706)	4/23/09		-	1 034	145
Automated Data Processing ADP	-	-	-	02/11/09	-	-	1,988	-	-	1,988	-	2,164	176	11/12/09		-	-	-
Bank of America Corp	-	N/A	N/A	02/27/01	3,628	(140)	-	-	-	3,628	-	2,256	(1,372)	11/12/09		-	1,971	140
Bank of New York	-	-	-	05/05/07	4,120	(94)	-	-	-	4,120	-	2,591	(1,529)	11/12/09		-	2 663	94
C V S Caremark Corp	-	N/A	-	01/09/08	2,981	(80)	-	-	-	2,981	-	2,374	(607)	11/12/09		-	2,299	80
Chesapeake Energy	-	-	-	10/12/07	2,826	(75)	-	-	-	2,826	-	1,453	(1,373)	11/12/09		-	1,213	75
Cisco systems	-	-	-	10/02/08	1,937	(90)	-	-	-	1,937	-	2,090	153	11/12/09		-	1,467 00	90
Comcast Corp New	-	-	-	11/13/07	3,934	(200)	-	-	-	3,934	-	3,057	(877)	11/12/09		-	3 376	200
Danaher Corp DEL DHR	-	-	-	04/21/08	2,323	(30)	-	-	-	2,323	-	2,163	(159)	11/12/09		-	1 698	30
Darden Restaurants	-	N/A	-	02/05/08	1,967	(70)	-	-	-	1,967	-	2,245	278	11/12/09		-	1 973	70
Devon Energy	-	-	-	10/12/07	3,547	(40)	-	-	-	3,547	-	2,675	(872)	11/12/09		-	2,628	40
Eaton Vance	-	-	-	02/11/09	-	-	1,533	-	-	1,533	-	1,713	179	4/21/09		-	-	-
Equitable Resources Inc- EQT	-	-	-	11/13/07	2,662	(50)	-	-	-	2 662	-	2,114	(548)	11/12/09		-	1,678	50
Exelon Corp	-	-	-	09/19/06	2,337	(40)	-	-	-	2,337	-	1,840	(497)	11/12/09		-	2 224	40
Express Scripts	-	-	-	05/16/02	520	(40)	-	-	-	520	-	3,411	2,891	11/12/09		-	2,199	40
Exxon Mobil Corp	-	-	-	Various	2,074	(50)	-	-	-	2,074	-	3,983	1,909	2/6/09		-	3,992	50
F P L Group Inc	-	N/A	-	02/05/08	2,239	(35)	-	-	-	2,239	-	1,771	(468)	11/12/09		-	1 762	35
Fairpoint Commun Inc FRP	-	-	-	08/23/90	8	(1)	-	-	-	8	-	-	(8)	11/12/09		-	3	1
Fidelity Natl Info Svc	-	-	-	04/21/09		-	-	1,266	-	1,266	-	1,507	241	11/12/09		-		
Fidelity Natl Info Svc	-			10/01/09	-		-	9	-	9	-	12	3	10/7/09		-		
Fiserv Inc	-	-	-	10/12/07	2,747	(50)	-	-	-	2,747	-	2,389	(358)	11/12/09			1 819	50
General Dynamics	-	-	-	09/01/06	3,417	(50)	-	-	-	3,417	-	3,336	(81)	11/12/09			2,880	50
General Electric	-	-	-	04/23/99	9,220	(250)	-	-	-	9 220	-	3,941	(5 279)	11/12/09		-	4 050	250
Harbor International Fund	179	-	-	02/02/02	10,578	2	125	(3,135)	-	-	7,568	-	-		9,841	2,273	7 102	177
Harbor International Fund	-	-	-	02/02/02	10,430	(246)	-	-	-	10,430	-	13,000	2,570	9/14/09			9,870	246
Harbor International Fund	-	-	-	02/02/02	19,962	(362)	-	-	-	19,962	-	18,000	(1,962)	8/26/09		-	14,524	362
Harbor International Fund	-	-	-	02/02/02	5,054	(69)	-	-	-	5,054	-	3,000	(2,054)	6/30/09		-	2,768	69
Harbor International Fund	-	-	-	02/02/02	16,962	(232)	-	-	-	16,962	-	10,000	(6,962)	7/1/09		-	9,308	232
Heinz H J Co	-	-	-	02/11/09	-	-	2,610	-	-	2,610	-	2,925	316	11/12/09		-	-	-
Hewlett-Packard Co	-	-	-	01/05/06	4,430	(150)	-	-	-	4,430	-	7,450	3,020	11/12/09		-	5,444	150
Internl Business Machines IBM	-	-	-	10/10/06	2,127	(25)	-	-	-	2,127	-	3,162	1,035	11/12/09		-	2,104	25
ISHRES MSCI Emerg Mkt fund	-	-	-	08/11/08	7,813	(185)	-	-	-	7,813	-	7,491	(322)	11/12/09		-	4,619	185
ISHRES MSCI Emerg Mkt fund	-	-	-	08/11/08	13,092	(310)	-	-	-	13 092	-	6,691	(6,401)	3/4/09			7 741	310
ISHRES MSCI Emerg Mkt fund	-	-	-	08/11/08	3,167	(75)	-	-	-	3,167	-	2,466	(701)	6/4/09			1,873	75
ISHRES TR RUSSELL 2000	110	-	-	10/24/08	5,233		-	-	-	-	5,233	-	-		6,868	1,636	5,416	110
JPMorgan Chase	-	-	-	06/04/08	4,372	(100)	-	-	-	4,372	-	4,359	(13)	11/12/09		-	3 153	100
Lab CP of Amer ldg	-	-	-	10/12/07	3,913	(50)	-	-	-	3 913	-	3,626	(286)	11/12/09		-	3,221	50
Liberty Global Inc	-	-	-	03/09/07	3,043	(100)	-	-	-	3,043	-	2,318	(724)	11/12/09		-	1,592	100
Lowes Companies Inc	-	-	-	11/22/02	1,970	(100)	-	-	-	1,970	-	2,143	173	11/12/09		-	2,152	100
Marathon Oil	-	-	-	10/12/07	2,940	(50)	-	-	-	2,940	-	1,356	(1 584)	10/12/09		-	1 368	50
McGraw Hill Cos	-	-	-	06/04/08	2,501	(60)	-	-	-	2 501	-	1,809	(692)	10/23/09		-	1,391	60
Merck & Son	-	-	-	06/10/09		-	-	1,029	-	1,029	-	1,432	403	11/4/09		-		
Metavante Technologies	-	-	-	04/21/09	-	-	1,275	(1,275)	-	-	-	-	-			-	-	-
Microsoft	-	111	-	Various	2,728	(160)	-	-	-	2,728	-	4,246	1,518	10/21/09		-	3,110	160
MSCI Inc	-	-	-	02/11/09	-	-	1,472	-	-	1,472	-	2,560	1,088	11/12/09		-	-	-
Nalco holding Co	-	-	-	05/09/07	3,720	(150)	-	-	-	3,720	-	3,531	(189)	11/12/09		-	1,731	150
Nike	-	-	-	11/13/07	2,570	(40)	-	-	-	2,570	-	2,546	(24)	11/12/09		-	2,040	40
Norfolk southern Corp	-	-	-	07/27/07	4,508	(80)	-	-	-	4,508	-	4,106	(402)	11/12/09		-	3 764	80
Oneok Inc New	-	-	-	04/21/08	1,981	(40)	-	-	-	1,981	-	1,527	(454)	11/12/09		-	1 165	40
Oracle corp	-	-	-	01/10/07	2,607	(150)	-	-	-	2,607	-	3,299	691	11/12/09		-	2 660	150
Pactiv Corp	-	-	-	06/04/08	2,469	(100)	-	-	-	2,469	-	2,505	36	7/23/09		-	2,488	100
Pepsico Inc	-	-	-	06/04/08	3,445	(50)	-	-	-	3,445	-	3,074	(371)	11/12/09			2,739	50

ROBERT, MARTHA AND JOHN ATHERTON FOUNDATION
SCHEDULE OF EQUITIES
FOR THE YEAR ENDED DECEMBER 31, 2009
(SEE ACCOUNTANT'S COMPILATION REPORT)

	Current Number shares	Prior YE Donor's FMV	2009 Donor's FMV	Date Acquired	COST BASIS COMPUTATION Cost/Basis 12/31/2008	Buy/Sell Number shares	2009 Purchased	Interest Cost adjust	2009 Donors Cost	Cost Basis Sold	Cost Basis Book Value 12/31/2009	YTD CAPITAL GAIN/(LOSS) 2009 Proceeds from sale	Realized Gain/(loss)	Date of Sale	CURRENT PERIOD CHANGE FMV 12/31/2009	Unrealized Gain/(loss)	PRIOR YEAR FMV 12/31/08	12/31/08 Number shares
Pfizer Inc	-	-	-	02/11/09	-	-	2,629	-	-	2,629	-	3,101	472	11/12/09		-	-	-
Praxair Inc	-	-	-	09/11/06	2,886	(50)	-	-	-	2,886	-	4,121	1,236	11/12/09		-	2,968	50
Procter & Gamble	-	-	-	06/21/01	2,187	(70)	-	17	-	2,204	-	4,309	2,105	11/12/09		-	4,327	70
Questar Corp	-	-	-	02/11/09	-	-	1,816	-	-	1,816	-	2,099	283	11/12/09		-	-	-
Schering Plough Corp	-	-	-	06/10/09	-	-	1,029	(1,029)	-	-	-	-	-			-	-	-
Schering Plough Corp	-	-	-	06/10/09		-	755	-	-	755	-	788	32	11/5/09		-		
Stryker Corp	-	-	-	04/21/09	-	-	1,883	-	-	1,883	-	2,460	577	11/12/09		-	-	-
Target Corp	-	-	-	11/13/07	2,989	(50)	-	-	-	2,989	-	2,448	(541)	11/12/09		-	1,727	50
United Health Group	-	-	-	04/21/09	-	-	1,175	-	-	1,175	-	1,438	263	11/12/09		-	-	-
United Technologies Corp	-	-	-	05/18/01	2,467	(50)	-	-	-	2,467	-	3,343	876	11/12/09		-	2,680	50
United Technologies Corp	-	-	-	05/18/01	2,467	(50)	-	-	-	2,467	-	2,743	275	6/10/09		-	2,680	50
VF Corporation	-	-	-	09/12/07	4,078	(50)	-	-	-	4,078	-	3,701	(377)	11/12/09		-	2,739	50
Verizon Communications	-	-	-	11/30/06	3,770	(110)	-	-	-	3,770	-	3,301	(469)	11/12/09		-	3,729	110
Ventas Inc	-	-	-	07/27/07	3,476	(100)	-	-	-	3,476	-	4,079	603	11/12/09		-	3,357	100
Walgreens Co	-	-	-	08/07/08	3,556	(100)	-	-	-	3,556	-	3,909	353	11/12/09		-	2,467	100
Western Union Co	-	-	-	02/11/09	-	-	2,592	-	-	2,592	-	3,887	1,295	11/12/09		-	-	-
Williams Companies	-	-	-	04/13/07	3,905	(120)	-	-	-	3,905	-	2,376	(1,530)	11/12/09		-	1,733	120
TOTAL EQUITIES	14,280		$ -		$ 344,687	(608)	$ 66,030	$ (3,118)	$ -	$ 251,435	156,164	$ 236,306	$ (15,129)		$ 142,905	$ (13,259)	$ 254,496	14,888
TOTAL INVESTMENTS	14,280		$ -		$ 344,687	(608)	$ 66,030	$ (3,118)	$ -	$ 251,435	258,469	$ 236,306	$ (15,129)		$ 245,209	$ (13,259)	$ 254,496	14,888

Form **8868** (Rev April 2009)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545 1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization ROBERT AND MARTHA AND JOHN ATHERTON FOUNDATION	**Employer identification number** 36-3679194
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 2100 SOUTH WOLF ROAD	
	City, town or post office, state, and ZIP code For a foreign address, see instructions DES PLAINES, IL 60018	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ► MARTHA A. ATHERTON

Telephone No ► (847) 298-8600 FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above The extension is for the organization's return for

► [X] calendar year 20 09 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 43.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 2,162.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.