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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

Roderick MacArthur Foundation

A Employer identification number

51-0214450

Number and street (or P O box number if mail is not delivered to street address)

9333 North Milwaukee Avenue

Room/suite

B Telephone number

(847) 966-0143

City or town, state, and ZIP code

Niles, IL 60714

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐Foreign organizations meeting the 85% test,
2. check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 13,960,329.

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))

	(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	3,688,500.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	9,356.	9,356.		
4 Dividends and interest from securities	343,512.	343,512.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-471,660.			
b Gross sales price for all assets on line 6a	6,135,348.			
7 Capital gain net income (from Part IV, line 2)		0.		
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	18,973.			
12 Total. Add lines 1 through 11	3,588,681.	352,868.		
13 Compensation of officers, directors, trustees, etc	75,515.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits	24,919.			
16a Legal fees Stmt 2	11,333.			
b Accounting fees Stmt 3	18,400.			
c Other professional fees Stmt 4	99,403.	99,403.		
17 Interest				
18 Taxes Stmt 5	9,757.			
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	58.			
22 Printing and publications				
23 Other expenses Stmt 6	11,965.			
24 Total operating and administrative expenses. Add lines 13 through 23	251,350.	99,403.		
25 Contributions, gifts, grants paid	6,936,770.			
26 Total expenses and disbursements. Add lines 24 and 25	7,188,120.	99,403.		
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-3,599,439.			
b Net investment income (if negative, enter -0-)		253,465.		
c Adjusted net income (if negative, enter -0-)			0.	

123501
12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		45,469.	1,934.	1,934.	
	2	Savings and temporary cash investments		1,828,033.	739,446.	739,446.	
	3	Accounts receivable ▶ 40,027.		36,834.	40,027.	40,027.	
		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		22,393.	17,420.	17,420.	
	10a	Investments - U.S. and state government obligations Stmt 7		8,070,124.	6,624,258.	6,624,258.	
	b	Investments - corporate stock Stmt 8		5,153,693.	4,771,780.	4,771,780.	
	c	Investments - corporate bonds Stmt 9		1,708,530.	1,405,559.	1,405,559.	
Liabilities	11	Investments - land, buildings, and equipment basis ▶					
		Less: accumulated depreciation ▶					
	12	Investments - mortgage loans					
	13	Investments - other Stmt 10		307,671.	359,905.	359,905.	
	14	Land, buildings, and equipment; basis ▶					
		Less: accumulated depreciation ▶					
	15	Other assets (describe ▶)					
	16	Total assets (to be completed by all filers)		17,172,747.	13,960,329.	13,960,329.	
	Liabilities	17	Accounts payable and accrued expenses		35,033.	28,602.	
		18	Grants payable		528,000.	664,000.	
19		Deferred revenue					
20		Loans from officers, directors, trustees, and other disqualified persons					
21		Mortgages and other notes payable					
22		Other liabilities (describe ▶ Statement 11)		12,582.	31,854.		
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)		575,615.	724,456.		
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		16,597,132.	13,235,873.		
	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					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances		16,597,132.	13,235,873.		
31	Total liabilities and net assets/fund balances		17,172,747.	13,960,329.			

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	16,597,132.
2	Enter amount from Part I, line 27a	2	-3,599,439.
3	Other increases not included in line 2 (itemize) ▶ Unrealized Gain on Investments	3	238,180.
4	Add lines 1, 2, and 3	4	13,235,873.
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	13,235,873.

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 Publicly Traded Securities		P		
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,135,348.		6,607,008.	-471,660.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-471,660.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-471,660.
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))
2010	6,404,188.	15,517,996.	.412694
2009	6,233,281.	10,948,964.	.569303
2008	5,302,241.	14,063,527.	.377021
2007	4,870,116.	16,025,667.	.303895
2006	4,708,894.	16,018,834.	.293960

2 Total of line 1, column (d)	2	1.956873
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	.391375
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,246,015.
5 Multiply line 4 by line 3	5	5,966,909.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,535.
7 Add lines 5 and 6	7	5,969,444.
8 Enter qualifying distributions from Part XII, line 4	8	6,943,024.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,535.
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	2,535.
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	2,535.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	21,063.	
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	21,063.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,528.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 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
b 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
c Did the foundation file Form 1120-POL for this year?		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		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?	X	
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 2011 or the taxable year beginning in 2011 (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

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Marylou Bane Located at ► 9333 N. Milwaukee Ave., Niles, IL	Telephone no. ► (847) 966-0143 ZIP+4 ► 60714-1303		
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes	☒ No
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	2b
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 2011 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 2011.)	N/A	3b
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 2011?	4b	X

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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)?

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?

☒ 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 "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?

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
Solange D. MacArthur 9333 N. Milwaukee Ave. Niles, IL 60714	Director/Chairman 1.00	0.	0.	0.
John R. MacArthur 9333 N. Milwaukee Ave. Niles, IL 60714	Director/Vice Chairman/Secretary 1.00	0.	0.	0.
James D. Liggett 9333 N. Milwaukee Ave. Niles, IL 60714	President/Director/Asst. Secretary 1.00	0.	0.	0.
Marylou Bane 9333 N. Milwaukee Ave. Niles, IL 60714	Treasurer/Administrator 40.00	75,515.	7,547.	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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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	14,330,768.
b	Average of monthly cash balances	1b	1,147,420.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,478,188.
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	15,478,188.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	232,173.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,246,015.
6	Minimum investment return. Enter 5% of line 5	6	762,301.

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	762,301.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,535.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	2,421.
c	Add lines 2a and 2b	2c	4,956.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	757,345.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	757,345.
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	757,345.

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	6,943,024.
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	6,943,024.
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	2,535.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,940,489.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				757,345.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	4,667,933.			
b From 2007	4,889,234.			
c From 2008	5,327,225.			
d From 2009	6,236,742.			
e From 2010	6,409,402.			
f Total of lines 3a through e	27,530,536.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 6,943,024.				
a Applied to 2010, 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 2011 distributable amount				757,345.
e Remaining amount distributed out of corpus	6,185,679.			
5 Excess distributions carryover applied to 2011 (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:	33,716,215.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	4,667,933.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	29,048,282.			
10 Analysis of line 9:				
a Excess from 2007	4,889,234.			
b Excess from 2008	5,327,225.			
c Excess from 2009	6,236,742.			
d Excess from 2010	6,409,402.			
e Excess from 2011	6,185,679.			

N/A

- 4942(j)(3) or 4942(j)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2011)

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 D				6,800,986.
Total				▶ 3a 6,800,986.
b Approved for future payment See Statement D				664,000.
Total				▶ 3b 664,000.

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

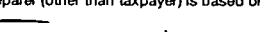
- | | | |
|--|--|-------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>1a(1)</p> <p>1a(2)</p> <p>1b(1)</p> <p>1b(2)</p> <p>1b(3)</p> <p>1b(4)</p> <p>1b(5)</p> <p>1b(6)</p> <p>1c</p> | <p>Yes</p> |
|--|--|-------------------|

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	 Signature of officer or trustee		10-12-24 Date		PRESIDENT Title		
Paid Preparer Use Only	Print/Type preparer's name David Faje		Preparer's signature 		Date 7-19-12	Check ☐ if self-employed	PTIN P00031371
	Firm's name ▶ MCGLADREY LLP					Firm's EIN ▶ 42-0714325	
	Firm's address ▶ 1 S. WACKER DRIVE, STE 800 CHICAGO, IL 60606					Phone no. 312-634-3400	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Roderick MacArthur Foundation

Employer identification number

51-0214450

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) and 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, total 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 total 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 its Form 990; or check the box on line H of its Form 990-EZ or on Part I, 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

Roderick MacArthur Foundation

51-0214450

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	John R. MacArthur 9333 N. Milwaukee Ave. Niles, IL 60714	\$ 3,688,000.	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.)
		\$	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.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

Roderick MacArthur Foundation

51-0214450

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization	Employer identification number
Roderick MacArthur Foundation	51-0214450

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(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

(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

Form 990-PF	Other Income	Statement	1
-------------	--------------	-----------	---

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Plains All American Pipeline, L.P.	18,973.	0.	0.
Total to Form 990-PF, Part I, line 11	18,973.	0.	0.

Form 990-PF	Legal Fees	Statement	2
-------------	------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kirkland & Ellis LLP	11,333.	0.	0.	11,333.
To Fm 990-PF, Pg 1, ln 16a	11,333.	0.	0.	11,333.

Form 990-PF	Accounting Fees	Statement	3
-------------	-----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
McGladrey	18,400.	0.	0.	18,400.
To Form 990-PF, Pg 1, ln 16b	18,400.	0.	0.	18,400.

Form 990-PF	Other Professional Fees	Statement	4
-------------	-------------------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advisory Research	89,704.	89,704.	0.	0.
Custodial Fees	9,699.	9,699.	0.	0.
To Form 990-PF, Pg 1, ln 16c	99,403.	99,403.	0.	0.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Excise Tax	2,535.	0.	0.	0.	
Deferred Excise Tax Benefit	4,762.	0.	0.	0.	
Unrelated Business Income Tax	2,460.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 18	9,757.	0.	0.	0.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Miscellaneous	1,025.	0.	0.	1,025.	
Computer Maintenance	1,243.	0.	0.	1,243.	
Trust Fees	95.	0.	0.	95.	
Payroll Processing	2,190.	0.	0.	2,190.	
Insurance	7,077.	0.	0.	7,077.	
Supplies	55.	0.	0.	55.	
Dues & Subscriptions	280.	0.	0.	280.	
To Form 990-PF, Pg 1, ln 23	11,965.	0.	0.	11,965.	

Form 990-PF	U.S. and State/City Government Obligations			Statement	7
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
See statement	X		6,624,258.	6,624,258.	
Total U.S. Government Obligations			6,624,258.	6,624,258.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			6,624,258.	6,624,258.	

Form 990-PF	Corporate Stock	Statement	8
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Description	Book Value	Fair Market Value
See statement	4,771,780.	4,771,780.
Total to Form 990-PF, Part II, line 10b	4,771,780.	4,771,780.

Form 990-PF	Corporate Bonds	Statement	9
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Description	Book Value	Fair Market Value
See statement	1,405,559.	1,405,559.
Total to Form 990-PF, Part II, line 10c	1,405,559.	1,405,559.

Form 990-PF	Other Investments	Statement	10
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Description	Valuation Method	Book Value	Fair Market Value
See statement	FMV	359,905.	359,905.
Total to Form 990-PF, Part II, line 13		359,905.	359,905.

Form 990-PF	Other Liabilities	Statement	11
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Description	BOY Amount	EOY Amount
Deferred Excise Tax	12,582.	17,346.
Checks in excess of deposits	0.	14,508.
Total to Form 990-PF, Part II, line 22	12,582.	31,854.

Roderick MacArthur Foundation
9333 N. Milwaukee Avenue
Niles, IL 60714

FYE 12/31/2011
51-0214450

Part II Balance Sheet

Line 10a: Invesmtents - US & State Government Obligations

	<u>Market</u>	<u>Maturity</u>
Fed Home Loan Bank	303,012	09/26/12
Fed Home Loan Bank	310,584	02/27/13
Fed Home Loan Bank	314,370	12/13/13
Fed Home Loan Bank	302,580	12/27/13
Fed Home Loan Bank	450,820	08/13/14
Fed Home Loan Mtg Nt	1,199,844	06/01/12
Fed Natl Mtg Nt	499,935	06/07/12
Federal Farm Credit	319,134	09/22/14
US T-Bills	599,538	11/15/12
US Treasury Note	401,236	07/31/12
US Treasury Note	403,328	08/15/13
US Treasury Note	502,305	11/15/13
US Treasury Note	600,072	11/30/13
US Treasury Note	417,500	07/31/15
Total US Government Obligations	<u>6,624,258</u>	

Line 10c: Invesmtents - Corporate Bonds

<u>Bonds</u>	<u>Market</u>	<u>Maturity</u>
AT&T	104,222	01/15/13
Berkshire Hathaway	106,485	08/15/13
Caterpillar Finance	128,079	02/15/19
Chesapeake Energy	114,500	02/15/15
Deere Cap Corp	106,689	09/09/13
Disney Co	107,638	12/15/13
Exelon Corp	107,748	06/15/15
General Electric	104,688	05/01/13
Glaxosmithkline	108,223	04/15/14
Hartford Fncial	100,608	03/15/17
Pepsico	106,325	03/01/14
Target Corp	104,831	06/15/13
Verizon	105,523	04/15/13
Total Bonds	<u>1,405,559</u>	

Roderick MacArthur Foundation
9333 N. Milwaukee Avenue
Niles, IL 60714

FYE 12/31/2011
51-0214450

Part II Balance Sheet

Line 10b: Invesmtents - Corporate Stocks

Common Stocks	Market	Shares
Alcoa	86,500	10,000
Cabot Oil & Gas	379,500	5,000
Capitol Fed Financial Inc	125,382	10,866
Centerpoint Energy	333,494	16,600
Comstock Res	22,491	1,470
Deltic Timbers	307,385	5,090
Denbury Residential	120,800	8,000
El Paso Electric	284,048	8,200
Encore Wire	186,480	7,200
Fifth Third Bancorp	190,800	15,000
Healthcare Services	250,490	14,160
Jefferies	171,875	12,500
JP Morgan Chase	199,500	6,000
Leucadia National	227,400	10,000
UMB	158,685	4,260
	<u>3,044,830</u>	

Preferred Stocks	Market	Shares
Apartment Investment	151,740	6,000
BAC Capital Trust V	111,420	6,000
Comcast Corp	130,450	5,000
Commonwealth REIT	182,610	9,000
Equity Residential pfd N	153,600	6,000
Fifth Third Cap Trust V	177,100	7,000
Goldman Sachs	312,130	13,000
Public Storage	381,900	15,000
Zions Capital Trust	126,000	5,000
	<u>1,726,950</u>	

Total Stocks	<u><u>4,771,780</u></u>	
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Line 13: Other Invesmtents

Plains All American	<u>359,905</u>	4,900
	<u><u>359,905</u></u>	

Roderick MacArthur Foundation
9333 N. Milwaukee Avenue
Niles, IL 60714

51-0214450
Year End 12/31/2011

Part XV - INFORMATION REGARDING GRANT & LOAN PROGRAMS

The Foundation does not accept unsolicited requests for funding.

The primary aims of the Roderick MacArthur Foundation in fulfilling its charitable, scientific, literary and educational purposes are to foster and protect freedom of expression, human rights, civil liberties and social justice.

The Roderick MacArthur Foundation made the following grants during its fiscal year ended 12/31/2011. All grantees were nonprofit tax-exempt organizations as defined under section 501(c)(3) of the Internal Revenue Code.

See attached grant listing Statement

STATEMENT XV

Roderick MacArthur Foundation
9333 N. Milwaukee Avenue
Niles, IL 60714

51-0214450
Year End 12/31/2011

Part VII-B 5(c) Statement on Expenditure Responsibility

1.

Grantee: Death Penalty Information Center

Grantee Status: Private Operating Foundation under Section 4942(j)(3)

Amount Paid: \$223,959

Purpose: General operating support of the organization.

Amount Spent
by Grantee: \$223,959

Diversions: None. To the knowledge of the Foundation, no part of the grant funds have been used for other than their intended purpose. In addition, the books of the Death Penalty Information Center are audited as a part of the Foundation's annual independent audit.

2.

Grantee: Roderick MacArthur Justice Center

Grantee Status: Private Operating Foundation under Section 4942(j)(3)

Amount Paid: \$863,027

Purpose: General operating support of the organization.

Amount Spent
by Grantee: \$863,027

Diversions: None. To the knowledge of the Foundation, no part of the grant funds have been used for other than their intended purpose. In addition, the books of the Roderick MacArthur Justice Center are audited as a part of the Foundation's annual independent audit.

STATEMENT VII-B

Roderick MacArthur Foundation**FYE 12/31/2011****EIN: 51-0214450****Organization****Project Description****Amount****GRANTS PAID****American Dance Institute**

Rockville, MD

to support their dance programs 2010-11

\$528,000

to support their dance programs 2011-12

\$336,000

Death Penalty Information Center

Washington, DC

general support

\$223,959

Harper's Magazine Foundation

New York, NY

to support the continuing operations of Harper's Magazine

\$4,850,000

Roderick MacArthur Justice Center

Chicago, IL

general support for 2011

\$863,027

Grand Total

\$6,800,986

GRANTS TO BE PAID**American Dance Institute**

Rockville, MD

general support for their 2011-12 dance programs

\$664,000.00

Grand Total

\$664,000.00

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 ☒
- 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

Electronic filing (e-file) - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Roderick MacArthur Foundation	☒ 51-0214450
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
File by the due date for filing your return. See instructions	9333 North Milwaukee Avenue	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Niles, IL 60714	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MARYLOU BANE

- The books are in the care of ► **9333 N. MILWAUKEE AVE. - NILES, IL 60714**

Telephone No ► **(847) 966-0143**

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 is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ calendar year **2011** or ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 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	\$ 7,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 21,063.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, 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.

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

Form **8868** (Rev. 1-2012)