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

2012

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

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

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

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)      J Accounting method:  Cash       Accrual  
 Other (specify)      (Part I, column (d) must be on cash basis) --  
 ► \$ 2,203,772.

		(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)	511,967.				
	2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B					
	3 Interest on savings and temporary cash investments					
	4 Dividends and interest from securities	2,532.	2,532.	2,532.		
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain/(loss) from sale of assets not on line 10	1,101,386.				
	b Gross sales price for all assets on line 10	2,344,168.				
	7 Capital gain net income (from Part IV, line 2)		1,101,386.			
	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	100,287.	74,419.			
	12 Total. Add lines 1 through 11	1,716,172.	1,178,337.	2,532.		
	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	11,836.	11,836.				
c Other prof fees (attach sch) SEE ST 3	1,804.	1,804.				
17 Interest						
18 Taxes (attach schedule)(see instrs) SEE STM 4	1,632.	1,632.				
19 Depreciation (attach sch) and depletion	6,198.					
20 Occupancy						
21 Travel, conferences, and meetings						
22 Printing and publications						
23 Other expenses (attach schedule) SEE STATEMENT 5	98,387.	143.				
24 Total operating and administrative expenses. Add lines 13 through 23	119,857.	15,415.				
25 Contributions, gifts, grants paid PART XV	456,430.			456,430.		
26 Total expenses and disbursements. Add lines 24 and 25	576,287.	15,415.	0.	456,430.		
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements	1,139,885.					
b Net investment income (if negative, enter -0)		1,162,922.				
c Adjusted net income (if negative, enter -0)			2,532.			

<b>Part.II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		<b>Beginning of year</b>	<b>End of year</b>	
		<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>ASSETS</b>	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	381,129.	483,983.	483,983.
	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 instructions)			
	7 Other notes and loans receivable (attach sch)	1,719,259.		
	Less: allowance for doubtful accounts		1,719,259.	1,719,259.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	22,448.	530.	530.
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)		667,922.		
15 Other assets (describe	9,747.			
16 <b>Total assets</b> (to be completed by all filers – see the instructions Also, see page 1, item 1)	1,081,246.	2,203,772.	2,203,772.	
<b>LIABILITIES</b>	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 <u>SEE STATEMENT 6</u> )	17,359.	1,036,401.	
	23 <b>Total liabilities</b> (add lines 17 through 22)	17,359.	1,036,401.	
<b>NET ASSETS</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>			<input checked="" type="checkbox"/>
	27 Capital stock, trust principal, or current funds	1,063,887.	1,167,371.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b> (see instructions)	1,063,887.	1,167,371.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	1,081,246.	2,203,772.	

**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	1,063,887.
2 Enter amount from Part I, line 27a	2	1,139,885.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,203,772.
5 Decreases not included in line 2 (itemize)	5	1,036,401.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,167,371.

**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)
1 a SEE STATEMENT 8				
b				
c				
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 1,101,386.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)				3 -7,799.
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				

**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))
2011	270,450.	2,151,320.	0.125714
2010	134,048.	2,084,152.	0.064318
2009	94,278.	2,056,124.	0.045852
2008	150,600.	2,184,048.	0.068955
2007	111,210.	401,310.	0.277117

2 Total of line 1, column (d)	2 0.581956
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 0.116391
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4 1,993,510.
5 Multiply line 4 by line 3	5 232,027.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 11,629.
7 Add lines 5 and 6	7 243,656.
8 Enter qualifying distributions from Part XII, line 4	8 456,430.

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)**

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1.	
Date of ruling or determination letter: <b>(attach copy of letter if necessary – see instrs)</b>		
1	11,629.	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2	0.	
3	11,629.	
4	0.	
5	11,629.	
6	Credits/Payments:	
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 1,258.
b	Exempt foreign organizations – tax withheld at source	6 b
c	Tax paid with application for extension of time to file (Form 8868)	6 c
d	Backup withholding erroneously withheld	6 d
7	Total credits and payments. Add lines 6a through 6d	
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax	Refunded
		7 1,258.
		8
		9 10,371.
		10
		11

**Part VII-A Statements Regarding Activities**

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?

	Yes	No
1a	X	

1b	X

1c	X

1d	0.

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

2	X

3	X

4a	X

4b	N/A

5	X

6	X

7	X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

8a	

8b	X

If 'Yes,' attach a detailed description of the activities

9	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

10	X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

11	

12	

13	

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

14	

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

15	

16	

If 'Yes,' attach the statement required by General Instruction T

17	

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

18	

19	

• By language in the governing instrument, or

20	

21	

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

22	

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

23	

24	

IL

25	

26	

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

27	

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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

28	

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

SEE STATEMENT 9

**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?	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 and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	► <input type="checkbox"/>
16	At any time during calendar year 2012, 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►				

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

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

1a	During the year did the foundation (either directly or indirectly)	Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ► <input type="checkbox"/>	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))	Yes	No
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2a	N/A
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) ► 20 __ , 20 __ , 20 __ , 20 __ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	N/A
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	N/A
b	If 'Yes,' did it have excess business holdings in 2012 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 2012) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5 a** 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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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 Yes  No Yes  No Yes  No 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)?

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)***6 a** 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?*If 'Yes' to 6b, file Form 8870.* Yes  No**7 a** 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  Yes  No

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 (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
SEE STATEMENT 10				
-----		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		

## 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	<u>N/A</u>	
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		
<b>Total.</b> Add lines 1 through 3		0

**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	1 a	
b Average of monthly cash balances	1 b	304,079.
c Fair market value of all other assets (see instructions)	1 c	1,719,789.
d Total (add lines 1a, b, and c)	1 d	2,023,868.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	2,023,868.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	30,358.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,993,510.
6 Minimum investment return. Enter 5% of line 5	6	99,676.

**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	99,676.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	11,629.
b Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	11,629.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	88,047.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	88,047.
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	88,047.

**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	1 a	456,430.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	456,430.
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	11,629.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	444,801.

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				88,047.
2 Undistributed income, if any, as of the end of 2012:			0.	
a Enter amount for 2011 only			0.	
b Total for prior years. 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	92,325.			
b From 2008	41,398.			
c From 2009	8,528.			
d From 2010	29,840.			
e From 2011	163,788.			
f Total of lines 3a through e	335,879.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 456,430.				
a Applied to 2011, 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 2012 distributable amount				88,047.
e Remaining amount distributed out of corpus	368,383.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	704,262.			
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 2011 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	92,325.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	611,937.			
10 Analysis of line 9:				
a Excess from 2008	41,398.			
b Excess from 2009	8,528.			
c Excess from 2010	29,840.			
d Excess from 2011	163,788.			
e Excess from 2012	368,383.			

BAA

Form 990-PF (2012)

**Part XIV** **Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

**Part XV** **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see 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 ►  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 or e-mail 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 XVI** **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
<b>a Paid during the year</b> SEE STATEMENT 11				
<b>Total</b>			► 3a	456,430.
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1</b>	Program service revenue					
a						
b						
c						
d						
e						
f						
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities					
<b>5</b>	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income					
<b>8</b>	Gain or (loss) from sales of assets other than inventory					
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory					
<b>11</b>	Other revenue:					
a	<u>INT INC ON INSTALL SALE</u>					
b						
c						
d						
e						
<b>12</b>	Subtotal Add columns (b), (d), and (e)					69,152.
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e)					13 1,099,763.

**Part XVII-B: Relationship of Activities to the Accomplishment of Event Purpose**

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 instructions )
N/A	

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

	Yes	No
<b>1</b> 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?		
<b>a</b> 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>b</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
<b>c</b> 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.

<b>(a) Line no.</b>	<b>(b) Amount involved</b>	<b>(c) Name of noncharitable exempt organization</b>	<b>(d) Description of transfers, transactions, and sharing arrangements</b>
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.

<b>(a) Name of organization</b>	<b>(b) Type of organization</b>	<b>(c) Description of relationship</b>
N/A		

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.

Sign  
Here

*Mark A. Alhstrom* 5/2/13  
Signature of officer or trustee Date

**TRUSTEE**

May the IRS discuss this return with the preparer shown below (see instructions)?

<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self employed	PTIN
	RUSSELL P. CANNIZZO, CPA		RUSSELL P. CANNIZZO, CPA	9/1/13		P00178698
	Firm's name	► RUSSELL P. CANNIZZO & COMPANY			Firm's EIN ► 55-0869078	
Firm's address	► 415 E. GOLF RD STE 119 ARLINGTON HEIGHTS, IL 60005-4049			Phone no (847) 718-0964		

**BAA**

**Form 990-PF (2012)**

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

Department of the Treasury  
Internal Revenue Service

OMB No 1545-0047

**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF

**2012**

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

Organization type (check one)

Filers of:

Form 990 or 990-EZ

**Section:**

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 (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).

**BAA 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) (2012)

Name of organization

Employer identification number

ROBERT AND MARTHA AND JOHN

36-3679194

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	\$ 15,655	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	\$ 28,610	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	\$ 22,230	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	\$ 6,640	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	\$ 20,184	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	\$ 13,595	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

ROBERT AND MARTHA AND JOHN

36-3679194

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	MARTHA A. ATHERTON	\$ 19,453.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	378 MEADOW LANE		(Complete Part II if there is a noncash contribution.)
	PALATINE, IL 60067		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
8	MARTHA A. ATHERTON	\$ 16,728.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	378 MEADOW LANE		(Complete Part II if there is a noncash contribution.)
	PALATINE, IL 60067		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
9	MARTHA A. ATHERTON	\$ 20,772.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	378 MEADOW LANE		(Complete Part II if there is a noncash contribution.)
	PALATINE, IL 60067		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
10	MARTHA A. ATHERTON	\$ 54,119.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	378 MEADOW LANE		(Complete Part II if there is a noncash contribution.)
	PALATINE, IL 60067		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
11	MARTHA A. ATHERTON	\$ 25,500.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	378 MEADOW LANE		(Complete Part II if there is a noncash contribution.)
	PALATINE, IL 60067		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
12	MARTHA A. ATHERTON	\$ 18,489.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
	378 MEADOW LANE		(Complete Part II if there is a noncash contribution.)
	PALATINE, IL 60067		

Name of organization

ROBERT AND MARTHA AND JOHN

Employer identification number

36-3679194

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	MARTHA A. ATHERTON	\$ 26,505	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
	378 MEADOW LANE		(Complete Part II if there is a noncash contribution.)
	PALATINE, IL 60067		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
14	MARTHA A. ATHERTON	\$ 19,245	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
	378 MEADOW LANE		(Complete Part II if there is a noncash contribution.)
	PALATINE, IL 60067		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
15	MARTHA A. ATHERTON	\$ 30,180	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
	378 MEADOW LANE		(Complete Part II if there is a noncash contribution.)
	PALATINE, IL 60067		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
16	MARTHA A. ATHERTON	\$ 29,693	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
	378 MEADOW LANE		(Complete Part II if there is a noncash contribution.)
	PALATINE, IL 60067		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
17	MARTHA A. ATHERTON	\$ 26,723	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
	378 MEADOW LANE		(Complete Part II if there is a noncash contribution.)
	PALATINE, IL 60067		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
18	MARTHA A. ATHERTON	\$ 26,196	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
	378 MEADOW LANE		(Complete Part II if there is a noncash contribution.)
	PALATINE, IL 60067		

Name of organization

ROBERT AND MARTHA AND JOHN

Employer identification number

36-3679194

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
19	MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	\$ 25,530.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
20	MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	\$ 31,692.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
21	MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	\$ 31,139.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
22	MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	\$ 31,139.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
23	MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	\$ 31,139.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
24	MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	\$ 31,139.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)
25	MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	\$ 31,139.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash	(Complete Part II if there is a noncash contribution.)

Name of organization

ROBERT AND MARTHA AND JOHN

Employer identification number

36-3679194

**Part I** 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
1	250 SHS ABBOTT LABS	\$ 15,655.	5/07/12
2	200 SHS ALLIANCE DATA SYSTEMS	\$ 28,610.	10/24/12
3	750 SHS COMCAST CORP	\$ 22,230.	5/07/12
4	202 SHS FIDELITY NATL INFO SRVS	\$ 6,640.	10/24/12
5	300 SHS FISERV INC	\$ 20,184.	5/07/12
6	230 SHS HARBOR INTL	\$ 13,595.	10/24/12

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

ROBERT AND MARTHA AND JOHN

Employer identification number

36-3679194

**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
7	100 SHS IBM	\$ 19,453.	10/24/12
8	150 SHS NIKE INC	\$ 16,728.	5/07/12
9	300 SHS PEPSICO INC	\$ 20,772.	10/24/12
10	1300 SHS TJX COS INC	\$ 54,119.	10/24/12
11	400 SHS TARGET CORP	\$ 25,500.	10/24/12
12	125 SHS VF CORP	\$ 18,489.	5/07/12

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

ROBERT AND MARTHA AND JOHN

Employer identification number

36-3679194

**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
13	1500 SHS WESTERN UNION CO	\$ 26,505.	5/07/12
14	550 SHS WILLIAMS CO	\$ 19,245.	10/24/12
15	25,000 NOTES BERKSHIRE HATHAWAY	\$ 30,180.	11/06/12
16	25,000 NOTES GENERAL ELECTRIC CO	\$ 29,693.	11/06/12
17	25,000 NOTES GOLDMAN SACHS	\$ 26,723.	11/06/12
18	25,000 NOTES HEWLETT PACKARD	\$ 26,196.	11/06/12

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

ROBERT AND MARTHA AND JOHN

Employer identification number

36-3679194

**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
19	25,000 NOTES JP MORGAN CHASE	\$ 25,530.	11/06/12
20	25,000 UST INFL INDEX	\$ 31,692.	11/06/12
21	25,000 UST INFL INDEX	\$ 31,139.	11/06/12
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	\$	
BAA	Schedule B (Form 990, 990-EZ, or 990-PF) (2012)		

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 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 total of *exclusively religious, charitable, etc, contributions of \$1,000 or less* for the year (Enter this information once. See instructions )► \$ N/A

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
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	

2012

**FEDERAL STATEMENTS**  
**ROBERT AND MARTHA AND JOHN**  
**ATHERTON FOUNDATION**

PAGE 1

CLIENT 953

36-3679194

5/01/13

06 55PM

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INT INC ON INSTALL SALE	\$ 74,419.	74,419.	
RENTAL INCOME - NONINVESTMENT PROPERTY	25,868.		
<b>TOTAL</b>	<b>\$ 100,287.</b>	<b>\$ 74,419.</b>	<b>0.</b>

**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	\$ 11,836.	\$ 11,836.		
<b>TOTAL</b>	<b>\$ 11,836.</b>	<b>\$ 11,836.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**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	\$ 1,804.	\$ 1,804.		
<b>TOTAL</b>	<b>\$ 1,804.</b>	<b>\$ 1,804.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 4**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INCOME TAXES	\$ 1,632.	\$ 1,632.		
<b>TOTAL</b>	<b>\$ 1,632.</b>	<b>\$ 1,632.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

2012

**FEDERAL STATEMENTS**  
**ROBERT AND MARTHA AND JOHN**  
**ATHERTON FOUNDATION**

PAGE 2

CLIENT 953

36-3679194

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06 55PM

**STATEMENT 5**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	<b>(A) EXPENSES PER BOOKS</b>	<b>(B) NET INVESTMENT INCOME</b>	<b>(C) ADJUSTED NET INCOME</b>	<b>(D) CHARITABLE PURPOSES</b>
BANK FEES	\$ 143.	\$ 143.		
RENTAL EXPENSES	98,244.			
<b>TOTAL</b>	<b>\$ 98,387.</b>	<b>\$ 143.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**STATEMENT 6**  
**FORM 990-PF, PART II, LINE 22**  
**OTHER LIABILITIES**

DEFERRED GAIN ON INSTALLMENT SALE	\$ 1,036,401.
	<b>TOTAL</b> <u><u>\$ 1,036,401.</u></u>

**STATEMENT 7**  
**FORM 990-PF, PART III, LINE 5**  
**OTHER DECREASES**

EXCESS TAX GAIN OVER BK GAIN ON INSTALL SALE	\$ 1,036,401.
	<b>TOTAL</b> <u><u>\$ 1,036,401.</u></u>

**STATEMENT 8**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

<b>ITEM</b>	<b>(A) DESCRIPTION</b>	<b>(B) HOW ACQUIRED</b>	<b>(C) DATE ACQUIRED</b>	<b>(D) DATE SOLD</b>
1	250 ABBOTT LABORATORIES	DONATED	5/07/2012	5/17/2012
2	200 ALLIANCE DATA SYSTEMS	DONATED	10/24/2012	11/02/2012
3	750 COMCAST CORP	DONATED	5/07/2012	5/17/2012
4	202 FIDELITY NATIONAL INFO SVCS	DONATED	10/24/2012	11/02/2012
5	300 FISERV INC	DONATED	5/07/2012	5/17/2012
6	230 HARBOR INTERNATIONAL FD	DONATED	10/24/2012	11/02/2012
7	100 INTERNATIONAL BUSINESS MACHINES	DONATED	10/24/2012	11/20/2012
8	150 NIKE INC	DONATED	5/07/2012	5/17/2012
9	300 PEPSICO INC	DONATED	10/24/2012	11/02/2012
10	1300 TJS COS INC	DONATED	10/24/2012	11/02/2012
11	400 TARGET CORP	DONATED	10/24/2012	11/02/2012
12	125 VF CORPORATION	DONATED	5/07/2012	5/17/2012
13	1500 WESTERN UNION	DONATED	5/07/2012	5/17/2012
14	550 WILLIAMS CO	DONATED	10/24/2012	11/02/2012
15	183 WPX ENERGY INC	DONATED	5/07/2012	5/17/2012
16	25,000 BERKSHIRE HATHAWAY BONDS	DONATED	11/06/2012	11/29/2012
17	25,000 GENERAL ELECTRIC BONDS	DONATED	11/06/2012	11/29/2012
18	25,000 GOLDMAN SACHS BONDS	DONATED	11/06/2012	11/29/2012
19	25,000 HEWLETT PACKARD BONDS	DONATED	11/06/2012	11/29/2012
20	25,000 JP MORGAN CHASE BONDS	DONATED	11/06/2012	11/29/2012

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**STATEMENT 8 (CONTINUED)**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

<u>ITEM</u>	<u>(A) DESCRIPTION</u>		<u>(B) HOW ACQUIRED</u>	<u>(C) DATE ACQUIRED</u>	<u>(D) DATE SOLD</u>
	<u>(E) GROSS SALES</u>	<u>(F) DEPREC. ALLOWED</u>			
21	25,000	US TREASURY BONDS	DONATED	11/06/2012	11/28/2012
22	25,000	US TREASURY BONDS	DONATED	11/06/2012	11/28/2012
23	OXFORD PROPERTY		DONATED	12/31/2008	2/17/2012
23	CAPITAL GAIN DIVIDENDS				
	<u>(E) GROSS SALES</u>	<u>(F) DEPREC. ALLOWED</u>	<u>(G) COST BASIS</u>	<u>(H) GAIN (LOSS)</u>	
1	15,598.		15,655.	-57.	\$ -57.
2	28,745.		28,610.	135.	135.
3	21,464.		22,230.	-766.	-766.
4	6,765.		6,640.	125.	125.
5	19,677.		20,184.	-507.	-507.
6	13,625.		13,595.	30.	30.
7	18,886.		19,453.	-567.	-567.
8	15,741.		16,728.	-987.	-987.
9	20,775.		20,772.	3.	3.
10	54,331.		54,119.	212.	212.
11	25,147.		25,500.	-353.	-353.
12	16,856.		18,489.	-1,633.	-1,633.
13	25,284.		26,505.	-1,221.	-1,221.
14	18,175.		19,245.	-1,070.	-1,070.
15	2,903.		3,089.	-186.	-186.
16	30,078.		30,180.	-102.	-102.
17	29,472.		29,693.	-221.	-221.
18	26,649.		26,723.	-74.	-74.
19	25,724.		26,196.	-472.	-472.
20	25,409.		25,530.	-121.	-121.
21	31,663.		31,692.	-29.	-29.
22	31,201.		31,139.	62.	62.
23	1840000.	116,212.	847,027.	1109185.	
					TOTAL \$ 1101386.

**STATEMENT 9**  
**FORM 990-PF, PART VII-A, LINE 10**  
**SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR**

NAME OF SUBSTANTIAL CONTRIBUTORADDRESS OF SUBSTANTIAL CONTRIBUTOR

MARTHA ATHERTON

378 E MEADOWS LANE  
PALATINE, IL 60067

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**STATEMENT 10**  
**FORM 990-PF, PART VIII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT / OTHER
MARTHA A. ATHERTON 378 MEADOW LANE PALATINE, IL 60067	TRUSTEE 0	\$ 0.	\$ 0.	\$ 0.
JOHN C. BOECHER 2100 S. WOLF DES PLAINES, IL 60018	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.
LINDA ANDERSON 2100 S. WOLF ROAD DES PLAINES, IL 60018	TRUSTEE 0	0.	0.	0.
<b>TOTAL</b> \$ <u>0.</u> \$ <u>0.</u> \$ <u>0.</u> \$ <u>0.</u>				

**STATEMENT 11**  
**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		\$ 21,930.
SISTER CITIES INTERNATIONAL 1301 PENNSYLVANIA AV NW ST 850 WASHINGTON, DC 20004	NONE	GENERAL		3,500.
AMERICAN RED CROSS DISTRIB CTR 2200 W. HARRISON ST CHICAGO, IL 60612	NONE	GENERAL		1,000.
MEADSVILLE THEOLOGICAL SEMINAR 5701 S. WOODLAWN AVE CHICAGO, IL 60637	NONE	GENERAL		200,000.

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**STATEMENT 11 (CONTINUED)**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
CYSTIC FIBROSIS FOUNDATN 150 N. MICHIGAN AVE 4TH F CHICAGO, IL 60601	NONE		GENERAL	\$ 105,000.
PALATINETOWNSHIP SENIOR COUNCIL 505 QUINTIN ROAD PALATINE, IL 60067	NONE		GENERAL	2,000.
AMERICAN HEART ASSOC 208 S. LASALLE ST SUITE 900 CHICAGO, IL 60604	NONE		GENERAL	1,000.
PORLAND RESCUE MISSION 111 W. BURNSIDE ST PORTLAND, OR 97208	NONE		GENERAL	10,000.
NARSAD RESEARCH 60 CUTTER MILL RD SUITE 404 GREAT NECK, NY 11021	NONE		GENERAL	100,000.
OPPORTUNITY INTERNATIONAL PO BOX 3695 OAK BROOK, IL 60522, IL 60522	NONE		GENERAL	5,000.
BETA GAMMA SIGMA 123 WELDON PARKWAY MARYLAND HEIGHTS, MO 63043	NONE		GENERAL	500.
INDIANA UNIVERSITY FOUNDATION PO BOX 8128 PALATINE, IL 60078	NONE		GENERAL	500.
AMER WOMEN FOR INTL UNDERSTANDING -AWIU PO BOX 60741 SANTA BARBARA, CA 93160	NONE		GENERAL	5,000.
TRINITY FOUNDATION 100 N GOUGAR RD JOLIET, IL 60432	NONE		GENERAL	1,000.

TOTAL \$ 456,430.

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NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/BASIS	BUS. PCT.	CUR. BONUS/ALLOW.	SPECIAL DEPR.	179/ BONUS/ DEPR.	PRIOR DEC. BAL. /BASIS	SAVAG /DEPR.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
RENTAL ACTIVITY - COMMERCIAL - OXFORD BLDG. DES PLANES 1																
BUILDINGS																
2	BLDG-2101 OXFORD DP	12/31/08	2/17/12	267,787					267,787		76,512		S/L	10.5		4,251
3	BLDG-2101 OXFORD DP	12/31/08	2/17/12	17,690					17,690		4,614		S/L	11.5		256
TOTAL BUILDINGS				285,477		0	0	0	0	0	285,477		81,126			4,507
IMPROVEMENTS																
4	TENANT IMPR - STE 2105	12/31/08	2/17/12	3,620					3,620		330		S/L	33		18
5	TENANT IMPR -2129 TRINITY	12/31/08	2/17/12	4,832					4,832		432		S/L	33.5		24
6	TENANT IMPR -2129 TRINITY	12/31/08	2/17/12	241,564					241,564		18,582		S/L	MM	39	1,067
7	TENANT IMPR -2129 CARPET	12/31/08	2/17/12	5,865					5,865		2,514		S/L	MQ	7	1,4280
8	TENANT IMPR -2129 TRINITY	6/30/09	2/17/12	25,534					25,534		1,637		S/L	39		109
9	TENANT IMPR -2129 TRINITY	6/30/09	2/17/12	15,840					15,840		1,015		S/L	39		68
10	TENANT IMPR -2129 TRINITY	6/30/09	2/17/12	55,899					55,899		3,583		S/L	39		239
11	TENANT IMPR -2129 TRINITY	11/01/09	2/17/12	14,305					14,305		795		S/L	39		61
TOTAL IMPROVEMENTS				367,459		0	0	0	0	0	367,459		28,888			1,691
LAND																
12	LAND 2101 OXFORD , DP	12/31/08	2/17/12	125,000									125,000		0	
TOTAL LAND				125,000		0	0	0	0	0			125,000		0	
TOTAL DEPRECIATION				777,936		0	0	0	0	0			777,936		110,014	6,198

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NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR. 179/ BONUS/ ALLOW.	SPECIAL DEPR.	PRIOR BONUS/ SP. DEPR.	179/ DECR. BAL.	SALVAG. /BASIS REDICT.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
	GRAND TOTAL DEPRECIATION			<u>777,936</u>		<u>0</u>		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>777,936</u>	<u>110,014</u>			<u>6,198</u>
	DEPRECIATION ASSETS SOLD			777,936		0		0	0	0	0	777,936	110,014			6,198
	DEPR REMAINING ASSETS			<u>0</u>		<u>0</u>		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>			<u>0</u>