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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning AUG 1, 2012, and ending JUL 31, 2013

Name of foundation <b>ELYSE MEREDITH ROBERTS AND RAYMOND JOHN ROBERTS CHARITABLE FOUNDATION</b>		A Employer identification number <b>52-2333799</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>88 BRINKER RD.</b>		B Telephone number <b>(847) 382-6846</b>
City or town, state, and ZIP code <b>BARRINGTON HILLS, IL 60010</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>8926201.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
Revenue	1 Contributions, gifts, grants, etc., received	69443.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	206131.	206131.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	165294.			
	b Gross sales price for all assets on line 6a	8377760.			
	7 Capital gain net income (from Part IV, line 2)		165294.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	440868.	371425.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 1	8128.	8128.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 2	721.	721.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	6209.	6209.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	15058.	15058.		0.
	25 Contributions, gifts, grants paid	449000.			449000.
26 Total expenses and disbursements. Add lines 24 and 25	464058.	15058.		449000.	
27 Subtract line 26 from line 12	-23190.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		356367.			
c Adjusted net income (if negative, enter -0-)			N/A		

4

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

Form 990-PF (2012)

52-2333799 Page 2

<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	84883.	38183.	38183.
	2 Savings and temporary cash investments			
	3 Accounts receivable <input type="checkbox"/> <small>Less allowance for doubtful accounts <input type="checkbox"/></small>			
	4 Pledges receivable <input type="checkbox"/> <small>Less allowance for doubtful accounts <input type="checkbox"/></small>			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable <input type="checkbox"/> <small>Less allowance for doubtful accounts <input type="checkbox"/></small>			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations <b>STMT 4</b>	0.	1257931.	1186930.
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis <input type="checkbox"/> <small>Less accumulated depreciation <input type="checkbox"/></small>			
	12 Investments - mortgage loans			
	13 Investments - other <b>STMT 5</b>	8916837.	7627100.	7701088.
14 Land, buildings, and equipment basis <input type="checkbox"/> <small>Less accumulated depreciation <input type="checkbox"/></small>				
15 Other assets (describe <input type="checkbox"/> )				
<b>16 Total assets (to be completed by all filers)</b>	<b>9001720.</b>	<b>8923214.</b>	<b>8926201.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	55315.		
	21 Mortgages and other notes payable			
22 Other liabilities (describe <input type="checkbox"/> )				
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>55315.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	8946405.	8923214.	
<b>30 Total net assets or fund balances</b>	<b>8946405.</b>	<b>8923214.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>9001720.</b>	<b>8923214.</b>		

**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	8946405.
2 Enter amount from Part I, line 27a	2	-23190.
3 Other increases not included in line 2 (itemize) <input type="checkbox"/>	3	0.
4 Add lines 1, 2, and 3	4	8923215.
5 Decreases not included in line 2 (itemize) <input type="checkbox"/> <b>ROUNDING</b>	5	1.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>8923214.</b>

**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			
b SEE ATTACHED STATEMENTS			
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 8377760.		8212466.	165294.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			165294.

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	165294.
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 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 (col (b) divided by col (c))
2011	459717.	8717010.	.052738
2010	427375.	9032309.	.047316
2009	396550.	8475580.	.046787
2008	391368.	7573462.	.051676
2007	516791.	10100305.	.051166

2 Total of line 1, column (d)	2	.249683
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	.049937
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8908447.
5 Multiply line 4 by line 3	5	444861.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3564.
7 Add lines 5 and 6	7	448425.
8 Enter qualifying distributions from Part XII, line 4	8	449000.

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.

ELYSE MEREDITH ROBERTS AND RAYMOND  
JOHN ROBERTS CHARITABLE FOUNDATION

Form 990-PF (2012)

52-2333799 Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3564.
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	3564.
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	3564.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2120.	
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	2120.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1444.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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 2012 or the taxable year beginning in 2012 (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

Form 990-PF (2012)

ELYSE MEREDITH ROBERTS AND RAYMOND  
JOHN ROBERTS CHARITABLE FOUNDATION

Form 990-PF (2012)

52-2333799

Page 5

**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 ► ELYSE M. ROBERTS Telephone no ► (847) 382-6846 Located at ► 88 BRINKER RD., BARRINGTON HILLS, IL ZIP+4 ► 60010			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? 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?	<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 checked="" type="checkbox"/> Yes <input 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	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 2012?	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 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 ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Form 990-PF (2012)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

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

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Form 990-PF (2012)

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

[illegible]**Total number of others receiving over \$50,000 for professional services**

Total number of others receiving over \$50,000 for professional services	
<b>Part IX-A</b>	<b>Summary of Direct Charitable Activities</b>

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.

Number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
1	N/A
2	
3	
4	

<b>Part IX-B</b>	<b>Summary of Program-Related Investments</b>
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

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

Form **990-PF** (2012)



**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	8115221.
b	Average of monthly cash balances	1b	928888.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9044109.
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	9044109.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	135662.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8908447.
6	Minimum investment return. Enter 5% of line 5	6	445422.

**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	445422.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3564.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3564.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	441858.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	441858.
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	441858.

**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	449000.
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	449000.
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	3564.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	445436.

**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

Form 990-PF (2012)

**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				441858.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	24194.			
b From 2008	17259.			
c From 2009				
d From 2010				
e From 2011	28032.			
f Total of lines 3a through e	69485.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	449000.			
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				441858.
e Remaining amount distributed out of corpus	7142.			
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:	76627.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	24194.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	52433.			
10 Analysis of line 9				
a Excess from 2008	17259.			
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	28032.			
e Excess from 2012	7142.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling



b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities				
Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

**SEE STATEMENT 6**

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 XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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>				
BREHM SCHOOL FOUNDATION 1245 E. GRAND AVE. CARBONDALE, IL 62901		501(C)(3)	EDUCATIONAL	40000.
FRIENDS OF REFUGEES OF EASTERN EUROPE 1383 PRESIDENT ST. BROOKLYN, NY 11213		501(C)(3)	CHARITABLE	1000.
JOURNEY CARES 405 LAKE ZURICH RD. BARRINGTON, IL 60010		501(C)(3)	CHARITABLE	5000.
LAKESIDE LEGACY CENTER 401 COUNTRY CLUB RD. CRYSTAL LAKE, IL 60014		501(C)(3)	CHARITABLE	1500.
MIDWEST PESTICIDE ACTION CENTER 4611 N. RAVENWOOD AVE. CHICAGO, IL 60640		501(C)(3)	EDUCATIONAL	10000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>449000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



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

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

[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		

<b>Sign Here</b>	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 1)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee <i>Elmer M. Roberts</i>		Date <i>03/19/14</i>	Title <i>President</i>	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>KENNETH G. DVORAK</b>	Preparer's signature <i>Kenneth G. Dvorak</i>	Date <b>03/18/14</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00075173</b>
	Firm's name ▶ <b>WEISS, SUGAR, DVORAK &amp; DUSEK, LTD.</b>				Firm's EIN ▶ <b>36-2996439</b>
	Firm's address ▶ <b>20 N. WACKER DR., SUITE 2250 CHICAGO, IL 60606</b>				Phone no <b>(312) 332-6622</b>

**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

**2012**

Name of the organization

ELYSE MEREDITH ROBERTS AND RAYMOND  
JOHN ROBERTS CHARITABLE FOUNDATION

Employer identification number

52-2333799

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) (2012)**

Name of organization <b>ELYSE MEREDITH ROBERTS AND RAYMOND JOHN ROBERTS CHARITABLE FOUNDATION</b>	Employer identification number <b>52-2333799</b>
--	---

**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	ELYSE M. ROBERTS 88 BRINKER RD. BARRINGTON HILLS, IL 60010	\$ 69443.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Employer identification number

52-2333799

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

Name of organization

ELYSE MEREDITH ROBERTS AND RAYMOND  
JOHN ROBERTS CHARITABLE FOUNDATION

Employer identification number

52-2333799

**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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	VANGUARD ADMIRAL SHORT TERM CORP	P	VARIOUS	09/26/12
b	VANGUARD ADMIRAL SHORT TERM CORP FD.	P	VARIOUS	10/15/12
c	VANGUARD ADMIRAL SHORT TERM CORP FD.	P	VARIOUS	07/18/13
d	VANGUARD ADMIRAL SHORT TERM CORP FD.	P	VARIOUS	07/18/13
e	VANGUARD ADMIRAL SHORT TERM CORP FD.	P	VARIOUS	07/31/13
f	DFA INTERNATIONAL FUND	P	08/06/07	01/02/13
g	DODGE AND COX STOCK FUND	P	VARIOUS	09/27/12
h	DODGE AND COX STOCK FUND	P	VARIOUS	01/02/13
i	LONGLEAF PARTNERS FUND	P	VARIOUS	09/27/12
j	PIMCO ALL ASSET FUND	P	VARIOUS	09/27/12
k	PIMCO COMMUNITY REAL	P	10/01/12	06/07/13
l	THE MERGER FUND	P	VARIOUS	09/27/12
m	THE MERGER FUND	P	VARIOUS	06/07/13
n	THIRD AVENUE SMALL CAP VALUE	P	VARIOUS	09/07/12
o	THIRD AVENUE SMALL CAP VALUE	P	VARIOUS	01/02/13

(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	999975.		990563.	9412.
b	99975.		98874.	1101.
c	370456.		375000.	-4544.
d	309519.		311485.	-1966.
e	265975.		267680.	-1705.
f	169975.		248893.	-78918.
g	234975.		237636.	-2661.
h	432975.		424853.	8122.
i	1348112.		1397330.	-49218.
j	1499241.		1418818.	80423.
k	485336.		564000.	-78664.
l	92000.		90608.	1392.
m	284000.		279177.	4823.
n	522000.		368078.	153922.
o	277427.		192824.	84603.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			9412.
b			1101.
c			-4544.
d			-1966.
e			-1705.
f			-78918.
g			-2661.
h			8122.
i			-49218.
j			80423.
k			-78664.
l			1392.
m			4823.
n			153922.
o			84603.

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	
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	

**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	THIRD AVENUE FUND	P	VARIOUS	01/02/13
b	VARIOUS MUNICIPAL BONDS	P	VARIOUS	06/14/13
c	25000 NY STATE DORM 5.33% BOND	P	12/14/12	07/01/13
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 50515.		64785.	-14270.
b 822569.		856272.	-33703.
c 25000.		25590.	-590.
d 87735.			87735.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-14270.
b			-33703.
c			-590.
d			87735.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	165294.
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

ELYSE MEREDITH ROBERTS AND RAYMOND  
JOHN ROBERTS CHARITABLE FOUNDATION

52-2333799

**Part XV** **Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
13 DONUTS 2506 ALMADEN CT. LOS ANGELES, CA 90077		501(C)(3)	CHARITABLE	5000.
SPECIAL EDUCATION ADVOCACY CENTER 4322 HARDING PIKE, SUITE 4170 NASHVILLE, TN 37205		501(C)(3)	EDUCATIONAL	1500.
ALEXIAN BROTHERS FOUNDATION 3040 SALT CREEK LN. ARLINGTON HEIGHTS, IL 60005		501(C)(3)	CHARITABLE	50000.
ART INSTITUTE OF CHICAGO 111 S. MICHIGAN AVE. CHICAGO, IL 60605		501(C)(3)	EDUCATIONAL	1000.
BARRINGTON CHAPTER LYRIC OPERA OF CHICAGO 1703 SHORELINE DR. ST CHARLES, IL 60174		501(C)(3)	CHARITABLE	500.
BARRINGTON AREA CONSERVATION TRUST 210 W. MAIN ST. BARRINGTON, IL 60010		501(C)(3)	CHARITABLE	1000.
BARRINGTON YOUTH DANCE ENSEMBLE 758 W. NORTHWEST HWY. BARRINGTON HILLS, IL 60010		501(C)(3)	CHARITABLE	10000.
BEYOND PESTICIDES 701 E. ST. WASHINGTON, DC 20090		501(C)(3)	EDUCATIONAL	50000.
BIO INTEGRAL RESOURCE CENTER P.O. BOX 7414 BERKLEY, CA 94707		501(C)(3)	CHARITABLE	1000.
CLCC SCHOLARSHIP FOUNDATION P.O. BOX 1734 CRYSTAL LAKE, IL 60039		501(C)(3)	EDUCATIONAL	1500.
Total from continuation sheets				391500.

ELYSE MEREDITH ROBERTS AND RAYMOND  
JOHN ROBERTS CHARITABLE FOUNDATION

52-2333799

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
COUNTRYSIDE ASSOCIATION 21154 W. SHIRLEY RD. PALATINE, IL 60074		501(C)(3)	CHARITABLE	500.
FREEDOM FARM 1102 SILVER LAKE RD. CARY, IL 60013		501(C)(3)	CHARITABLE	5000.
FUR KEEPS ANIMAL RESCUE 142 OLD DUNDEE RD. BARRINGTON HILLS, IL 60010		501(C)(3)	CHARITABLE	5000.
GRIER SCHOOL 2522 GRIER SCHOOL RD. BIRMINGHAM, PA 16686		501(C)(3)	EDUCATIONAL	11000.
HOOVED ANIMAL RESCUE PROTECTION SOCIETY P.O. BOX 94 BARRINGTON, IL 60011		501(C)(3)	CHARITABLE	15000.
INFANT WELFARE SOCIETY OF CHICAGO 1931 N. HALSTED CHICAGO, IL 60614		501(C)(3)	CHARITABLE	500.
LYRIC OPERA OF CHICAGO 20 N. WACKER DR. CHICAGO, IL 60606		501(C)(3)	EDUCATIONAL	15000.
MACULAR DEGENERATION RESEARCH 22512 GATEWAY CENTER DR. CLARKSBURG, MD 20871		501(C)(3)	RESEARCH	2000.
MAIN STAY THERAPEUTIC RIDING PROGRAM 6919 KEYSTONE RD. RICHMOND, IL 60071		501(C)(3)	CHARITABLE	10000.
MCHENRY COUNTY MUSIC CENTER 401 COUNTY CLUB RD. CRYSTAL LAKE, IL 60014		501(C)(3)	CHARITABLE	500.
Total from continuation sheets				

ELYSE MEREDITH ROBERTS AND RAYMOND  
JOHN ROBERTS CHARITABLE FOUNDATION

52-2333799

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
NATIONAL RESOURCE DEFENSE COUNCIL 40 W. 20TH ST. NEW YORK, NY 10011		501(C)(3)	CHARITABLE	1000.
NORTHWEST CENTER FOR ALTERNATIVES TO PESTICIDES P.O. BOX 1393 EUGENE, OR 97440		501(C)(3)	EDUCATIONAL	15000.
P.A.H. NATION 6565 SUNSET BLVD., SUITE #416 LOS ANGELES, CA 90028		501(C)(3)	CHARITABLE	45000.
PIONEER CENTER 4001 DAYTON ST. MCHENRY, IL 60050		501(C)(3)	CHARITABLE	20000.
RAUE CENTER FOR THE ARTS 26 N. WILLIAMS ST. CRYSTAL LAKE, IL 60014		501(C)(3)	CHARITABLE	5000.
SAINT PATRICK HIGH SCHOOL 5900 W. BELMONT CHICAGO, IL 60634		501(C)(3)	EDUCATIONAL	15000.
SHEDD AQUARIUM 1200 S. LAKE SHORE DR. CHICAGO, IL 60605		501(C)(3)	EDUCATIONAL	1000.
UNION LEAGUE BOYS AND GIRLS CLUBS 65 W. JACKSON BLVD. CHICAGO, IL 60604		501(C)(3)	CHARITABLE	500.
UNITED STATES EQUESTRIAN TEAM P.O. BOX 355 GLADSTONE, NJ 07934		501(C)(3)	CHARITABLE	1000.
UNIVERSITY OF CHICAGO MEDICAL CENTER 1170 E. 58TH ST. CHICAGO, IL 60637		501(C)(3)	CHARITABLE	10000.
Total from continuation sheets				

52-2333799

**3 Grants and Contributions Paid During the Year (Continuation)****Total from continuation sheets**



FORM 990-PF		ACCOUNTING FEES		STATEMENT	1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	8128.	8128.		0.	
TO FORM 990-PF, PG 1, LN 16B	8128.	8128.		0.	

FORM 990-PF		TAXES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	721.	721.		0.	
TO FORM 990-PF, PG 1, LN 18	721.	721.		0.	

FORM 990-PF		OTHER EXPENSES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE FEES	6000.	6000.		0.	
MISCELLANEOUS	209.	209.		0.	
TO FORM 990-PF, PG 1, LN 23	6209.	6209.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	4
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
MUNICIPAL BONDS		X	1257931.	1186930.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1257931.	1186930.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			1257931.	1186930.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD SHORT-TERM ADMIRAL BOND FUND	COST	138907.	138035.
DODGE & COX STOCK FUND	COST	520429.	651502.
LONGLEAF PARTNERS FUND	COST	0.	0.
MERGER FUND	COST	641926.	656292.
PIMCO ALL ASSET FUND	COST	800000.	796874.
THIRD AVE. SMALL CAP VALUE FUND	COST	0.	0.
DFA INTERNATIONAL VALUE FUND	COST	619191.	450439.
DFA US SMALL CAP VALUE FUND	COST	604779.	725078.
THIRD AVE. VALUE FUND	COST	0.	0.
PIMCO FOREIGN BOND FUND	COST	654000.	612490.
LOOMIS SAYLES INVESTMENT	COST	638000.	611996.
DFA EMERGING MKTS	COST	273000.	261401.
DFA INTERNATIONAL SMALL CAP VALUE	COST	193000.	215825.
DFA INTERNATIONAL SMALL CO. PORT	COST	199000.	216693.
DFA INTERNATIONAL LARGE CAP PORT	COST	200000.	198906.
DRA REAL ESTATE	COST	372000.	397840.
DFA US LARG CAP VALUE	COST	160000.	159975.
OPPENHEIMER STEELPATH	COST	420000.	418604.
SCHWAB S&P 500 INDEX FD	COST	790000.	788513.
CERTIFICATES OF DEPOSIT	COST	402868.	400625.
TOTAL TO FORM 990-PF, PART II, LINE 13		7627100.	7701088.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 6

NAME OF MANAGER

ELYSE M. ROBERTS  
ALLISON ROBERTS GREENE