



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



ON EXTENSION TO 2/15/2011

Return of Private Foundation

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

OMB No 1545-0052

2009

Form 990-PF

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 2009, or tax year beginning JUL 1, 2009, and ending JUN 30, 2010

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

Use the IRS label. Otherwise, print or type See Specific Instructions	Name of foundation THE ALLERTON FOUNDATION, INC.		A Employer identification number 23-3035225
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 5 TOWER BRIDGE, 300 BARR HARBOR DRIVE 450		B Telephone number 610-828-4510
	City or town, state, and ZIP code WEST CONSHOHOCKEN, PA 19428		C If exemption application is pending, check here <input type="checkbox"/>
			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) \$ 52,720,983. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		853,136.	853,136.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<391,404.>			
b Gross sales price for all assets on line 6a		8,693,934.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
Other income		14,022.	14,022.		STATEMENT 2
Total. Add lines 1 through 11		475,754.	867,158.		
13 Compensation of officers, directors, trustees, etc		29,213.	5,258.		23,955.
14 Other employee salaries and wages		6,460.	1,163.		5,297.
15 Pension plans; employee benefits		4,443.	800.		3,643.
16a Legal fees					
b Accounting fees STMT 3		21,617.	3,891.		17,726.
c Other professional fees STMT 4		70,403.	70,337.		66.
17 Interest					
18 Taxes STMT 5		73,970.	410.		1,868.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		827.	149.		678.
22 Printing and publications		115.	21.		94.
23 Other expenses STMT 6		5,512.	994.		4,518.
24 Total operating and administrative expenses Add lines 13 through 23		212,560.	83,023.		57,845.
25 Contributions, gifts, grants paid		2,519,000.			2,519,000.
26 Total expenses and disbursements Add lines 24 and 25		2,731,560.	83,023.		2,576,845.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<2,255,806.>			
b Net investment income (if negative, enter -0-)			784,135.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		22,455.	28,318.	28,318.
	2	Savings and temporary cash investments		4,063,707.	5,154,752.	5,154,752.
	3	Accounts receivable ▶ 1,000,000.			1,000,000.	1,000,000.
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 10	4,714,783.	3,636,607.	3,636,607.	
	b	Investments - corporate stock STMT 11	15,333,827.	19,976,613.	19,976,613.	
	c	Investments - corporate bonds STMT 12	4,243,045.	3,721,767.	3,721,767.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 13	20,135,910.	19,046,893.	19,046,893.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 14)	206,762.	156,033.	156,033.		
16	Total assets (to be completed by all filers)	48,720,489.	52,720,983.	52,720,983.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
22	Other liabilities (describe ▶ STATEMENT 15)	1,271.	63,448.			
23	Total liabilities (add lines 17 through 22)	1,271.	63,448.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted	48,719,218.	52,657,535.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances	48,719,218.	52,657,535.		
	31	Total liabilities and net assets/fund balances	48,720,489.	52,720,983.		

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	48,719,218.
2	Enter amount from Part I, line 27a	2	<2,255,806.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	6,217,712.
4	Add lines 1, 2, and 3	4	52,681,124.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	23,589.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,657,535.

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 SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
c CAPITAL GAINS FROM PARTNERSHIP K-1S	P	VARIOUS	VARIOUS
d CAPITAL LOSSES FROM PARTNERSHIP K-1S	P	VARIOUS	VARIOUS
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 1,707,609.		1,811,951.	<104,342.>
b 6,891,220.		7,188,257.	<297,037.>
c 95,105.			95,105.
d		85,130.	<85,130.>
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<104,342.>
b			<297,037.>
c			95,105.
d			<85,130.>
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	<391,404.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	3,058,216.	50,132,387.	.061003
2007	2,972,983.	61,370,059.	.048444
2006	2,896,099.	61,476,951.	.047109
2005	2,229,756.	57,956,721.	.038473
2004	3,042,935.	53,993,960.	.056357

2 Total of line 1, column (d)	2	.251386
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	.050277
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	50,828,683.
5 Multiply line 4 by line 3	5	2,555,514.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,841.
7 Add lines 5 and 6	7	2,563,355.
8 Enter qualifying distributions from Part XII, line 4	8	2,576,845.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling 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	7,841.
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	7,841.
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	7,841.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	26,824.	
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	26,824.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,983.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 18,983. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>PA</u>		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► FOUNDATION MANAGEMENT Telephone no. ► 610-828-4510 Located at ► 300 BARR HARBOR DRIVE, WEST CONSHOHOCKEN, PA ZIP+4 ► 19428			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? 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 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

Form 990-PF (2009)

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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
SEE STATEMENT 16		29,213.	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

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	29,053,371.
b	Average of monthly cash balances	1b	2,935,955.
c	Fair market value of all other assets	1c	19,613,398.
d	Total (add lines 1a, b, and c)	1d	51,602,724.
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	51,602,724.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	774,041.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,828,683.
6	Minimum investment return. Enter 5% of line 5	6	2,541,434.

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	2,541,434.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	7,841.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,841.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,533,593.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,533,593.
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	2,533,593.

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	2,576,845.
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	2,576,845.
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	7,841.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,569,004.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,533,593.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			2,445,221.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009.				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 2,576,845.				
a Applied to 2008, but not more than line 2a			2,445,221.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				131,624.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d) the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				2,401,969.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| 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 |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | 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. | | | |

[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		

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

Sign Here	 Signature of officer or trustee		12/21/11 Date	CFO / Asst. Treasurer Title	
	Paid Preparer's Use Only	Preparer's signature 		Date 1/29/11	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code PARENTEBEARD LLC, CPA'S 1800 BYBERRY ROAD SUITE 1100 HUNTINGDON VALLEY, PA 19006-3523		EIN 		Phone no. 215-947-2100

Form **990-PF** (2009)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
PNC ADVISORS DIVIDENDS	474,815.	0.	474,815.	
PNC ADVISORS INTEREST	378,321.	0.	378,321.	
TOTAL TO FM 990-PF, PART I, LN 4	853,136.	0.	853,136.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INCOME FROM PARTNERSHIPS	13,614.	13,614.		
OTHER INCOME	408.	408.		
TOTAL TO FORM 990-PF, PART I, LINE 11	14,022.	14,022.		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRESSMAN CIOCCA SMITH LLP	21,617.	3,891.		17,726.
TO FORM 990-PF, PG 1, LN 16B	21,617.	3,891.		17,726.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	70,323.	70,323.		0.
OTHER PROFESSIONAL FEES	80.	14.		66.
TO FORM 990-PF, PG 1, LN 16C	70,403.	70,337.		66.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES (CURRENT)	9,515.	0.		0.
FEDERAL EXCISE TAXES (DEFERRED)	62,177.	0.		0.
PAYROLL TAXES	2,278.	410.		1,868.
TO FORM 990-PF, PG 1, LN 18	73,970.	410.		1,868.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE AND SHIPPING	165.	30.		135.
PAYROLL SERVICE	337.	61.		276.
DUES & SUBSCRIPTIONS	2,820.	508.		2,312.
COMPUTER EXPENSES	182.	33.		149.
WORKERS COMP. INSURANCE	245.	44.		201.
ALARM/SECURITY SERVICE	132.	24.		108.
OFFICE SUPPLIES	494.	89.		405.
TELEPHONE	706.	127.		579.
EQUIPMENT LEASE AND REPAIR	222.	40.		182.
BANK CHARGE	209.	38.		171.
TO FORM 990-PF, PG 1, LN 23	5,512.	994.		4,518.

FOOTNOTES	STATEMENT	7
-----------	-----------	---

EXPLANATION - PART VII-B QUESTION 1A(3)

THIS FOUNDATION ACCEPTS THE USE OF OFFICE SPACE AND SIMILAR OCCUPANCY EXPENSES FREE OF CHARGE FROM HAROLD F. LENFEST, WHO IS THE FATHER OF FOUNDATION MANAGER DIANE LENFEST MYER. ADDITIONALLY, THIS FOUNDATION SHARES OFFICE SPACE WITH TWO OTHER PRIVATE FOUNDATIONS WHOSE MANAGERS ARE THE PARENTS AND SIBLING OF THE MANAGER OF THIS FOUNDATION. THE THREE FOUNDATIONS SHARE CERTAIN PERSONNEL AND ADMINISTRATIVE COSTS AND HAVE AN ARRANGEMENT WHEREBY THESE COMMON COSTS ARE PAID FOR BY ONE OF THE FOUNDATIONS, WHICH IS THEN REIMBURSED BY THE OTHER TWO FOUNDATIONS. THE ALLOCATION OF EXPENSES IS ON A "BREAK-EVEN" BASIS SO THAT EACH FOUNDATION PAYS ONLY

THE ALLERTON FOUNDATION, INC.

23-3035225

ITS FAIR SHARE OF THE COMMON COSTS, NO MORE AND NO LESS.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
UNREALIZED APPRECIATION IN VALUE OF INVESTMENTS		6,217,712.	
TOTAL TO FORM 990-PF, PART III, LINE 3		6,217,712.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
EXCESS OF K-1 INCOME FROM PARTNERSHIPS OVER BOOK INCOME		23,589.	
TOTAL TO FORM 990-PF, PART III, LINE 5		23,589.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 10
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS - SCHEDULE ATTACHED	X		3,636,607.	3,636,607.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,636,607.	3,636,607.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,636,607.	3,636,607.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS - SCHEDULE ATTACHED		19,976,613.	19,976,613.
TOTAL TO FORM 990-PF, PART II, LINE 10B		19,976,613.	19,976,613.

FORM 990-PF	CORPORATE BONDS	STATEMENT	12
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SCHEDULE ATTACHED	3,721,767.	3,721,767.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,721,767.	3,721,767.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PLEIADES OFFSHORE FUNDS LP	FMV	3,181,738.	3,181,738.
VITTORIA OFFSHORE FUNDS LP	FMV	7,973,491.	7,973,491.
COMMON SENSE OFFSHORE LP	FMV	3,119,593.	3,119,593.
VERITABLE WCP PARTNERS, LP	FMV	84,607.	84,607.
VERITABLE SILVER POINT PARTNERS, LP	FMV	426,195.	426,195.
PERCEVAL INVESTMENT PARTNERS, L.P.	FMV	2,199,216.	2,199,216.
VERITABLE REGIMENT PARTNERS	FMV	396,527.	396,527.
WP REAL ESTATE FUND IV	FMV	469,287.	469,287.
VERITABLE PRIVATE EQUITY PARTNERS	FMV	1,196,239.	1,196,239.
TOTAL TO FORM 990-PF, PART II, LINE 13		19,046,893.	19,046,893.

FORM 990-PF	OTHER ASSETS	STATEMENT	14
-------------	--------------	-----------	----

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST AND DIVIDENDS RECEIVABLE	176,082.	134,868.	134,868.
PREPAID UBTI 990-T TAX	3,112.	3,112.	3,112.
PREPAID FEDERAL EXCISE TAX 990-PF	27,568.	18,053.	18,053.
TO FORM 990-PF, PART II, LINE 15	206,762.	156,033.	156,033.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAXES PAYABLE	1,271.	63,448.	
TOTAL TO FORM 990-PF, PART II, LINE 22	1,271.	63,448.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	16
-------------	---	-----------	----

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DIANE LENFEST MYER FIVE TOWER BRIDGE, 300 BARR HARBOR DR. SUITE 450 WEST CONSHOHOCKEN, PA 19428	PRESIDENT AND DIRECTOR 2.00	0.	0.	0.
MARGUERITE LENFEST FIVE TOWER BRIDGE, 300 BARR HARBOR DR. SUITE 450 WEST CONSHOHOCKEN, PA 19428	TREASURER AND DIRECTOR 0.50	0.	0.	0.
L. BRUCE MELGARY FIVE TOWER BRIDGE, 300 BARR HARBOR DR. SUITE 450 WEST CONSHOHOCKEN, PA 19428	DIR, EXEC DIR, ASST SEC'TY 5.00	19,384.	0.	0.
GRAHAME P. RICHARDS FIVE TOWER BRIDGE, 300 BARR HARBOR DR. SUITE 450 WEST CONSHOHOCKEN, PA 19428	SECRETARY 5.00	9,829.	0.	0.
JOY TARTAR FIVE TOWER BRIDGE, 300 BARR HARBOR DR. SUITE 450 WEST CONSHOHOCKEN, PA 19428	CFO, ASS'T TREASURER 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		29,213.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 17
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE ALLERTON FOUNDATION
5 TOWER BRIDGE, 300 BARR HARBOR DRIVE, SUITE 450
WEST CONSHOHOCKEN, PA 19428

TELEPHONE NUMBER

610-828-4510

FORM AND CONTENT OF APPLICATIONS

SEE GRANTMAKING SECTION OF WEBSITE FOR THE LENFEST FOUNDATION, INC. WHOSE
WEB ADDRESS IS: LENFESTFOUNDATION.ORG. THIS IS A DIFFERENT FOUNDATION, BUT
THE APPLICATION PROCEDURE IS SIMILAR FOR THIS FOUNDATION. OR MAIL REQUEST.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

MOST OF THE GRANTS THAT THIS FOUNDATION MAKES ARE TO ORGANIZATIONS THAT
WORK TO BENEFIT ANIMALS OR WILDLIFE. GRANTS ARE OCCASSIONALLY MADE TO
CHARITIES THAT SUPPORT OTHER CAUSES, BUT ON A VERY SELECTIVE BASIS.

The Allerton Foundation
Grants Paid
7/1/09 - 6/30/10

Grant Recipients	Tax Status	Purpose of Grants	Amount Paid FYE: 6/30/10	Address
Aark Wildlife Rehab and Education Ctr	501c(3)	General operating support	\$ 5,000	107 Twining Bridge Road, Newtown, PA 18940
Academy of Natural Sciences	501c(3)	General operating support	25,000	1900 Benjamin Franklin Parkway, Philadelphia, PA 19103
Autism Speaks	501c(3)	General operating support	1 000,000	1060 State Road, Princeton, NJ 08540-1423
Becker College	501c(3)	General operating support	10,000	61 Sever Street, Worcester, MA 01609
Bucks County SPCA	501c(3)	General operating support	15,000	1665 Street Road P.O. Box 277, Lahaska, PA 18931
Canine Partners for Life	501c(3)	General operating support	15,000	P.O. Box 170, Cochranville, PA 19330-0170
Children's Hospital of Philadelphia	501c(3)	General operating support	100,000	34th and Civic Center Boulevard, Philadelphia, PA 19104
Conservation Fund, The	501c(3)	General operating support	600,000	1655 N. Fort Myer Drive Suite 1300, Arlington, VA 22209
Exotic Feline Rescue	501c(3)	General operating support	5,000	2221 County Road 137, Center Point, IN 47840-8204
Franklin Institute	501c(3)	General operating support	25,000	222 North 20th Street, Philadelphia, PA 19103
Hope Springs Equestrian Therapy Inc	501c(3)	General operating support	10,000	P.O. Box 156, Chester Springs, PA 19425
Large Animal Protection Society Inc	501c(3)	General operating support	5,000	P.O. Box 243, West Grove, PA 19390
Marine Mammal Stranding Center	501c(3)	General operating support	10,000	P.O. Box 773 3625 Brigantine Blvd. Brigantine, NJ 08203
Norristown Zoological Society	501c(3)	General operating support	512,000	1661 Harding Boulevard, Norristown, PA 19401-2974
Pals for Life	501c(3)	General operating support	5,000	939 Radnor Rd Wayne, PA 19087
Philadelphia Museum of Art	501c(3)	General operating support	50,000	26th Street & Ben Franklin Highway, Philadelphia, PA 19130
Rabbit Habit	501c(3)	General operating support	2,000	638 Roberts Avenue, Glenside, PA 19038
Ryerrs Farm for Aged Equines	501c(3)	General operating support	10,000	1710 Ridge Road, Pottstown, PA 19465
Teach for America	501c(3)	General operating support	10,000	714 Market Street Suite 420, Philadelphia, PA 19106
Temple University - Ambler	501c(3)	General operating support	12,500	580 Meetinghouse Road, Ambler, PA 19002-3999
Tri-State Bird Rescue and Research	501c(3)	General operating support	15,000	110 Possum Hollow Road, Newark, DE 19711
Vanguard School	501c(3)	General operating support	50,000	1777 N. Valley Road P.O. Box 730, Paoli, PA 19301
Variety - The Children's Charity	501c(3)	General operating support	2,500	505 8th Ave #1800, New York, NY 10018-6518
Woodmere Art Museum	501c(3)	General operating support	25,000	9201 Germantown Avenue, Philadelphia, PA 19118-2618
Total grants			<u>\$ 2,519,000</u>	

Acct	Description	# Shares	Purch Date	Cost	Sale Date	Proceeds	Gain/(Loss)	ST/LT
13600	Bank of America Corp	200,000 00	03/05/07	206,640 00	07/16/09	179,000 00	(27,640 00)	LT
13601	Principal (GNMA #595077)	112 91	03/11/04	120 69	07/15/09	112 91	(7 78)	LT
13601	Principal (GNMA #434307)	1,521 98	03/17/04	1,627 37	07/15/09	1,521 98	(105 39)	LT
13601	Principal (GNMA #537419)	1 29	03/11/04	1 64	07/15/09	1 29	(0 35)	LT
13601	Principal (GNMA #550851)	124 16	03/17/04	137 53	07/15/09	124 16	(13 37)	LT
13601	Principal (FNMA #559981)	38 98	03/11/04	39 97	06/30/09	38 98	(0 99)	LT
				208,567 20		180,799 32	(27,767 88)	
13601	Principal (GNMA #595077)	62 22	03/11/04	66 51	08/17/09	62 22	(4 29)	LT
13601	Principal (GNMA #434307)	38 52	03/17/04	41 19	08/17/09	38 52	(2 67)	LT
13601	Principal (GNMA #537419)	1 30	03/11/04	1 65	08/17/09	1 30	(0 35)	LT
13601	Principal (GNMA #550851)	58 52	03/17/04	64 82	08/17/09	58 52	(6 30)	LT
13601	Principal (FNMA #559981)	39 33	03/11/04	40 33	08/25/09	39 33	(1 00)	LT
				214 50		199 89	(14 61)	
13601	Principal (GNMA #595077)	247 32	03/11/04	264 36	09/15/09	247 32	(17 04)	LT
13601	Principal (GNMA #434307)	40 02	03/17/04	42 79	09/15/09	40 02	(2 77)	LT
13601	Principal (GNMA #537419)	1 31	03/11/04	1 66	09/15/09	1 31	(0 35)	LT
13601	Principal (GNMA #550851)	6 16	03/17/04	6 82	09/15/09	6 16	(0 66)	LT
13601	Principal (FNMA #559981)	48 50	03/11/04	49 74	09/25/09	48 50	(1 24)	LT
				365 37		343 31	(22 06)	
13601	Principal (GNMA #595077)	107 21	03/11/04	114 60	10/15/09	107 21	(7 39)	LT
13601	Principal (GNMA #434307)	1,869 96	03/17/04	1,999 45	10/15/09	1,869 96	(129 49)	LT
13601	Principal (GNMA #537419)	1 31	03/11/04	1 66	10/15/09	1 31	(0 35)	LT
13601	Principal (GNMA #550851)	6 29	03/17/04	6 97	10/15/09	6 29	(0 68)	LT
13601	Principal (FNMA #559981)	39 78	03/11/04	40 79	10/26/09	39 78	(1 01)	LT
				2 163 47		2 024 55	(138 92)	
13602	Causeway Cap Mgmt Intl Fund	125,552 74	12/31/07	1,782,655 95	11/09/09	1,401,168 54	(381,487 41)	LT
13602	Harbor Fund International	7,418 40	03/17/04	301,405 06	11/06/09	400,000 00	98,594 94	LT
13601	Bundesrepub Deutschland	500,000 00	04/28/04	650,412 75	11/09/09	753,161 20	102,748 45	LT
13601	Principal (GNMA #595077)	132 89	03/11/04	142 05	11/16/09	132 89	(9 16)	LT
13601	Principal (GNMA #434307)	33 87	03/17/04	36 22	11/16/09	33 87	(2 35)	LT
13601	Principal (GNMA #537419)	1 33	03/11/04	1 69	11/16/09	1 33	(0 36)	LT
13601	Principal (GNMA #550851)	6 87	03/17/04	7 61	11/16/09	6 87	(0 74)	LT
13601	Principal (FNMA #559981)	347 17	03/11/04	356 02	11/25/09	347 17	(8 85)	LT
				2,735,017 35		2,554,851 87	(180,165 48)	
13602	Gateway Trust	20,128 82	11/09/09	500,000 00	12/03/09	500,000 00	-	ST
13602	Pimco Commodity Real Return Strateg	1,799 89	CG Distrib	-	12/10/09	14,507 13	14,507 13	LT
13601	Principal (GNMA #595077)	53 40	03/11/04	57 08	12/15/09	53 40	(3 68)	LT
13601	Principal (GNMA #434307)	902 67	03/17/04	965 18	12/15/09	902 67	(62 51)	LT
13601	Principal (GNMA #537419)	1 34	03/11/04	1 70	12/15/09	1 34	(0 36)	LT
13601	Principal (GNMA #550851)	51 97	03/17/04	57 57	12/15/09	51 97	(5 60)	LT
13601	Principal (FNMA #559981)	36 97	03/11/04	37 91	12/28/09	36 97	(0 94)	LT
				501,119 44		515,553 48	14,434 04	
13600	Cisco Systems Inc	250,000 00	03/06/06	250,642 50	01/07/10	261,875 00	11,232 50	LT
13601	Principal (GNMA #595077)	59 40	03/11/04	63 49	01/15/10	59 40	(4 09)	LT
13601	Principal (GNMA #434307)	32 35	03/17/04	34 59	01/15/10	32 35	(2 24)	LT
13601	Principal (GNMA #537419)	1 34	03/11/04	1 70	01/15/10	1 34	(0 36)	LT
13601	Principal (GNMA #550851)	48 02	03/17/04	53 19	01/15/10	48 02	(5 17)	LT
13600	Boeing Co	250,000 00	11/20/08	280,792 50	01/25/10	327,970 00	47,177 50	LT
13601	Principal (FNMA #559981)	37 20	03/11/04	38 15	01/25/10	37 20	(0 95)	LT
				531,626 12		590,023 31	58,397 19	
13601	Fridley Minn Ref Taxable	200,000 00	03/12/07	194,500 00	02/01/10	200,000 00	5,500 00	LT
13601	FNMA 5 55% due 02/16/17	340,000 00	10/16/07	338,810 00	02/16/10	340,000 00	1,190 00	LT
13601	Principal (GNMA #595077)	41 51	03/11/04	44 37	02/16/10	41 51	(2 86)	LT
13601	Principal (GNMA #434307)	1,105 38	03/17/04	1,181 92	02/16/10	1,105 38	(76 54)	LT
13601	Principal (GNMA #537419)	1 35	03/11/04	1 71	02/16/10	1 35	(0 36)	LT
13601	Principal (GNMA #550851)	29 41	03/17/04	32 58	02/16/10	29 41	(3 17)	LT
13601	Principal (FNMA #559981)	37 48	03/11/04	38 44	02/25/10	37 48	(0 96)	LT
				534,609 02		541,215 13	6,606 11	
13601	Principal (GNMA #595077)	91 03	03/11/04	97 30	03/15/10	91 03	(6 27)	LT
13601	Principal (GNMA #434307)	28 94	03/17/04	30 94	03/15/10	28 94	(2 00)	LT
13601	Principal (GNMA #537419)	1 36	03/11/04	1 73	03/15/10	1 36	(0 37)	LT
13601	Principal (GNMA #550851)	74 68	03/17/04	82 72	03/15/10	74 68	(8 04)	LT
13602	DFA US Small Cap Portfolio Fund	33,003 30	03/17/04	579,126 20	03/19/10	600,000 00	20,873 80	LT
13602	Midcap Spdr Trust	2,070 00	03/19/04	224,926 20	03/22/10	299,971 64	75,045 44	LT
13601	Principal (FNMA #559981)	46 61	03/11/04	47 80	03/25/10	46 61	(1 19)	LT
				804,312 89		900,214 26	95,901 37	

The Allerton Foundation, Inc
Gains/(losses) for the fiscal year ended 06/30/10

23-3035225

Acct	Description	# Shares	Purch Date	Cost	Sale Date	Proceeds	Gain/(Loss)	ST/LT
13602	Bancroft Convertible Fund Inc	1,200 00	03/29/04	22,723 07	4/9/2010	19,067 67	(3,655 40)	LT
13602	Bancroft Convertible Fund Inc	675 00	03/29/04	12,781 73	4/12/2010	10,682 29	(2,099 44)	LT
13602	Bancroft Convertible Fund Inc	1,800 00	03/29/04	34,084 60	4/13/2010	28,534 01	(5,550 59)	LT
13602	Pimco Commodity Real Return	40,574 28	04/01/04	505,496 77	4/13/2010	325,000 00	(180,496 77)	LT
13602	Bancroft Convertible Fund Inc	2,986 00	03/29/04	56,542 57	4/14/2010	47,493 91	(9,048 66)	LT
13602	Bancroft Convertible Fund Inc	500 00	03/29/04	9,467 95	4/15/2010	7,959 86	(1,508 09)	LT
13601	Principal (GNMA #595077)	90 92	03/11/04	97 19	4/15/2010	90 92	(6 27)	LT
13601	Principal (GNMA #434307)	878 94	03/17/04	939 80	4/15/2010	878 94	(60 86)	LT
13601	Principal (GNMA #537419)	1 37	03/11/04	1 74	4/15/2010	1 37	(0 37)	LT
13601	Principal (GNMA #550851)	5 92	03/17/04	6 56	4/15/2010	5 92	(0 64)	LT
13602	Bancroft Convertible Fund Inc	1,900 00	03/29/04	35,978 19	4/16/2010	30,308 47	(5,669 72)	LT
13602	Bancroft Convertible Fund Inc	2,900 00	03/29/04	54,914 08	4/19/2010	46,693 55	(8,220 53)	LT
13602	Bancroft Convertible Fund Inc	2,110 00	03/29/04	39,954 73	4/20/2010	34,062 63	(5,892 10)	LT
13602	Bancroft Convertible Fund Inc	3,000 00	03/29/04	56,807 67	4/21/2010	48,074 78	(8,732 89)	LT
13602	Bancroft Convertible Fund Inc	500 00	03/29/04	9,467 95	4/22/2010	7,984 86	(1,483 09)	LT
13602	Bancroft Convertible Fund Inc	700 00	03/29/04	13,255 12	4/23/2010	11,220 80	(2,034 32)	LT
13602	Bancroft Convertible Fund Inc	3,223 00	03/29/04	61,030 37	4/26/2010	51,815 61	(9,214 76)	LT
13601	Principal (FNMA #559981)	37 97	03/29/04	38 94	4/26/2010	37 97	(0 97)	LT
13602	Bancroft Convertible Fund Inc	2,400 00	03/29/04	45,446 13	4/27/2010	38,466 30	(6,979 83)	LT
13602	Bancroft Convertible Fund Inc	2,700 00	03/29/04	51,126 90	4/28/2010	43,670 41	(7,456 49)	LT
13602	Bancroft Convertible Fund Inc	2,305 00	03/29/04	43,647 23	4/29/2010	37,358 34	(6,288 89)	LT
13602	Bancroft Convertible Fund Inc	1,200 00	03/29/04	22,723 07	4/30/2010	19,440 75	(3,282 32)	LT
13602	Energy Transfer Equity LP	1,700 00	04/15/10	59,993 00	4/30/2010	59,487 94	(505 06)	ST
13602	Enterprise Prods Partners LP	1,650 00	04/15/10	60,212 72	4/30/2010	60,198 53	(14 19)	ST
13602	Kinder Morgan Management LLC	1,000 00	04/15/10	60,029 60	4/30/2010	60,670 12	640 52	ST
13602	Oneok Partners LP	950 00	04/15/10	60,733 50	4/30/2010	61,568 93	835 43	ST
13602	Plains All American Pipeline Ltd	1,000 00	04/15/10	59,296 90	4/30/2010	59,491 04	194 14	ST
				1,376,798 08		1,110,265 92	(266,532 16)	
13602	Bancroft Convertible Fund Inc	3,500 00	03/29/04	66,275 61	5/3/2010	56,104 40	(10,171 21)	LT
13602	Bancroft Convertible Fund Inc	1,800 00	03/29/04	34,084 60	5/4/2010	29,027 56	(5,057 04)	LT
13602	Bancroft Convertible Fund Inc	1,000 00	03/29/04	18,935 89	5/5/2010	16,079 82	(2,856 07)	LT
13602	Bancroft Convertible Fund Inc	3,000 00	03/29/04	56,807 67	5/6/2010	48,425 18	(8,382 49)	LT
13602	Bancroft Convertible Fund Inc	750 00	03/29/04	14,201 92	5/7/2010	11,970 32	(2,231 60)	LT
13602	Bancroft Convertible Fund Inc	2,600 00	03/29/04	49,233 31	5/10/2010	41,072 28	(8,161 03)	LT
13602	Bancroft Convertible Fund Inc	100 00	03/29/04	1,893 59	5/11/2010	1,577 97	(315 62)	LT
13602	Bancroft Convertible Fund Inc	1,500 00	03/29/04	28,403 83	5/12/2010	22,114 72	(6,289 11)	LT
13600	Ishares IBOXX Investop	10,000 00	01/23/09	1,004,181 00	5/12/2010	1,054,546 18	50,365 18	LT
13602	Bancroft Convertible Fund Inc	922 00	03/29/04	17,458 89	05/13/10	14,111 98	(3,346 91)	LT
13601	Principal (GNMA #595077)	30 44	03/11/04	32 54	5/17/2010	30 44	(2 10)	LT
13601	Principal (GNMA #434307)	31 45	03/17/04	33 63	5/17/2010	31 45	(2 18)	LT
13601	Principal (GNMA #537419)	1 38	03/11/04	1 75	5/17/2010	1 38	(0 37)	LT
13601	Principal (GNMA #550851)	33 98	03/17/04	37 64	5/17/2010	33 98	(3 66)	LT
13602	American Centy Intl Bd Fds	33,697 33	11/09/09	505,572 95	05/19/10	445,478 73	(60,094 22)	ST
13602	T Rowe Price Intl Fd	50,077 55	11/09/09	506,111 84	05/19/10	460,713 48	(45,398 36)	ST
13601	Principal (FNMA #559981)	221 73	03/29/04	227 38	5/25/2010	221 73	(5 65)	LT
				2,303,494 04		2,201,541 60	(101,952 44)	
13601	Principal (GNMA #595077)	69 95	03/11/04	73 70	6/15/2010	68 95	(4 75)	LT
13601	Principal (GNMA #434307)	1,684 79	03/17/04	1,801 46	6/15/2010	1,684 79	(116 67)	LT
13601	Principal (GNMA #537419)	1 39	03/11/04	1 76	6/15/2010	1 39	(0 37)	LT
13601	Principal (GNMA #550851)	6 18	03/17/04	6 85	6/15/2010	6 18	(0 67)	LT
13601	Principal (FNMA #559981)	35 36	03/29/04	36 26	6/15/2010	35 36	(0 90)	LT
				1,920 03		1,796 67	(123 36)	
Total				9,000,207 51		8,598,829 31	(401,378 20)	



THE ALLERTON FOUNDATION INC
 CUSTODY STATEMENT
 Account number 12-35-044-3892707
 June 1, 2010 - June 30, 2010

Detail

Fixed income Corporate bonds

Description (Cusip)
 ARCHER DANIELS
 SR UNSECURED
 05 450% DUE 03/15/2018
 RATING A2
 (039483AY8)

Market value last period	Current market value	% of total portfolio	Total original value at PNC	Current yield	Estimated annual income	Accrued income
Quantity	Current price per unit		Avg original value at PNC per unit			
\$277,560.00	\$284,052.50	0.88 %	\$259,070.00	4.80 %	\$13,625.00	\$4,011.81
250,000	\$113,621.00		\$103.63			





THE ALLERTON FOUNDATION INC
CUSTODY STATEMENT
Account number 12-35-044-3892707
June 1, 2010 - June 30, 2010

Detail

Fixed income
Corporate bonds

Description (Cusip)	Market value last period		Current		of total portfolio	Avg original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Current price per unit							
BERKSHIRE HATHAWAY FIN	273,597 50	274,477 50	274,477 50	242,257 50	0 85 %	242,257 50	32,220 00	4 42 %	12,125 00	5,590 97
SR NOTES SERIES WI	250,000		109 79 10	96 90						
04 850% DUE 01/15/2015										
RATING AA2										
(084664AT8)										
CATERPILLAR INC	262,382 50	261,155 00	261,155 00	260,477 50	0 81 %	260,477 50	677 50	6 28 %	16,375 00	2,729 17
NOTES	250,000		104 4620	104 19						
06 550% DUE 05/01/2011										
RATING A2										
(149123BH3)										
CISCO SYSTEMS INC	258,055 00	257,340 00	257,340 00	250,642 50	0 80 %	250,642 50	6,697 50	5 11 %	13,125 00	4,703 12
NTS	250,000		102 9360	100 26						
05 250% DUE 02/22/2011										
RATING A1										
(17275RAB8)										
COLGATE-PALMOLIVE CO	163,527 00	163,021 50	163,021 50	159,897 00	0 51 %	159,897 00	3,124 50	5 51 %	8,970 00	1,644 50
NTS SERIES MTNE	150,000		108 6810	106 60						
05 980% DUE 04/25/2012										
RATING AA3										
(19416QDB3)										
EI DU PONT DE NEMOURS	222,588 00	227,618 00	227,618 00	204,000 00	0 71 %	204,000 00	23,618 00	4 62 %	10,500 00	466 67
SR UNSEC	200,000		113 8090	102 00						
05 250% DUE 12/15/2016										
RATING A2										
(263534BQ1)										
DUKE UNIVERSITY	271,200 00	278,017 50	278,017 50	258,060 00	0 86 %	258,060 00	19,957 50	4 64 %	12,875 00	3,218 75
NTS	250,000		111 2070	103 22						
05 150% DUE 04/01/2019										
RATING AA1										
(26442TAB3)										



THE ALLERTON FOUNDATION INC
CUSTODY STATEMENT
Account number 12-35-044-3892707
June 1, 2010 - June 30, 2010

Detail

Fixed income
Corporate bonds

Description (Cusip)	Market value last period		of total portfolio	Avg original value at PNC per unit		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit		Current	price per unit				
GLAXOSMITHKLINE CAP INC COMP GUARNT 04 375% DUE 04/15/2014 RATING A1 (377372AA5)	270,400 00 250,000	272,000 00 108 8000	0 84 %	236,500 25 94 60	35,499 75	4 03 %	10,937 50	2,309 03	
GOLDMAN SACHS GROUP INC SR UNSEC 01 000% DUE 04/15/2015 NOT RATED (38143UHS3)	100,000 00 100,000	100,000 00 100 0000	0 31 %	100,000 00 100 00		1 01 %	1,000 00	211 11	
(MARKET VALUE AS OF 04/12/10) LILLY ELI CO DEB 06 570% DUE 01/01/2016 RATING A1 (532457AN8)	296,040 00 250,000	299,657 50 119 8630	0 93 %	299,982 50 119 99	- 325 00	5 49 %	16,425 00	8,212 50	
OLD DOMINI ELEC SECURED SERIES A 06 250% DUE 06/01/2011 RATING A3 (679574AF0)	261,515 00 250,000	260,695 00 104 2780	0 81 %	258,937 50 103 58	1,757 50	6 00 %	15,625 00	1,302 08	
PHILLIPS PETE CO DEB 06 650% DUE 07/15/2018 RATING A1 (718507BH8)	293,630 00 250,000	299,072 50 119 6290	0 93 %	270,095 00 108 04	28,977 50	5 56 %	16,625 00	7,665 97	
PROCTER & GAMBLE CO NTS 04 950% DUE 08/15/2014 RATING AA3 (742718DA4)	277,290 00 250,000	280,570 00 112 2280	0 87 %	247,312 50 98 93	33,257 50	4 42 %	12,375 00	4,675 00	



THE ALLERTON FOUNDATION INC
CUSTODY STATEMENT
Account number 12-35-044-3892707
June 1, 2010 - June 30, 2010

Page 12 of 23

Detail

Fixed income
Corporate bonds

Description (Cusip)	Market value last period		Current market value		% of total portfolio	Total original value at PNC		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Current price per unit	Avg original value at PNC per unit		original value	at PNC per unit				
SBC COMMUNICATIONS INC NTS	5,445 95	5,450.35	109 0070		0 02 %		5,382 50	67 85	5 39 %	293.75	110 97
05 875% DUE 08/15/2012 RATING: A2 [78387GAK9]	5,000						107 65				
TARGET CORP NTS	162,331.50		161,949 00		0 50 %		166,489 50	-4,540 50	5 45 %	8,812 50	2,937 50
05 875% DUE 03/01/2012 RATING: A2 [87612EAH9]	150,000		107 9660				110.99				
VERIZON NEW JERSEY INC DEBENTURES	53,263 00		52,892 00		0 17 %		49,698 00	3,194 00	5 56 %	2,937 50	1,338 19
05 875% DUE 01/17/2012 RATING: BAA1 [92344UAA3]	50,000		105 7840				99 40				
WALMART STORES 07 550 % DUE 02/15/2030 RATING: AA2 [931142BF9]	25,355 80		26,328 80		0 09 %		24,878 80	1,450 00	5 74 %	1,510 00	570 44
04 550% DUE 05/01/2013 RATING: AA2 [931142BT9]	20,000		131 6440				124 39				
WALMART STORES NTS	215,114 00		217,470 00		0 67 %		190,052 00	27,418 00	4 19 %	9,100 00	1,516 67
04 550% DUE 05/01/2013 RATING: AA2 [931142BT9]	200,000		108 7350				95 03				
Total corporate bonds			\$3,721,767.15		11.46 %		\$3,483,733.05	\$238,034.10	4.92 %	\$183,236.25	\$53,214.45



THE ALLERTON FOUNDATION INC
CUSTODY STATEMENT
Account number 12-35-044-3892707
June 1, 2010 - June 30, 2010

Detail

Treasury bonds

Description (Cusip)	Market value last period	Current market value	% of total portfolio	Total original value at PNC	Avg original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
USA TREASURY NOTES	Quantity	Current price per unit							
03 000% DUE 07/15/2012	550,000	\$709,457.43	2 19 %	\$631,963.21	\$114.90	\$77,494.22	2 33 %	\$16,500.00	\$7,611.88
RATING AAA		\$128.9923							
(912828AF7)									
USA TREASURY BOND	498,893.68	503,037.24	1 55 %	419,645.94		83,391.30	1 60 %	8,000.00	3,690.61
TREASURY INFLATION PROTECTN SECS	400,000	125.7593		104.91					
02 000% DUE 01/15/2014									
RATING AAA									
(912828BW9)									
USA TREASURY NOTES	545,046.70	554,416.80	1 71 %	506,600.02		47,816.78	1 92 %	10,625.00	4,901.59
TREASURY INFLATION PROTECTN SECS	500,000	110.8834		101.32					
02 125% DUE 01/15/2019									
RATING AAA									
(912828JX9)									
Total treasury bonds		\$1,766,911.47	5.44 %	\$1,558,209.17		\$208,702.30	1.99 %	\$35,125.00	\$16,204.08

A

Agency bonds

Description (Cusip)	Market value last period	Current market value	% of total portfolio	Total original value at PNC	Avg original value at PNC per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
FEDERAL HOME LOAN BANK	Quantity	Current price per unit							
BDS CALL 11/8/10 @ 100	250,000	\$254,060.00	0 79 %	\$249,765.63	\$99.91	\$4,294.37	5 17 %	\$13,125.00	\$1,932.29
05 250% DUE 11/08/2017		\$101.6240							
RATING AAA									
(3133XMU58)									
FEDERAL NATL MTG ASSN	1,992.02	1,963.58	0 01 %	1,865.20		98.38	6 49 %	127.32	10.96
POOL #559981	1,818.870	107.9560		102.55					
07 000% DUE 12/01/2015									
NOT RATED									
(31386DCS7)									



THE ALLERTON FOUNDATION INC
CUSTODY STATEMENT
Account number 12-35-044-3892707
June 1, 2010 - June 30, 2010

Detail

Agency bonds

Description [Cusip]	Market value last period	Current market value	% of total portfolio	Avg original value at PNC	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
GOVT NATL MTG ASSN	Quantity	Current price per unit						
POOL #595077	2,814.34	2,758.34	0.01 %	2,676.98	81.36	5.45 %	150.27	12.94
06 000% DUE 10/15/2032	2,504.421	110.1390		106.89				
NOT RATED								
[36200ACN7]								
GOVERNMENT NATL MTG ASSN	Quantity	Current price per unit						
POOL #434307	12,634.21	10,820.21	0.04 %	10,325.74	494.47	5.81 %	627.71	54.05
06 500% DUE 04/15/2029	9,657.019	112.0450		106.92				
NOT RATED								
[36207KNY2]								
GOVT NATL MTG ASSN	Quantity	Current price per unit						
POOL #537419	878.67	880.06	0.01 %	1,005.84	- 125.78	6.76 %	59.49	5.12
07 500% DUE 03/15/2031	793.230	110.9470		126.80				
NOT RATED								
[36212MAU3]								
GOVT NATL MTG ASSN	Quantity	Current price per unit						
POOL #550851	3,142.13	3,150.62	0.01 %	3,138.43	12.19	6.30 %	198.34	17.08
07 000% DUE 09/15/2031	2,833.371	111.1970		110.77				
NOT RATED								
[36213C5L0]								
Total agency bonds	A	\$273,632.81	0.84 %	\$268,777.82	\$4,854.99	5.22 %	\$14,288.13	\$2,032.44

Municipal bonds

Description [Cusip]	Market value last period	Current market value	% of total portfolio	Avg original value at PNC	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
BERGEN CNTY N J	Quantity	Current price per unit						
SER B GO CALL 11/1/18 @ 100	250,000	\$285,132.50	0.88 %	\$249,992.50	\$35,140.00	5.27 %	\$15,000.00	\$2,500.00
06 000% DUE 11/01/2019		\$114.0530		\$100.00				
RATING AAA								
[083763DP4]								



THE ALLERTON FOUNDATION INC
CUSTODY STATEMENT
Account number 12-35-044-3892707
June 1, 2010 - June 30, 2010

Detail

Municipal bonds

Description (Cusip)	Market value last period		Current market value		% of total portfolio	Avg original value at PNC	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Current	Current						
DURHAM N C CTF5 PARTN TAXABLE SER A AMBAC 05 210% DUE 06/01/2012 RATING AA2 (266781JQ7)	265,582.50	265.42250	106,1690	106,1690	0.82%	248,430.00	16,992.50	4.91%	13,025.00	1,085.42
LEHIGH CNTY PA TAXABLE CALL 06/15/17 @ 100 MBIA 05 480% DUE 12/15/2017 RATING AA1 (524786VP2)	208,234.65	213.03165	109,2470	109,2470	0.66%	198,812.25	14,219.40	5.02%	10,686.00	474.93
NEW YORK N Y CITY TRANSITIONAL AUTH REV TAXABLE FUTURE SER A-2 05 190% DUE 08/01/2016 RATING AA1 (64971MDC3)	281,917.50	278.27250	111,3090	111,3090	0.86%	247,785.00	30,487.50	4.67%	12,975.00	5,406.25
UNIVERSITY MINN TAXABLE SER B CALL 04/01/19 @ 100 05 375% DUE 04/01/2022 RATING AA1 (914460DX5)	281,554.00	287.98640	110,7640	110,7640	0.89%	262,511.60	25,474.80	4.86%	13,975.00	3,493.75
UNIVERSITY OKLA REVS TAXABLE SER B CALL 7/1/16 @ 100 05 600% DUE 07/01/2020 NOT RATED (914760S38)	267,660.00	266.21750	106,4870	106,4870	0.82%	247,135.00	19,082.50	5.26%	14,000.00	7,000.00
Total municipal bonds	A	\$1,596,063.05			4.91%	\$1,454,666.35	\$141,396.70	4.99%	\$79,661.00	\$19,960.35

Etf - fixed income

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Avg original value at PNC	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Current	Current						
BANCROFT FUND LTD (BCV)	\$679,500.00	\$665.05500	\$45,000	\$45,000	2.05%	\$852,115.01	-\$187,060.01	4.06%	\$27,000.00	

Σ A \$3,636,607





THE ALLERTON FOUNDATION INC
CUSTODY STATEMENT
Account number 12-35-044-3892707
June 1, 2010 - June 30, 2010

Detail

Mutual funds - fixed income

Description (Symbol)	Market value last period	Quantity	Current market value	Current price per unit	% of total portfolio	Avg original value at PNC per unit	Total original value at PNC	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
VANGUARD SHORT TERM INVMT GRADE (VFSUX)	\$1,759,887.00	164,783.427	\$1,768,126.17	\$10.7300	5.45 %	\$1,750,000.00	\$1,750,000.00	\$18,126.17	3.49 %	\$61,651.13	\$5,137.59
ADMR SHS FD #539							\$10.62				
Total fixed income			\$9,791,555.65		30.14 %		\$9,367,501.40	\$424,054.25	4.10 %	\$400,961.51	\$96,548.91

Equities
Stocks
Unclassified

Description (Symbol)	Market value last period	Quantity	Current market value	Current price per unit	% of total portfolio	Avg original value at PNC per unit	Total original value at PNC	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
STARWOOD PROPERTY TRUST INC (STWD)	\$236,990.00	13,000	\$220,350.00	\$16.9500	0.68 %	\$248,794.88	\$248,794.88	-\$28,444.88	5.90 %	\$13,000.00	\$3,250.00
							\$19.14				

Etf - equity

Description (Symbol)	Market value last period	Quantity	Current market value	Current price per unit	% of total portfolio	Avg original value at PNC per unit	Total original value at PNC	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
THE JPMORGAN ALERIAN MLP INDEX (AMJ) ETF	\$274,950.00	9,400	\$290,554.00	\$30.9100	0.90 %	\$298,262.49	\$298,262.49	-\$7,708.49	5.73 %	\$16,638.00	
SPDR S&P 500 ETF TRUST (SPY)	4,870,201.57	44,530	4,596,386.60	103.2200	14.15 %	4,957,607.75	4,957,607.75	-361,221.15	2.05 %	93,958.30	23,654.34
MIDCAP SPDR TRUST SERIES 1 (MDY) ETF	4,184,635.90	30,190	3,899,340.40	129.1600	12.01 %	3,280,445.40	3,280,445.40	618,895.00	1.28 %	49,571.98	11,125.02
ENERGY SELECT SPDR FUND (XLE) ETF	466,840.00	8,800	437,184.00	49.6800	1.35 %	500,098.87	500,098.87	-62,914.87	2.03 %	8,852.80	
Total etf - equity			\$9,223,465.00		28.39 %		\$9,036,414.51	\$187,050.49	1.83 %	\$169,021.08	\$34,779.36



THE ALLERTON FOUNDATION INC
CUSTODY STATEMENT
Account number 12-35-044-3892707
June 1, 2010 - June 30, 2010

Detail

Mutual funds - equity

Description (Symbol)	Market value last period		Current market value	% of total portfolio	Avg original value at PNC	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	Price per unit							
DFA US SMALL CAP PORTFOLIO (DFSTX)	3,186,398.53	\$2,931.65440		9.03 %	\$3,138,446.07	-\$206,791.67	0.90 %	\$26,293.67	
FUND #031	178,868.481	\$16.3900			\$17.55				
GATEWAY FUND (GTEYX)	500,560.99	490.78161		1.52 %	506,324.27	-15,542.66			
FUND CLASS Y	20,381.296	24.0800			24.84				
HARBOR INTERNATIONAL FUND (HAINX)	947,253.40	951.18228		2.93 %	801,424.34	149,757.94	2.13 %	20,233.74	
CLASS INS	19,644.409	48.4200			40.80				
HARRIS ASSOC INVT TR (OAKIX)	986,779.82	976.94277		3.01 %	1,007,155.07	-30,212.30	1.04 %	10,144.47	
CLASS I OAKMARK INTL FD	61,481.609	15.8900			16.38				
FUND #109									
MERGER FD (MERFX)	544,213.50	546.31742		1.69 %	540,005.73	6,311.69	1.35 %	7,363.71	
CL I	35,065.303	15.5800			15.40				
FD #260									
PIMCO COMMODITY REAL RETURN (PCRIX)	860,216.84	871.76513		2.69 %	1,456,247.20	-584,482.07	16.13 %	140,569.17	
STRATEGY FUND INSTITUTIONAL CL	118,125.357	7.3800			12.33				
STRATEGIC INTERNATIONAL (DISRX)	957,479.06	969.34163		2.99 %	1,009,319.90	-39,978.27	0.44 %	4,236.63	
STOCK FUND CL I	84,732.660	11.4400			11.91				
THIRD AVENUE FOCUSED CREDIT FUND (TFCIX)	367,116.08	361.63162		1.12 %	375,000.00	-13,368.38			
	34,277.879	49.5500			10.94				
Total mutual funds - equity		\$8,099,616.86		24.93 %	\$8,833,922.58	-\$734,305.72	2.58 %	\$208,841.39	
Total equities		\$17,543,431.86		54.00 %	\$18,119,131.97	-\$575,700.11	2.23 %	\$390,862.47	\$38,029.36
Total portfolio		\$32,489,739.51		100.00 %	\$32,641,385.37	-\$151,645.86	2.44 %	\$794,038.48	\$134,867.94

Σ B \$19,976,613



**Application for Extension of Time To file an
Exempt Organization Return**

OMB No 1545-1709

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	THE ALLERTON FOUNDATION, INC.	23-3035225
	Number, street, and room or suite no. If a P.O. box, see instructions. 5 TOWER BRIDGE, 300 BARR HARBOR DRIVE, NO. 450	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WEST CONSHOHOCKEN, PA 19428	

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

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

FOUNDATION MANAGEMENT

- The books are in the care of ▶ 300 BARR HARBOR DRIVE - WEST CONSHOHOCKEN, PA 19428
Telephone No ▶ 610-828-4510 FAX No ▶ _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ▶ ☐ calendar year _____ or
- ▶ ☒ tax year beginning JUL 1, 2009, and ending JUN 30, 2010

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	10,531.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	26,824.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

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

Form 8868 (Rev. 4-2009)

Mailed 11/9/10 William R. Deiss, CPA