ON EXTENSION TO 2/15/2012

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning JUL 1, 2010 , and ending JUN 30, 2011

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

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) 5 TOWER BRIDGE, 300 BARR HARBOR DRIVE
Room/suite 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 ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 58,067,763.

J Accounting method: [ ] Cash [X] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	911,782.	911,782.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	642,900.			STATEMENT 1
b Gross sales price for all assets on line 6a 7,318,367.				
7 Capital gain net income (from Part IV, line 2)		639,069.		
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	<66,998.>	<66,998.>		STATEMENT 3
12 Total. Add lines 1 through 11	1,487,684.	1,483,853.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	28,917.	5,205.		23,712.
14 Other employee salaries and wages	6,015.	1,083.		4,932.
15 Pension plans, employee benefits	4,734.	852.		3,882.
16a Legal fees				
b Accounting fees STMT 4	18,086.	3,255.		14,831.
c Other professional fees STMT 5	70,251.	70,251.		0.
17 Interest				
18 Taxes STMT 6	86,058.	415.		1,890.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	1,755.	316.		1,439.
22 Printing and publications	187.	34.		153.
23 Other expenses STMT 7	6,333.	1,141.		5,192.
24 **Total operating and administrative expenses.** Add lines 13 through 23	222,336.	82,552.		56,031.
25 Contributions, gifts, grants paid	4,713,300.			2,752,500.
26 **Total expenses and disbursements** Add lines 24 and 25	4,935,636.	82,552.		2,808,531.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<3,447,952.>			
b **Net investment income** (if negative, enter -0-)		1,401,301.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	28,318.	3,957.	3,957.
2 Savings and temporary cash investments	5,154,752.	3,148,279.	3,148,279.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶	1,000,000.		
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 11	3,636,607.	7,327,927.	7,327,927.
b Investments - corporate stock STMT 12	19,976,613.	22,712,690.	22,712,690.
c Investments - corporate bonds STMT 13	3,721,767.	6,742,830.	6,742,830.
11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 14	19,046,893.	17,951,243.	17,951,243.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶ STATEMENT 15)	156,033.	180,837.	180,837.
16 **Total assets** (to be completed by all filers)	52,720,983.	58,067,763.	58,067,763.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable		1,960,800.	
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ STATEMENT 16)	63,448.	132,292.	
23 **Total liabilities** (add lines 17 through 22)	63,448.	2,093,092.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	52,657,535.	55,974,671.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances**	52,657,535.	55,974,671.	
31 **Total liabilities and net assets/fund balances**	52,720,983.	58,067,763.	

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	52,657,535.
2 Enter amount from Part I, line 27a	2	<3,447,952.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	6,884,441.
4 Add lines 1, 2, and 3	4	56,094,024.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	119,353.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	55,974,671.

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 STATEMENT			
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	7,318,367.		6,679,298.	639,069.

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				
b				
c				
d				
e				639,069.

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	639,069.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	2,569,004.	50,828,683.	.050542
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

2 **Total** of line 1, column (d)	2	.245571
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	.049114
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	56,827,042.
5 Multiply line 4 by line 3	5	2,791,003.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,013.
7 Add lines 5 and 6	7	2,805,016.
8 Enter qualifying distributions from Part XII, line 4	8	2,808,531.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	14,013.
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	14,013.
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	14,013.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	18,983.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	28,983.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	14,970.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 14,970. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ 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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)* 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 2010?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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 17		28,917.	1,552.	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 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."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION IS A PRIVATE NON-OPERATING FOUNDATION, AND AS SUCH, ITS ONLY ACTIVITY IS TO MAKE GRANTS OR CONTRIBUTIONS TO OTHER 501(C)(3) ORGANIZATIONS, PRINCIPALLY TO PUBLIC	2,752,000.
2 CHARITIES. SEE ATTACHED SCHEDULE - "GRANTS PAID"	0.
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	33,656,111.
b	Average of monthly cash balances		1b	4,912,708.
c	Fair market value of all other assets		1c	19,123,609.
d	**Total** (add lines 1a, b, and c)		1d	57,692,428.
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	57,692,428.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	865,386.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	56,827,042.
6	**Minimum investment return.** Enter 5% of line 5		6	2,841,352.

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	2,841,352.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 14,013.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	14,013.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,827,339.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,827,339.
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	2,827,339.

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	2,808,531.
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	2,808,531.
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	14,013.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,794,518.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,827,339.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			2,401,969.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 2,808,531.				
a Applied to 2009, but not more than line 2a			2,401,969.	
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 2010 distributable amount				406,562.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				2,420,777.
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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the 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).)

DIANE LENFEST MYER

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 of the person to whom applications should be addressed:

SEE STATEMENT 18

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE - "GRANTS PAID"	N/A	PUBLIC CHARITY 501(C)(3)	SEE SCHEDULE	2,752,500.
Total			▶ 3a	2,752,500.
b Approved for future payment				
SEE ATTACHED SCHEDULE OF APPROPRIATIONS AND PAYMENTS	N/A	PUBLIC CHARITY 501(C)(3)	SEE SCHEDULE	2,000,000.
LESS DISCOUNT TO NET PRESENT VALUE				<39,200.>
TOTAL BELOW AGREES TO PART II LINE 18				
Total			▶ 3b	1,960,800.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	911,782.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<66,998.>	
8 Gain or (loss) from sales of assets other than inventory			18	642,900.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,487,684.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 1,487,684.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	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.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 2-7-12 Title: Asst. Treasurer/CFO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN PRESSMAN, CPA	[signature]	2/4/12		

Firm's name ▶ PARENTEBEARD LLC, CPA'S — Firm's EIN ▶

Firm's address ▶ 1800 BYBERRY ROAD SUITE 1100 HUNTINGDON VALLEY, PA 19006-3523 — Phone no. 215-947-2100

023622
04-26-11

THE ALLERTON FOUNDATION, INC. CONTINUATION FOR 990-PF, PART IV
23-3035225 PAGE 1 OF 1

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 GAINS FROM PARTNERSHIP K-1S	P	VARIOUS	VARIOUS
e	COMMON SENSE OFFSHORE, LTD	P	VARIOUS	VARIOUS
f	VERITABLE HR PARTNERS	P	VARIOUS	VARIOUS
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	719,954.		689,259.	30,695.
b	2,838,414.		2,886,208.	<47,794.>
c	135,496.			135,496.
d	101,343.			101,343.
e	2,997,150.		2,600,000.	397,150.
f	526,010.		503,831.	22,179.
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) 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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				30,695.
b				<47,794.>
c				135,496.
d				101,343.
e				397,150.
f				22,179.
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	639,069.
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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED SCHEDULE			PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
719,954.	689,259.	0.	0.	30,695.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED SCHEDULE			PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,838,414.	2,886,208.	0.	0.	<47,794.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAINS FROM PARTNERSHIP K-1S			PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
135,496.	0.	0.	0.	135,496.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAINS FROM PARTNERSHIP K-1S	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
101,343.	0.	0.	0.	101,343.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMMON SENSE OFFSHORE, LTD	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,997,150.	2,600,000.	0.	0.	397,150.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VERITABLE HR PARTNERS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
526,010.	500,000.	0.	0.	26,010.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	642,900.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PNC ADVISORS DIVIDENDS	513,686.	0.	513,686.
PNC ADVISORS INTEREST	398,096.	0.	398,096.
TOTAL TO FM 990-PF, PART I, LN 4	911,782.	0.	911,782.

FORM 990-PF | OTHER INCOME | STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM PARTNERSHIPS	<68,468.>	<68,468.>	
OTHER INCOME	1,470.	1,470.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<66,998.>	<66,998.>	

FORM 990-PF | ACCOUNTING FEES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARENTEBEARD LLC, CPA'S	18,086.	3,255.		14,831.
TO FORM 990-PF, PG 1, LN 16B	18,086.	3,255.		14,831.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	70,251.	70,251.		0.
TO FORM 990-PF, PG 1, LN 16C	70,251.	70,251.		0.

FORM 990-PF | TAXES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES (CURRENT)	14,909.	0.		0.
FEDERAL EXCISE TAXES (DEFERRED)	68,844.	0.		0.
PAYROLL TAXES	2,305.	415.		1,890.
TO FORM 990-PF, PG 1, LN 18	86,058.	415.		1,890.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE AND SHIPPING	121.	22.		99.
PAYROLL SERVICE	393.	71.		322.
DUES & SUBSCRIPTIONS	2,820.	508.		2,312.
COMPUTER EXPENSES	218.	39.		179.
WORKERS COMP. INSURANCE	303.	55.		248.
ALARM/SECURITY SERVICE	186.	33.		153.
OFFICE SUPPLIES	1,286.	231.		1,055.
TELEPHONE	743.	134.		609.
EQUIPMENT LEASE AND REPAIR	203.	37.		166.
BANK CHARGE	60.	11.		49.
TO FORM 990-PF, PG 1, LN 23	6,333.	1,141.		5,192.

FOOTNOTES STATEMENT 8

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

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION IN VALUE OF INVESTMENTS	6,884,441.
TOTAL TO FORM 990-PF, PART III, LINE 3	6,884,441.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
EXCESS OF K-1 INCOME FROM PARTNERSHIPS OVER BOOK INCOME	119,353.
TOTAL TO FORM 990-PF, PART III, LINE 5	119,353.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS - SCHEDULE ATTACHED	X		7,327,927.	7,327,927.
TOTAL U.S. GOVERNMENT OBLIGATIONS			7,327,927.	7,327,927.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			7,327,927.	7,327,927.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS - SCHEDULE ATTACHED	21,538,472.	21,538,472.
PIMCO COMMODITY REAL RETURN STRATEGY FD	1,174,218.	1,174,218.
TOTAL TO FORM 990-PF, PART II, LINE 10B	22,712,690.	22,712,690.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SCHEDULE ATTACHED	4,971,408.	4,971,408.
VANGUARD SHORT TERM INVMT GRADE MUT FD	1,771,422.	1,771,422.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,742,830.	6,742,830.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PLEIADES OFFSHORE FUNDS LP	FMV	3,655,867.	3,655,867.
VITTORIA OFFSHORE FUNDS LP	FMV	9,066,403.	9,066,403.
COMMON SENSE OFFSHORE LP	FMV	0.	0.
VERITABLE WCP PARTNERS, LP	FMV	36,280.	36,280.
VERITABLE SILVER POINT PARTNERS, LP	FMV	108,579.	108,579.
PERCEVAL INVESTMENT PARTNERS, L.P.	FMV	2,642,064.	2,642,064.
VERITABLE REGIMENT PARTNERS	FMV	419,960.	419,960.
WP REAL ESTATE FUND IV	FMV	287,936.	287,936.
VERITABLE PRIVATE EQUITY PARTNERS	FMV	1,285,077.	1,285,077.
ARCHVIEW CREDIT OPPORTUNITIES	FMV	402,963.	402,963.
CENTERBRIDGE CAPITAL PARTNERS	FMV	46,114.	46,114.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,951,243.	17,951,243.

FORM 990-PF OTHER ASSETS STATEMENT 15

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST AND DIVIDENDS RECEIVABLE	134,868.	174,581.	174,581.
PREPAID UBTI 990-T TAX	3,112.	3,112.	3,112.
PREPAID FEDERAL EXCISE TAX 990-PF	18,053.	3,144.	3,144.
TO FORM 990-PF, PART II, LINE 15	156,033.	180,837.	180,837.

FORM 990-PF — OTHER LIABILITIES — STATEMENT 16

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAXES PAYABLE	63,448.	132,292.
TOTAL TO FORM 990-PF, PART II, LINE 22	63,448.	132,292.

FORM 990-PF — PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS — STATEMENT 17

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	19,201.	851.	0.
GRAHAME P. RICHARDS FIVE TOWER BRIDGE, 300 BARR HARBOR DR. SUITE 450 WEST CONSHOHOCKEN, PA 19428	SECRETARY 5.00	9,716.	701.	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		28,917.	1,552.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 18
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, Inc 23-3035225
Gains/(losses) for the fiscal year ended 06/30/11

Description	# Shares	Purch Date	Cost	Sale Date	Proceeds	Gain/(Loss)	ST/LT
Eli Lilly	250,000 00	03/30/04	299,982 50	07/23/10	300,835 00	852 50	LT
Principal (GNMA #595077)	63 65	03/11/04	68 04	07/15/10	63 65	(4 39)	LT
Principal (GNMA #434307)	22 67	03/17/04	24 24	07/15/10	22 67	(1.57)	LT
Principal (GNMA #537419)	1 39	03/11/04	1 76	07/15/10	1 39	(0 37)	LT
Principal (GNMA #550851)	6 06	03/17/04	6 71	07/15/10	6 06	(0 65)	LT
Principal (FNMA #559981)	30 03	03/29/04	30 80	07/15/10	30 03	(0 77)	LT
			300,114 05		300,958 80	844 75	
Principal (GNMA #595077)	47 64	03/11/04	50 92	08/16/10	47 64	(3 28)	LT
Principal (GNMA #434307)	22 79	03/17/04	24 37	08/16/10	22 79	(1 58)	LT
Principal (GNMA #537419)	1 41	03/11/04	1 79	08/16/10	1 41	(0 38)	LT
Principal (GNMA #550851)	56 61	03/17/04	62 71	08/16/10	56 61	(6 10)	LT
Principal (FNMA #559981)	30 61	03/29/04	31 39	08/25/10	30 61	(0 78)	LT
			171 18		159 06	(12 12)	
University Okla Revs Taxable	250,000 00	02/02/07	247,135 00	09/02/10	272,627 50	25,492 50	LT
Principal (GNMA #595077)	30 71	03/11/04	32 83	09/15/10	30 71	(2 12)	LT
Principal (GNMA #434307)	25 61	03/17/04	27 38	09/15/10	25 61	(1 77)	LT
Principal (GNMA #537419)	1.41	03/11/04	1 79	09/15/10	1 41	(0 38)	LT
Principal (GNMA #550851)	5 96	03/17/04	6 60	09/15/10	5 96	(0.64)	LT
Principal (FNMA #559981)	37 41	03/29/04	38 36	09/27/10	37 41	(0 95)	LT
			247,241 96		272,728 60	25,486 64	
Principal (GNMA #595077)	39 53	03/11/04	42 25	10/15/10	39 53	(2 72)	LT
Principal (GNMA #434307)	27 11	03/17/04	28 99	10/15/10	27 11	(1 88)	LT
Principal (GNMA #537419)	1 42	03/11/04	1 80	10/15/10	1 42	(0 38)	LT
Principal (GNMA #550851)	6 19	03/17/04	6 86	10/15/10	6 19	(0 67)	LT
Principal (FNMA #559981)	30 65	03/29/04	31 43	10/25/10	30 65	(0 78)	LT
			111 33		104 90	(6 43)	
Federal Home Loan Bank	250,000 00	07/01/08	249,765 63	11/08/10	250,000 00	234 37	LT
Bancroft Convertible Fund Inc	500	03/09/04	9,467.95	11/03/10	8,244 86	(1,223 09)	LT
Bancroft Convertible Fund Inc	518	03/09/04	9,808 79	11/04/10	8,604 71	(1,204 08)	LT
Bancroft Convertible Fund Inc	4,300	03/09/04	81,424 32	11/05/10	70,960 83	(10,463 49)	LT
Bancroft Convertible Fund Inc	1,000	03/09/04	18,935 89	11/08/10	16,519 72	(2,416 17)	LT
Bancroft Convertible Fund Inc	3,100	03/09/04	58,701 26	11/09/10	51,632 41	(7,068 85)	LT
Bancroft Convertible Fund Inc	750	03/09/04	14,201.92	11/10/10	12,532 28	(1,669 64)	LT
Bancroft Convertible Fund Inc	2,000	03/09/04	37,871 78	11/12/10	33,488 43	(4,383 35)	LT
Bancroft Convertible Fund Inc	550	03/09/04	10,414 74	11/15/10	9,239 35	(1,175 39)	LT
Bancroft Convertible Fund Inc	950	03/09/04	17,989 09	11/16/10	15,789 21	(2,199 88)	LT
Bancroft Convertible Fund Inc	1,450	03/09/04	27,457.04	11/16/10	24,259 82	(3,197.22)	LT
Bancroft Convertible Fund Inc	300	03/09/04	5,680.77	11/17/10	4,964 91	(715 86)	LT
Bancroft Convertible Fund Inc	1,200	03/09/04	22,723 07	11/18/10	19,849 70	(2,873 37)	LT
Bancroft Convertible Fund Inc	400	03/09/04	7,574 36	11/19/10	6,535 88	(1,038 48)	LT
Bancroft Convertible Fund Inc	3,750	03/09/04	71,009 58	11/22/10	61,563 83	(9,445 75)	LT
Bancroft Convertible Fund Inc	1,541	03/09/04	29,180 20	11/23/10	25,398 48	(3,781 72)	LT
Bancroft Convertible Fund Inc	2,800	03/09/04	53,020 49	11/24/10	45,993 14	(7,027 35)	LT
Bancroft Convertible Fund Inc	1,700	03/09/04	32,191 01	11/26/10	27,878 50	(4,312 51)	LT
Bancroft Convertible Fund Inc	500	03/09/04	9,467 94	11/29/10	8,029 86	(1,438.08)	LT
Bancroft Convertible Fund Inc	1,000	03/09/04	18,935 89	11/29/10	16,209 72	(2,726 17)	LT
Principal (GNMA #595077)	35 22	03/11/04	37.65	11/15/10	35 22	(2 43)	LT
Principal (GNMA #434307)	25 92	03/17/04	27 72	11/15/10	25 92	(1 80)	LT
Principal (GNMA #537419)	1 43	03/11/04	1 81	11/15/10	1 43	(0.38)	LT
Principal (GNMA #550851)	6 68	03/17/04	7 40	11/15/10	6 68	(0 72)	LT
Principal (FNMA #559981)	30 84	03/29/04	31.63	11/25/10	30 84	(0 79)	LT
			785,927.93		717,795 73	(68,132 20)	
Third Avenue Focused Credit Fund	34,277 88	VAR	-	12/23/10	3,404 48	3,404 48	LT
Third Avenue Focused Credit Fund	34,277 88	VAR	-	12/23/10	182 36	182 36	ST
Vanguard Short Term Invmt Grade	164,783 43	VAR	-	12/31/10	988 70	988 70	LT
Bancroft Convertible Fund Inc	600 00	03/09/04	9,467 94	12/13/10	8,104 86	(1,363 08)	LT
Bancroft Convertible Fund Inc	2,850 00	03/09/04	53,967 28	12/13/10	46,477.87	(7,489 41)	LT
Bancroft Convertible Fund Inc	500 00	03/09/04	9,467 95	12/13/10	8,159 86	(1,308.09)	LT
Bancroft Convertible Fund Inc	3,000 00	03/09/04	56,807 67	12/13/10	49,471.26	(7,336 41)	LT
Bancroft Convertible Fund Inc	200 00	03/09/04	3,787 18	12/13/10	3,303 94	(483 24)	LT
Bancroft Convertible Fund Inc	3,000 00	03/09/04	56,807.67	12/13/10	49,231.26	(7,576 41)	LT
Bancroft Convertible Fund Inc	700 00	03/09/04	13,255 12	12/13/10	11,521 80	(1,733 32)	LT
Bancroft Convertible Fund Inc	500 00	03/09/04	9,467 94	12/13/10	8,241 86	(1,226.08)	LT
Bancroft Convertible Fund Inc	2,000 00	03/09/04	37,871 78	12/13/10	32,866 44	(5,005 34)	LT
Bancroft Convertible Fund Inc	850.00	03/09/04	16,095 51	12/14/10	13,972 23	(2,123.28)	LT
Bancroft Convertible Fund Inc	2,591.00	03/09/04	49,062 89	12/15/10	42,574.58	(6,488 31)	LT
Principal (GNMA #595077)	37.68	03/11/04	40 28	12/15/10	37 68	(2 60)	LT
Principal (GNMA #434307)	1,215 71	03/17/04	1,299 89	12/15/10	1,215.71	(84 18)	LT

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The Allerton Foundation, Inc 23-3035225

Gains/(losses) for the fiscal year ended 06/30/11

Description	# Shares	Purch Date	Cost	Sale Date	Proceeds	Gain/(Loss)	ST/LT
Principal (GNMA #537419)	1 44	03/11/04	1 83	12/15/10	1 44	(0 39)	LT
Principal (GNMA #550851)	112 32	03/17/04	124 41	12/15/10	112 32	(12 09)	LT
Principal (FNMA #559981)	31 04	03/29/04	31 83	12/27/10	31 04	(0 79)	LT
			317,557 17		279,899 69	(37,657 48)	
Principal (GNMA #595077)	52 70	03/11/04	56 33	01/18/11	52.70	(3 63)	LT
Principal (GNMA #434307)	2,069 19	03/17/04	2,212 48	01/18/11	2,069 19	(143 29)	LT
Principal (GNMA #537419)	1 45	03/11/04	1 84	01/18/11	1.45	(0 39)	LT
Principal (GNMA #550851)	5 86	03/17/04	6 49	01/18/11	5 86	(0 63)	LT
Principal (FNMA #559981)	31 23	03/29/04	32 03	01/25/11	31 23	(0 80)	LT
			2,309 17		2,160.43	(148 74)	
EI DePont De Nemours	200,000 00	01/28/09	204,000 00	02/03/11	222,940 00	18,940 00	LT
Third Avenue Focused Credit Fund	34,277 88	04/13/10	375,000 00	02/14/11	396,252 28	21,252 28	ST
Principal (GNMA #595077)	129 93	03/11/04	138 88	02/15/11	129 93	(8 95)	LT
Principal (GNMA #434307)	18 17	03/17/04	19 43	02/15/11	18 17	(1 26)	LT
Principal (GNMA #537419)	1 46	03/11/04	1 85	02/15/11	1 46	(0 39)	LT
Principal (GNMA #550851)	6 07	03/17/04	6 72	02/15/11	6 07	(0 65)	LT
Principal (FNMA #559981)	38 43	03/29/04	39 41	02/25/11	38 43	(0 98)	LT
Cisco Systems	250,000 00	01/07/10	250,642 50	02/22/11	250,000.00	(642 50)	LT
			829,848 79		869,386 34	39,537 55	
Vanguard Short Term Invmt Grade	164,783 43	VAR	-	03/23/11	1,647 83	1,647 83	ST
Vanguard Short Term Invmt Grade	164,783 43	VAR	-	03/23/11	4,778 72	4,778 72	LT
Principal (GNMA #595077)	26 85	03/11/04	28 70	03/15/11	26 85	(1 85)	LT
Principal (GNMA #434307)	18 27	03/17/04	19 54	03/15/11	18 27	(1.27)	LT
Principal (GNMA #537419)	1 47	03/11/04	1 86	03/15/11	1.47	(0.39)	LT
Principal (GNMA #550851)	8 81	03/17/04	9 76	03/15/11	8 81	(0 95)	LT
Principal (FNMA #559981)	31 67	03/29/04	32 48	03/25/11	31 67	(0 81)	LT
			92 34		6,513 62	6,421 28	
Principal (GNMA #595077)	48 99	03/11/04	52 37	04/15/11	48 99	(3 38)	LT
Principal (GNMA #434307)	18 39	03/17/04	19 66	04/15/11	18 39	(1 27)	LT
Principal (GNMA #537419)	1.48	03/11/04	1 88	04/15/11	1.48	(0 40)	LT
Principal (GNMA #550851)	40 30	03/17/04	44 64	04/15/11	40 30	(4 34)	LT
Principal (FNMA #559981)	31 88	03/29/04	32 69	04/25/11	31 88	(0 81)	LT
			151 24		141 04	(10 20)	
Caterpillar Inc	250,000 00	02/05/07	260,477.50	05/02/11	250,000 00	(10,477.50)	LT
Duke University	250,000 00	01/30/09	258,060 00	05/05/11	286,452 50	28,392.50	LT
Duke University	150,000 00	03/09/11	164,259 00	05/05/11	171,871 50	7,612 50	ST
Principal (GNMA #595077)	48 99	03/11/04	37 47	05/16/11	35 05	(2 42)	LT
Principal (GNMA #434307)	18 39	03/17/04	19.77	05/16/11	18 49	(1 28)	LT
Principal (GNMA #537419)	1 48	03/11/04	1 89	05/16/11	1 49	(0 40)	LT
Principal (GNMA #550851)	40 30	03/17/04	7 23	05/16/11	6 53	(0 70)	LT
Principal (FNMA #559981)	31 88	03/29/04	32 90	05/25/11	32 08	(0 82)	LT
			682,895 76		708,417 64	25,521 88	
Old Dominion Electric	250,000 00	02/07/07	258,937 50	06/01/11	250,000 00	(8,937 50)	LT
FHLM 1 25% Due 06/01/11	150,000 00	03/10/11	150,000.00	06/10/11	150,000 00	-	ST
Principal (GNMA #595077)	39 31	03/11/04	42 02	05/16/11	39 31	(2 71)	LT
Principal (GNMA #434307)	18 60	03/17/04	19 89	05/16/11	18 60	(1 29)	LT
Principal (GNMA #537419)	1 50	03/11/04	1 90	05/16/11	1 50	(0 40)	LT
Principal (GNMA #550851)	10 61	03/17/04	11 75	05/16/11	10 61	(1 14)	LT
Principal (FNMA #559981)	32 28	03/29/04	33 10	05/25/11	32 28	(0 82)	LT
			409,046 16		400,102 30	(8,943 86)	
TOTAL			3,575,467 08		3,558,368 15	(17,098 93)	
Short-term:			689,259.00		719,953.97	30,694.97	
Long-term:			2,886,208.08		2,838,414.18	<47,793.90>	

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The Allerton Foundation

Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2011

Recipient and/or Purpose	Tax Status	Beginning Balance, 07/01/10	Newly Allocated, FYE 06/30/11	Amount Paid FYE 06/30/11	Ending Balance, 06/30/11
Academy of Natural Sciences of Philadelphia 1900 Benjamin Franklin Parkway Philadelphia, PA 19103-1195 *operating support*	501c(3)	$ -	$ 25,000 00	$ 25,000.00	$ -
Audubon Pennsylvania 1201 Pawlings Road 19403 Fairmount Park Leadership and Conservation Center *(contingent on matching state funding)*	501c(3)	$ -	$ 1,000,000.00	$ -	$ 1,000,000 00
Autism Speaks 1 East 33rd Street4th Floor New York, NY 10016 *autism research*	501c(3)	$ -	$ 1,000,000.00	$ 1,000,000.00	$ -
Becker College 61 Sever Street Worcester, MA 01609 *Allerton Chair of Animal Health Sciences*	501c(3)	$ -	$ 1,500,000 00	$ 500,000 00	$ 1,000,000 00
Bucks County SPCA P.O. Box 277 Lahaska, PA 18931 *operating expenses*	501c(3)	$ -	$ 10,000.00	$ 10,000 00	$ -
Chester County SPCA 1212 Phoenixville Pike West Chester, PA 19380 *general operating support*	501c(3)	$ -	$ 10,000.00	$ 10,000 00	$ -
Children's Hospital Foundation 34th Street and Civic Center Boulevard Philadelphia, PA 19104-4399 *unrestricted grant for Center for Autism Research*	501c(3)	$ -	$ 500,000.00	$ 500,000.00	$ -

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The Allerton Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2011

Recipient and/or Purpose	Tax Status	Beginning Balance, 07/01/10	Newly Allocated, FYE 06/30/11	Amount Paid FYE 06/30/11	Ending Balance, 06/30/11
The Conservation Fund 5807 Kennett Pike Centreville, DE 19807 *Delaware Bay Wildlife Conservation Fund* *(Up to $100,000 to be used toward operating expenses)*	501c(3)	$ -	$ 300,000.00	$ 300,000.00	$ -
Norristown Zoological Society 1661 Harding Boulevard Norristown, PA 19401 *operating support*	501c(3)	$ -	$ 20,000 00	$ 20,000 00	$ -
Exotic Feline Rescue Center 2221 E. Ashboro Road Center Point, IN 47840 *general operating support*	501c(3)	$ -	$ 5,000 00	$ 5,000 00	$ -
Faithful Friends, Inc. 3 Germany DriveSuite 4 Wilmington, DE 19804 *Pet Therapy programs*	501c(3)	$ -	$ 10,000.00	$ 10,000.00	$ -
Family Service Association of Bucks County 4 Cornerstone Drive Langhorne, PA 19047 *AACES program*	501c(3)	$ -	$ 100,000.00	$ 100,000.00	$ -
The Franklin Institute 222 North 20th Street Philadelphia, PA 19103-1194 *educational programs*	501c(3)	$ -	$ 25,000 00	$ 25,000.00	$ -
French and Pickering Creeks Conservation Trust 511 Kimberton Road Phoenixville, PA 19460 *Thorncroft Equestrian Center Easement Acquistion*	501c(3)	$ -	$ 10,000.00	$ 10,000.00	$ -

The Allerton Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2011

Recipient and/or Purpose	Tax Status	Beginning Balance, 07/01/10	Newly Allocated, FYE 06/30/11	Amount Paid FYE 06/30/11	Ending Balance, 06/30/11
Hope Springs Equestrian Therapy, Inc. P.O Box 156 Chester Springs, PA 19425 *general operating support*	501c(3)	$ -	$ 10,000.00	$ 10,000.00	$ -
Main Line Animal Rescue, Inc. P.O. Box 89 Chester Springs, PA 19425 *operating support*	501c(3)	$ -	$ 20,000.00	$ 20,000.00	$ -
Marine Mammal Stranding Center P.O Box 7733625 Brigantine Blvd. Brigantine, NJ 08203 *operating support*	501c(3)	$ -	$ 20,000.00	$ 20,000.00	$ -
Pals for Life 939 Radnor Road Wayne, PA 19087 *general operating support*	501c(3)	$ -	$ 5,000.00	$ 5,000.00	$ -
Philadelphia Animal Welfare Society 2900 Grays Ferry Avenue Philadelphia, PA 19106 *operating expenses*	501c(3)	$ -	$ 10,000.00	$ 10,000.00	$ -
Philadelphia Museum of Art P.O. Box 7646 Philadelphia, PA 19101-7646 *operating support*	501c(3)	$ -	$ 50,000 00	$ 50,000 00	$ -
The Schuylkill Center for Environmental Education 8480 Hagy's Mill Road Philadelphia, PA 19128 *Wildlife Rehabilitation Clinic*	501c(3)	$ -	$ 10,000.00	$ 10,000 00	$ -

The Allerton Foundation
Schedule of Appropriations and Payments
Fiscal Year Ending June 30, 2011

Recipient and/or Purpose	Tax Status	Beginning Balance, 07/01/10	Newly Allocated, FYE 06/30/11	Amount Paid FYE 06/30/11	Ending Balance, 06/30/11
Smith Memorial Playground and Playhouse East Fairmount Park Philadelphia, PA 19121 *heating system replacement*	501c(3)	$ -	$ 10,000.00	$ 10,000.00	$ -
Teach for America, Inc. 714 Market StreetSuite 420 Philadelphia, PA 19106 *general operating support*	501c(3)	$ -	$ 25,000.00	$ 25,000.00	$ -
Temple University Ambler Center for Sustainable Comunities 580 Meeting House Road Ambler, PA 19002-3999 *EarthFest 2011*	509a(1)	$ -	$ 12,500.00	$ 12,500.00	$ -
Tri-State Bird Rescue and Research, Inc. 110 Possum Hollow Road Newark, DE 19711 *Wild Bird Clinic*	501c(3)	$ -	$ 15,000.00	$ 15,000.00	$ -
University of Pennsylvania School of Veterinary Medicine New Bolton Center 382 West Street Road Kennett Square, PA 19348-1692 *New Bolton Center operating support*	501c(3)	$ -	$ 25,000.00	$ 25,000 00	$ -
Woodmere Art Museum, Inc. 9201 Germantown Avenue Philadelphia, PA 19118-2618 *operating support*	501c(3)	$ -	$ 25,000.00	$ 25,000 00	$ -
Total		$ -	$ 4,752,500.00	$ 2,752,500 00	$ 2,000,000 00

Detail

Portfolio - income

Cash and cash equivalents
Mutual funds - money market

Description	Market value last period / Quantity	Current market value / Current price per unit	% 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
BLACKROCK LIQUIDITY FUNDS FEDFUND INSTITUTIONAL SHARES #30	$414,604 80 458,991 730	$458,991 73 $1 0000	1 15 %	$458,991 73 $1 00		0 02 %	$45 90	$3 64

Portfolio - principal

Cash and cash equivalents
Mutual funds - money market

Description	Market value last period / Quantity	Current market value / Current price per unit	% 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
BLACKROCK LIQUIDITY FUNDS FEDFUND INSTITUTIONAL SHARES #30	$2,983,723 38 2,689,287 680	$2,689,287 68 $1 0000	6 74 %	$2,689,287 68 $1 00		0 02 %	$268 96	$25 14

Fixed income
Corporate bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% 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
ABBOTT LABORATORIES NTS 05 600% DUE 11/30/2017 RATING A1 (002819AB6)	$232,374 00 200,000	$231,836 00 $115 9180	0 59 %	$229,192 00 $114 60	$2,644 00	4 84 %	$11,200 00	$964 44

11pgs
990-PF

HAWTHORN
PNC Family Wealth

THE ALLERTON FOUNDATION INC
CUSTODY STATEMENT
Account number 12-35-044-3892707
June 1, 2011 - June 30, 2011

Detail

Fixed income
Corporate bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% 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
ABBOTT LABORATORIES SR UNSEC 05.125% DUE 04/01/2019 RATING A1 (002824AU4)	166,755 00 150,000	164,899 50 109 9330	0 42 %	162,063 00 108 04	2,836 50	4 67 %	7,687 50	1,921 87
ARCHER DANIELS SR UNSECURED 05 450% DUE 03/15/2018 RATING A2 (039483AY8)	284,342 50 250,000	282,837 50 113 1350	0 71 %	259,070 00 103 63	23,767 50	4 82 %	13,625 00	4,011 81
BERKSHIRE HATHAWAY FIN SR NOTES SERIES WI 04 850% DUE 01/15/2015 RATING AA2 (084664AT8)	277,217 50 250,000	276,290 00 110 5160	0 70 %	242,257 50 96 90	34,032 50	4 39 %	12,125 00	5,590 97
COLGATE-PALMOLIVE CO NTS SERIES MTNE 05.980% DUE 04/25/2012 RATING AA3 (19416QDB3)	157,524 00 150,000	156,760 50 104 5070	0 40 %	159,897 00 106 60	-3,136 50	5 73 %	8,970 00	1,644 50
GENERAL ELECTRIC CO SR UNSECURED 05 250% DUE 12/06/2017 RATING· AA2 (369604BC6)	392,994 00 350,000	388,101 00 110 8860	0 98 %	387,145 50 110 61	955 50	4 74 %	18,375 00	1,276 04
GLAXOSMITHKLINE CAP INC COMP GUARNT 04.375% DUE 04/15/2014 RATING A1 (377372AA5)	272,855 00 250,000	272,285 00 108 9140	0 69 %	236,500 25 94 60	35,784 75	4 02 %	10,937 50	2,309 03

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% 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
GOLDMAN SACHS GROUP INC SR UNSEC 01.000% DUE 04/15/2015 RATING· A1 (38143UHS3) (MARKET VALUE AS OF 12/16/10)	104,079 00 100,000	104,079 00 104 0790	0 27 %	100,000 00 100 00	4,079 00	0 97 %	1,000 00	211 11
HONEYWELL INTERNATIONAL SR UNSEC 05 000% DUE 02/15/2019 RATING: A2 (438516AZ9)	389,102 00 350,000	384,317 50 109 8050	0 97 %	381,832 50 109 10	2,485 00	4 56 %	17,500 00	6,611 11
IBM CORP NOTES 07 625% DUE 10/15/2018 RATING· AA3 (459200GM7)	415,220 00 325,000	411,154 25 126 5090	1 03 %	410,133 75 126 20	1,020 50	6 03 %	24,781 25	5,231 60
JP MORGAN CHASE & CO NOTES 06 000% DUE 01/15/2018 RATING AA3 (46625HGY0)	281,717 50 250,000	279,690 00 111 8760	0 71 %	277,505 00 111 00	2,185 00	5 37 %	15,000 00	6,916 67
JPMORGAN CHASE & CO SR UNSEC VAR% DUE 07/30/2015 RATING N/A (48124AYW1) (MARKET VALUE AS OF 07/26/10)	100,000 00 100,000	100,000 00 100 0000	0 26 %	100,000 00 100 00				
PHILLIPS PETE CO DEB 06 650% DUE 07/15/2018 RATING A1 (718507BH8)	301,285 00 250,000	298,680 00 119.4720	0 75 %	270,095 00 108 04	28,585 00	5 57 %	16,625 00	7,665 97

Detail

Fixed income
Corporate bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% 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
PROCTER & GAMBLE CO NTS 04.950% DUE 08/15/2014 RATING AA3 (742718DA4)	280,390 00 250,000	279,462 50 111 7850	0 70 %	247,312 50 98 93	32,150 00	4 43 %	12,375 00	4,675 00
SBC COMMUNICATIONS INC NTS 05.875% DUE 08/15/2012 RATING A2 (78387GAK9)	5,308 95 5,000	5,281 70 105 6340	0 02 %	5,382 50 107 65	- 100 80	5 57 %	293 75	110 97
TARGET CORP NTS 05 875% DUE 03/01/2012 RATING. A2 (87612EAH9)	156,153 00 150,000	155,368 50 103 5790	0 39 %	166,489 50 110 99	- 11,121 00	5 68 %	8,812 50	2,937 50
TARGET CORP SR UNSECURED SERIES MTNI 04.875% DUE 05/15/2018 RATING· A2 (87612FAB9)	 175,000	187,684 00 107 2480	0 48 %	190,319 50 108 75	- 2,635 50	4 55 %	8,531 25	1,090 10
UNITED TECHNOLOGIES CORP SR UNSEC 06 125% DUE 02/01/2019 RATING A2 (913017BQ1)	 250,000	292,045 00 116 8180	0 74 %	294,055 00 117 62	- 2,010 00	5 25 %	15,312 50	6,380 21
VERIZON NEW JERSEY INC DEBENTURES 05 875% DUE 01/17/2012 RATING BAA1 (92344UAA3)	51,640 00 50,000	51,376 00 102 7520	0 13 %	49,698 00 99 40	1,678 00	5 72 %	2,937 50	1,338 19
WALMART STORES 07 550 % DUE 02/15/2030 RATING AA2 (931142BF9)	26,129 60 20,000	25,446 20 127 2310	0 07 %	24,878 80 124 39	567 40	5 94 %	1,510 00	570 44

Detail

Fixed income

Corporate bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% 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
WALMART STORES NTS 04 550% DUE 05/01/2013 RATING· AA2 (931142BT9)	214,494 00 200,000	214,276 00 107 1380	0 54 %	190,052 00 95 03	24,224 00	4 25 %	9,100 00	1,516 67
WELLS FARGO COMPANY SR UNSEC 05 625% DUE 12/11/2017 RATING A1 (949746NX5)	309,193 50 275,000	304,708 25 110 8030	0 77 %	301,474 25 109 63	3,234 00	5 08 %	15,468 75	859 38
WELLS FARGO COMPANY SR NOTES 04.375% DUE 01/31/2013 RATING A1 (949746NY3)	105,501 00 100,000	104,830 00 104 8300	0 27 %	107,027 00 107 03	- 2,197 00	4 18 %	4,375 00	1,835 07
Total corporate bonds		**$4,971,408.40**	**12.45 %**	**$4,792,380.55**	**$179,027.85**	**4.76 %**	**$236,542.50**	**$65,668.65**

Treasury bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% 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 TREASURY INFLATION PROTECTN SECS 03 000% DUE 07/15/2012 RATING AAA (912828AF7)	$721,269.40 550,000	$718,245 00 $130 5900	1 80 %	$631,963 21 $114 90	$86,281 79	2 30 %	$16,500 00	$7,611 88
USA TREASURY BOND TREASURY INFLATION PROTECTN SECS 02 000% DUE 01/15/2014 RATING· AAA (912828BW9)	525,795 84 400,000	525,086 28 131 2716	1 32 %	419,645 94 104 91	105,440 34	1 53 %	8,000 00	3,690 61

Detail

Treasury bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% 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 TREASURY INFLATION PROTECTN SECS 02 125% DUE 01/15/2019 RATING AAA (912828JX9)	589,757.85 500,000	595,289 40 119 0579	1 50 %	506,600 02 101 32	88,689.38	1 79 %	10,625 00	4,901 59
USA TREASURY NOTE 01 875% DUE 04/30/2014 RATING. AAA (912828KN9)	774,135 00 750,000	773,197 50 103 0930	1 94 %	770,546 87 102 74	2,650 63	1 82 %	14,062 50	2,382 17
USA TREASURY NOTES 02.625% DUE 12/31/2014 RATING AAA (912828ME7)	316,779 00 300,000	316,077 00 105 3590	0 80 %	319,652 34 106 55	- 3,575 34	2 50 %	7,875 00	21 40
USA TREASURY NOTES 01.250% DUE 10/31/2015 RATING: AAA (912828PE4)	198,468 00 200,000	198,218 00 99 1090	0 50 %	192,734 37 96 37	5,483 63	1 27 %	2,500 00	421 20
Total treasury bonds		**$3,126,113.18**	**7.83 %**	**$2,841,142.75**	**$284,970.43**	**1.91 %**	**$59,562.50**	**$19,028.85**

Agency bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% 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 LN BANK BNDS 05.375% DUE 05/18/2016 RATING· AAA (3133XFJF4)	$292,025 00 250,000	$290,190 00 $116 0760	0 73 %	$296,605 00 $118 64	- $6,415 00	4 64 %	$13,437 50	$1,605 03
FEDERAL HOME LOAN BANK BDS 05.000% DUE 12/08/2017 RATING AAA (3133XN5N5)	 100,000	113,346 00 113.3460	0 29 %	113,910 00 113 91	- 564 00	4 42 %	5,000 00	319 44

Detail

Agency bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% 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 FARM CREDIT BANK BDS 01 750% DUE 02/21/2013 RATING· AAA (31331JBV4)	255,660 00 250,000	255,135 00 102 0540	0 64 %	256,345 00 ✓ 102 54	- 1,210 00	1 72 %	4,375 00	1,579 86
FEDERAL FARM CREDIT BANK BNDS 05 125% DUE 08/25/2016 RATING AAA (31331V2U9)	577,310 00 500,000	574,265 00 114 8530	1 44 %	588,105 00 ✓ 117 62	- 13,840 00	4 47 %	25,625 00	8,968 75
FEDERAL HOME LN BANK BNDS CALL 09/02/11 @ 100 03 300% DUE 03/02/2017 RATING· AAA (313372RS5)	251,197 50 250,000	251,035 00 100 4140	0 63 %	250,000 00 ✓ 100 00	1,035 00	3 29 %	8,250 00	2,727 08
FEDERAL NATL MTG ASSN POOL #559981 07 000% DUE 12/01/2015 NOT RATED (31386DCS7)	1,574 25 1,430 720	1,537 90 107 4910	0 01 %	1,467 15 ✓ 102 55	70 75	6 52 %	100 15	8 62
GOVT NATL MTG ASSN POOL #595077 06 000% DUE 10/15/2032 NOT RATED (36200ACN7)	2,211 01 1,917 161	2,146 63 111 9690	0 01 %	2,049 24 ✓ 106 89	97 39	5 36 %	115 03	9 91
GOVERNMENT NATL MTG ASSN POOL #434307 06 500% DUE 04/15/2029 NOT RATED (36207KNY2)	7,086 70 6,156 099	7,053 72 114 5810	0 02 %	6,582 38 ✓ 106 92	471 34	5 68 %	400 15	34 46
GOVT NATL MTG ASSN POOL #537419 07 500% DUE 03/15/2031 NOT RATED (36212MAU3)	898 98 775 880	897 39 115 6610	0 01 %	983 84 ✓ 126 80	- 86 45	6 49 %	58 19	5 01

Detail

Agency bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% 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
GOVT NATL MTG ASSN POOL #550851 07 000% DUE 09/15/2031 NOT RATED (36213C5L0)	2,976 99 2,561 371	2,965 71 115 7860	0 01 %	2,837 15 110 77	128 56	6 05 %	179 30	15 44
TENNESSEE VALLEY AUTH PWR BD 06 250% DUE 12/15/2017 RATING: AAA (880591CU4)	610,515 00 500,000	604,015 00 120 8030	1 52 %	619,940 00 123 99	- 15,925 00	5 18 %	31,250 00	1,388 89
Total agency bonds		**$2,102,587.35**	**5.27 %**	**$2,138,824.76**	**- $36,237.41**	**4.22 %**	**$88,790.32**	**$16,662.49**

Municipal bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% 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
BERGEN CNTY N J SER B GO CALL 11/1/18 @ 100 06.000% DUE 11/01/2019 RATING AAA (083763DP4)	$283,107 50 250,000	$280,607 50 $112 2430	0 71 %	$249,992 50 $100 00	$30,615 00	5 35 %	$15,000 00	$2,500 00
DURHAM N C CTFS PARTN TAXABLE SER A AMBAC 05.210% DUE 06/01/2012 RATING AA2 (266781JQ7)	258,157.50 250,000	257,195 00 102 8780	0 65 %	248,430 00 99.37	8,765 00	5 07 %	13,025 00	1,085 42
EAST CAROLINA UNIV N C UNIV RE BUILD AMERICA BONDS-TAXABLE REV 04 481% DUE 10/01/2019 RATING· AA2 (271371TT3)	 150,000	156,900 00 104 6000	0 40 %	159,393 00 105 26	- 2,493 00	4 29 %	6,721 50	1,680 37

Detail

Municipal bonds

Description (Cusip)	Market value last period / Quantity	Current market value / Current price per unit	% 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
JOHNSON CNTY KANS UNI SCH DIST BUILD AMERICA BONDS 2009A 04 200% DUE 10/01/2016 RATING: AA1 (478700H59)	271,730 00 250,000	272,405 00 108 9620	0 69 %	268,770 00 107 51	3,635 00	3 86 %	10,500 00	2,625 00
LEHIGH CNTY PA TAXABLE CALL 06/15/17 @100 MBIA 05 480% DUE 12/15/2017 RATING: AA1 (524786VP2)	212,230 20 195,000	211,376 10 108 3980	0 53 %	198,812 25 101 96	12,563 85	5 06 %	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)	277,022 50 250,000	275,642 50 110 2570	0 70 %	247,785 00 99 11	27,857 50	4 71 %	12,975 00	5,406 25
NEW YORK ST DORM AUTH ST PERS TAXABLE GEN PURP SER B REV 03 400% DUE 03/15/2019 RATING N/A (6499024S9)	 100,000	99,144 00 99 1440	0 25 %	100,000 00 100 00	- 856 00	3 43 %	3,400 00	207 78
NORWOOD MASS TAXABLE MUN PURP LN SER B 04 000% DUE 08/15/2015 NOT RATED (669555QL1)	269,645 00 250,000	268,772 50 107 5090	0 68 %	258,947 50 103 58	9,825 00	3 73 %	10,000 00	3,777 78
UNIVERSITY MINN TAXABLE SER B CALL 04/01/19 @100 05 375% DUE 04/01/2022 RATING: AA1 (914460DX5)	279,479 20 260,000	277,183 40 106 6090	0 70 %	262,511 60 100 97	14,671 80	5 05 %	13,975 00	3,493 75
Total municipal bonds		$2,099,226.00	5.26 %	$1,994,641.85 ✓	$104,584.15	4.59 %	$96,282.50	$21,251.28

Government Bonds

3,126,113.18+
2,102,587.35+
2,099,226.00+
0.47+
004
7,327,927.00*

Detail

Mutual funds - fixed income

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% 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
VANGUARD SHORT TERM INVMT GRADE (VFSUX)	$1,779,661 01	$1,771,421 84	4 44 %	$1,750,000 00	$21,421 84	2 80 %	$49,560 17	$4,130 01
ADMR SHS FD #539	164,783 427	$10 7500		$10 62				
Total fixed income		**$14,070,756.77**	**35.24 %**	**$13,516,989.91**	**$553,766.86**	**3.77 %**	**$530,737.99**	**$126,741.28**

Equities

Stocks

Unclassified

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% 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
STARWOOD PROPERTY TRUST INC (STWD)	$282,620 00	$266,630 00	0 67 %	$248,794 88	$17,835 12	8 59 %	$22,880 00	$5,720 00
	13,000	$20 5100		$19 14				

Etf - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% 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
THE JPMORGAN ALERIAN MLP INDEX (AMJ)	$345,356 00	$349,022 00	0 88 %	$298,262 49	$50,759 51	4 94 %	$17,239 60	
ETN	9,400	$37 1300		$31 73				
ETF								
SPDR S&P 500 ETF TRUST (SPY)	6,007,097 00	5,876,624 10	14 72 %	4,957,607 75	919,016 35	1 85 %	108,475 08	27,947 03
	44,530	131 9700		111 33				
MIDCAP SPDR TRUST SERIES 1 (MDY)	5,512,090 20	5,357,215 50	13 42 %	3,280,445 40	2,076,770 10	0 94 %	49,843 69	14,144 02
ETF	30,190	177 4500		108 66				
ENERGY SELECT SPDR FUND (XLE)	678,568 00	663,080 00	1 67 %	500,098 87	162,981 13	1 41 %	9,345 60	
ETF	8,800	75 3500		56 83				
Total etf - equity		**$12,245,941.60**	**30.67 %**	**$9,036,414.51**	**$3,209,527.09**	**1.51 %**	**$184,903.97**	**$42,091.05**

Detail

Mutual funds - equity

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% 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
DFA US SMALL CAP PORTFOLIO (DFSTX) FUND #031	$4,192,925 58 180,408 390	$4,125,939 88 $22 8700	10 34 %	$3,169,664 06 ✓ $17 57	$956,275 82	0 65 %	$26,520 03	
GATEWAY FUND (GTEYX) FUND CLASS Y	555,793 42 20,763 693	550,445 50 26 5100	1 38 %	516,264 78 ✓ 24 86	34,180 72			
HARBOR INTERNATIONAL FUND (HAINX) CLASS INS	1,306,667 21 19,933 901	1,293,510 84 64 8900	3 24 %	818,547 78 ✓ 41 06	474,963 06	1 59 %	20,531 92	
HARRIS ASSOC INVT TR (OAKIX) CLASS I OAKMARK INTL FD FUND #109	1,272,690 03 61,991 721	1,256,572 18 20 2700	3 15 %	1,016,979 83 ✓ 16 41	239,592 35	0 82 %	10,228 63	
MERGER FD (MERFX) CL I FD #260	581,348 14 35,709 345	579,919 76 16 2400	1 46 %	550,168 71 ✓ 15 41	29,751 05	1 30 %	7,498 96	
STRATEGIC INTERNATIONAL (DISRX) STOCK FUND CL I	1,243,424 10 85,400 007	1,219,512 10 14 2800	3 06 %	1,018,462 55 ✓ 11 93	201,049 55	0 36 %	4,270 00	
Total mutual funds - equity		**$9,025,900.26**	**22.60 %**	**$7,090,087.71**	**$1,935,812.55**	**0.77 %**	**$69,049.54**	
Total equities		**$21,538,471.86**	**53.94 %**	**$16,375,297.10**	**$5,163,174.76**	**1.29 %**	**$276,833.51**	**$47,811.05**

Alternative investments

Mutual funds - alternative invest

Description (Symbol)	Market value last period / Quantity	Current market value / Current price per unit	% 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
PIMCO COMMODITY REAL RETURN (PCRIX) STRATEGY FUND INSTITUTIONAL CL	$1,237,238 55 134,349 936	$1,174,218 44 $8 7400	2 95 %	$1,599,752.65 ✓ $11 91	- $425,534 21	9 17 %	$107,641 17	
Total portfolio		**$39,931,726.48**	**100.00 %**	**$34,640,319.07**	**$5,291,407.41**	**2.29 %**	**$915,527.53**	**$174,581.11**

Form **8868** (Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

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

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

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization: THE ALLERTON FOUNDATION, INC.

Employer identification number: 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

Enter the Return code for the return that this application is for (file a separate application for each return) [0][4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ FOUNDATION MANAGEMENT 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 is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUL 1, 2010 , and ending JUN 30, 2011 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 28,983.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 18,983.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 10,000.

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 Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1-2011)

023841
01-03-11

William R. Deiss, CPA mailed 11-14-2011 990PF