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

2011

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

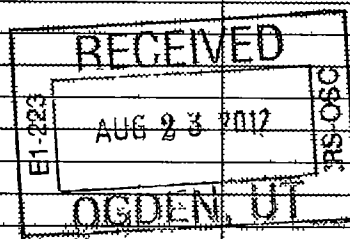
For calendar year 2011 or tax year beginning

, and ending

Name of foundation <b>ALLYN FOUNDATION, INC.</b>		A Employer identification number <b>15-6017723</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>PO BOX 22</b>	Room/suite	B Telephone number <b>(315) 685-5059</b>
City or town, state, and ZIP code <b>SKANEATELES, NY 13152</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 26,565,404.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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		126,971.	126,971.		Statement 1
4 Dividends and interest from securities		397,891.	397,891.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		633,031.			
b Gross sales price for all assets on line 6a <b>10,349,703.</b>					
7 Capital gain net income (from Part IV, line 2)			633,031.		
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		14,106.	14,106.		Statement 3
12 Total. Add lines 1 through 11		1,171,999.	1,171,999.		
13 Compensation of officers, directors, trustees, etc		120,000.	24,000.		96,000.
14 Other employee salaries and wages		32,782.	6,556.		26,226.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 4		18,943.	14,207.		4,736.
c Other professional fees Stmt 5		159,026.	109,526.		49,500.
17 Interest					
18 Taxes Stmt 6		32,577.	2,930.		8,695.
19 Depreciation and depletion		7,614.	0.		
20 Occupancy		6,944.	2,083.		3,922.
21 Travel, conferences, and meetings		5,963.	2,982.		2,982.
22 Printing and publications					
23 Other expenses Stmt 7		31,191.	9,593.		24,600.
24 Total operating and administrative expenses. Add lines 13 through 23		415,040.	171,877.		216,661.
25 Contributions, gifts, grants paid		1,206,041.			1,229,125.
26 Total expenses and disbursements. Add lines 24 and 25		1,621,081.	171,877.		1,445,786.
27 Subtract line 26 from line 12		-449,082.			
a Excess of revenue over expenses and disbursements			1,000,122.		
b Net investment income (if negative, enter -0-)					
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			End of year		
					(a) Book Value			(b) Book Value		
Assets	1	Cash - non-interest-bearing			32,370.			83,353.		83,353.
	2	Savings and temporary cash investments			372,557.			606,545.		606,545.
	3	Accounts receivable ▶								
		Less: allowance for doubtful accounts ▶								
	4	Pledges receivable ▶								
		Less: allowance for doubtful accounts ▶								
	5	Grants receivable								
	6	Receivables due from officers, directors, trustees, and other disqualified persons								
	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			2,216,796.			2,486,193.		2,486,193.
	b	Investments - corporate stock Stmt 11			11,400,520.			10,858,033.		10,858,033.
	c	Investments - corporate bonds Stmt 12			5,714,784.			4,240,476.		4,240,476.
Liabilities	11	Investments - land, buildings, and equipment basis ▶								
		Less: accumulated depreciation ▶								
	12	Investments - mortgage loans								
	13	Investments - other Stmt 13			8,854,720.			8,236,101.		8,236,101.
	14	Land, buildings, and equipment basis ▶ 46,100.								
		Less: accumulated depreciation Stmt 9 ▶ 36,452.			17,262.			9,648.		9,648.
	15	Other assets (describe ▶ Statement 14)			45,755.			45,055.		45,055.
	16	Total assets (to be completed by all filers)			28,654,764.			26,565,404.		26,565,404.
	17	Accounts payable and accrued expenses			1,650.					
	18	Grants payable			783,340.			757,255.		
Net Assets or Fund Balances	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)			0.			13,153.		
	23	Total liabilities (add lines 17 through 22)			784,990.			770,408.		
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.								
	24	Unrestricted			26,443,316.			24,344,719.		
	25	Temporarily restricted			1,426,458.			1,450,277.		
	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			27,869,774.			25,794,996.		
	31	Total liabilities and net assets/fund balances			28,654,764.			26,565,404.		

**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	27,869,774.
2	Enter amount from Part I, line 27a	2	-449,082.
3	Other increases not included in line 2 (itemize) ▶ See Statement 8	3	1,955.
4	Add lines 1, 2, and 3	4	27,422,647.
5	Decreases not included in line 2 (itemize) ▶ NET UNREALIZED LOSS ON INVESTMENTS	5	1,627,651.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,794,996.

**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.)
<b>1a PUBLICALLY TRADED SECURITIES</b>		<b>P</b>		
<b>b 190 UNITS PLAINS ALL AMERICAN</b>		<b>P</b>	<b>12/29/06</b>	<b>10/07/11</b>
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a 10,349,703.</b>		<b>9,714,717.</b>	<b>634,986.</b>
<b>b</b>		<b>1,955.</b>	<b>-1,955.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(l) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			<b>634,986.</b>
<b>b</b>			<b>-1,955.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	633,031.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,359,574.	27,166,452.	.050046
2009	1,246,199.	24,151,065.	.051600
2008	1,829,504.	29,351,076.	.062332
2007	2,145,959.	33,796,017.	.063497
2006	971,205.	17,715,384.	.054823

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>.282298</b>
<b>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</b>	<b>3</b>	<b>.056460</b>
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>	<b>4</b>	<b>27,924,980.</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>1,576,644.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>10,001.</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>1,586,645.</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>1,445,786.</b>

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	20,002.
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	20,002.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	20,002.
6	<b>Credits/Payments</b>		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	6,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000.
d	Backup withholding erroneously withheld	6d	
7	<b>Total credits and payments.</b> Add lines 6a through 6d	7	21,000.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	998.
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> 998. <b>Refunded</b> <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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b 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) <input type="checkbox"/> NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.ALLYNFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>MARGARET O'CONNELL</u> Telephone no ► <u>(315) 685-5059</u> Located at ► <u>PO BOX 22, SKANEATELES, NY</u> ZIP+4 ► <u>13152</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► <u>Other Country</u>	16	X	No

**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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 16		120,000.	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
MARGARET M. O'CONNELL P.O. BOX 22, SKANEATELES, NY 13152	EXECUTIVE DIRECTOR 40.00	120,000.	0.	0.

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

0

Form 990-PF (2011)





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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	27,889,759.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	460,475.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	28,350,234.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	28,350,234.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	425,254.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	27,924,980.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	1,396,249.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,396,249.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	20,002.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	20,002.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,376,247.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,376,247.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,376,247.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,445,786.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,445,786.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	1,445,786.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,376,247.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	133,554.			
b From 2007	557,852.			
c From 2008	371,260.			
d From 2009	44,216.			
e From 2010	7,018.			
f Total of lines 3a through e	1,113,900.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,445,786.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,376,247.
e Remaining amount distributed out of corpus	69,539.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,183,439.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	133,554.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,049,885.			
10 Analysis of line 9				
a Excess from 2007	557,852.			
b Excess from 2008	371,260.			
c Excess from 2009	44,216.			
d Excess from 2010	7,018.			
e Excess from 2011	69,539.			



<b>Part XV</b>	<b>Supplementary Information</b> (continued)
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### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED XJ3				1,229,125.
Total			3a	1,229,125.
b Approved for future payment				
HOUSING VISIONS 1201 E FAYETTE STREET SYRACUSE, NY 13210		EXEMPT	ORCHARD STREET REVITALIZATION PROJECT	250,000.
CNY COMMUNITY FND IDEAS FUND 431 E FAYETTE STREET SYRACUSE, NY 13202		EXEMPT	IDEAS FUND	50,000.
CNY COMMUNITY FOUNDATION 431 E FAYETTE STREET SYRACUSE, NY 13202		EXEMPT	SYRACUSE SAY YES TO EDUCATION	200,000.
Total			3b	757,255.

See continuation sheet(s)

**Part XV** Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CROUSE HEALTH FOUNDATION 736 IRVING AVENUE SYRACUSE, NY 13210		EXEMPT	CONSTRUCTION & EQUIPMENT FOR WITTING SURGICAL CENTER	10,000.
PROLITERACY WORLDWIDE 1320 JAMESVILLE AVE SYRACUSE, NY 13210		EXEMPT	LIFE LINK PROGRAM	50,000.
SALVATION ARMY OF SYRACUSE AREA 677 S SALINA STREET SYRACUSE, NY 13202		EXEMPT	PROGRAM COORDINATOR	50,000.
RESCUE MISSION ALLIANCE OF SYRACUSE, NY 120 GIFFORD STREET SYRACUSE, NY 13202		EXEMPT	FAMILY TRANSITIONS PROGRAM IN CAYUGA COUNTY	60,000.
SOUTHSIDE COMMUNITY COALITION 2331 S. SALINA STREET SYRACUSE, NY 13205		EXEMPT	SOUTH SIDE FOOD COOPERATIVE	30,000.
AIDS COMMUNITY RESOURCES 627 W GENESEE STREET SYRACUSE, NY 13204		EXEMPT	DEVELOPMENT COORDINATOR FOR Q CENTER	15,000.
RESCUE MISSION ALLIANCE OF SYRACUSE, NY 120 GIFFORD STREET SYRACUSE, NY 13202		EXEMPT		42,255.
<b>Total from continuation sheets</b>				<b>257,255.</b>



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

- |   |              |            |           |
|---|--------------|------------|-----------|
| <b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of  |              |            |           |
| <b>(1)</b> Cash   | <b>1a(1)</b> |            | <b>X</b>  |
| <b>(2)</b> Other assets   | <b>1a(2)</b> |            | <b>X</b>  |
| <b>b</b> Other transactions   |              |            |           |
| <b>(1)</b> Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |            | <b>X</b>  |
| <b>(2)</b> Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |            | <b>X</b>  |
| <b>(3)</b> Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |            | <b>X</b>  |
| <b>(4)</b> Reimbursement arrangements   | <b>1b(4)</b> |            | <b>X</b>  |
| <b>(5)</b> Loans or loan guarantees   | <b>1b(5)</b> |            | <b>X</b>  |
| <b>(6)</b> Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |            | <b>X</b>  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |            | <b>X</b>  |
| <b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |            |           |

[illegible]

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

- | b If "Yes," complete the following schedule |                          |                                 |
|---|--------------------------|---------------------------------|
| (a) Name of organization                    | (b) Type of organization | (c) Description of relationship |
| N/A   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |

**Sign  
Here**

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

Signature of officer or trustee Muneen Sodurbeny

Date 8/14/12

**PRESIDENT**

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

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name <b>PAULA D. DECKMAN</b>	Preparer's signature <i>Paula D Deckman CPA</i>	Date <b>8/9/12</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00087828</b>
Firm's name ▶ <b>TESTONE, MARSHALL &amp; DISCENZA, LLP</b>			Firm's EIN ▶ <b>16-1076996</b>	
Firm's address ▶ <b>THE FOUNDRY 432 NORTH FRANKLIN STREET SYRACUSE, NY 13204</b>			Phone no <b>315-476-4004</b>	

## 2011 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	Furniture & Fixtures											
2	Office Furniture	063007200	DB	7.00	17	7,249.			7,249.	3,626.		1,035.
4	Office Furniture	063007200	DB	7.00	17	1,452.			1,452.	728.		207.
5	Office Furniture	063007200	DB	7.00	17	1,834.			1,834.	917.		262.
	* 990-PF Pg 1 Total Furniture & Fixtur					10,535.		0.	10,535.	5,271.	0.	1,504.
	Other											
	Grant Management											
1	Computer Software	063007200	DB	5.00	17	9,023.			9,023.	9,023.		0.
3	Computer Equipment	063007200	DB	5.00	17	20,542.			20,542.	14,378.		4,109.
6	Build Out Costs	120110	SL	3.00	16	6,000.			6,000.	167.		2,000.
	* 990-PF Pg 1 Total Other					35,565.		0.	35,565.	23,568.	0.	6,109.
	* Grand Total 990-PF Pg 1 Depr					46,100.		0.	46,100.	28,839.	0.	7,613.



Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
JP MORGAN-CASH	126,971.
Total to Form 990-PF, Part I, line 3, Column A	126,971.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
JP MORGAN INVESTMENTS	397,891.	0.	397,891.
Total to Form 990-PF, Part I, line 4	397,891.	0.	397,891.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
MISCELLANEOUS INCOME	14,106.	14,106.	
Total to Form 990-PF, Part I, line 11	14,106.	14,106.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	18,943.	14,207.		4,736.
To Form 990-PF, Pg 1, line 16b	18,943.	14,207.		4,736.

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	
CONSULTANTS	49,500.	0.		49,500.	
INVESTMENT FEES	109,526.	109,526.		0.	
To Form 990-PF, Pg 1, ln 16c	159,026.	109,526.		49,500.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FOREIGN TAX	0.	6.		0.	
FEDERAL EXCISE TAX	20,958.	0.		0.	
NYS FILING FEE	750.	750.		0.	
PAYROLL	10,869.	2,174.		8,695.	
To Form 990-PF, Pg 1, ln 18	32,577.	2,930.		8,695.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
OFFICE EXPENSE	5,869.	1,761.		4,108.	
TELEPHONE	1,171.	586.		586.	
INSURANCE	8,978.	2,693.		6,285.	
CLEANING	750.	225.		525.	
PROFESSIONAL DEVELOPMENT	6,765.	2,030.		4,736.	
MISCELLANEOUS EXPENSES	5,604.	1,682.		6,922.	
UTILITIES	2,054.	616.		1,438.	
To Form 990-PF, Pg 1, ln 23	31,191.	9,593.		24,600.	

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 8

Description	Amount
BOOK / TAX DIFFERENCE IN SALE OF PARTNERSHIP INTEREST	1,955.
Total to Form 990-PF, Part III, line 3	1,955.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 9

Description	Cost or Other Basis	Accumulated Depreciation	Book Value	Fair Market Value
Grant Management Computer Software	9,023.	9,023.	0.	0.
Office Furniture	7,249.	4,661.	2,588.	2,588.
Computer Equipment	20,542.	18,487.	2,055.	2,055.
Office Furniture	1,452.	935.	517.	517.
Office Furniture	1,834.	1,179.	655.	655.
Build Out Costs	6,000.	2,167.	3,833.	3,833.
To 990-PF, Part II, ln 14	46,100.	36,452.	9,648.	9,648.

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
BONDS See attached Stmt 10		X	2,486,193.	2,486,193.
Total U.S. Government Obligations				
Total State and Municipal Government Obligations			2,486,193.	2,486,193.
Total to Form 990-PF, Part II, line 10a			2,486,193.	2,486,193.

Form 990-PF	Corporate Stock	Statement 11
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Description	Book Value	Fair Market Value
STOCKS See attached Stmt 11	10,858,033.	10,858,033.
Total to Form 990-PF, Part II, line 10b	10,858,033.	10,858,033.

Form 990-PF	Corporate Bonds	Statement 12
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Description	Book Value	Fair Market Value
BONDS See attached Stmt 12	4,240,476.	4,240,476.
Total to Form 990-PF, Part II, line 10c	4,240,476.	4,240,476.

Form 990-PF	Other Investments	Statement 13
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Description	Valuation Method	Book Value	Fair Market Value
INVESTMENTS - OTHER See attached Stmt 13	FMV	8,236,101.	8,236,101.
Total to Form 990-PF, Part II, line 13		8,236,101.	8,236,101.

Form 990-PF	Other Assets	Statement 14
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Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
DIVIDENDS AND INTEREST RECEIVABLE	45,755.	45,055.	45,055.
To Form 990-PF, Part II, line 15	45,755.	45,055.	45,055.

Form 990-PF	Other Liabilities	Statement	15
Description	BOY Amount	EOY Amount	
DEFERRED FEDERAL EXCISE TAX	0.	13,153.	
Total to Form 990-PF, Part II, line 22	0.	13,153.	

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 Expense Contrib Account	
WILLIAM F. ALLYN PO BOX 22 SKANEATELES, NY 13152	DIRECTOR 1.00	0.	0.	0.
LEW F ALLYN PO BOX 22 SKANEATELES, NY 13152	SECRETARY 4.00	0.	0.	0.
DAWN ALLYN PO BOX 22 SKANEATELES, NY 13152	DIRECTOR 1.00	0.	0.	0.
JANET ALLYN PO BOX 22 SKANEATELES, NY 13152	DIRECTOR 1.00	0.	0.	0.
WILLIAM SCOTT ALLYN PO BOX 22 SKANEATELES, NY 13152	DIRECTOR 1.00	0.	0.	0.
LAURA AUSTIN ALLYN PO BOX 22 SKANEATELES, NY 13152	DIRECTOR 1.00	0.	0.	0.
ERIC ALLYN PO BOX 22 SKANEATELES, NY 13152	TREASURER 4.00	0.	0.	0.
DAVID ALLYN PO BOX 22 SKANEATELES, NY 13152	DIRECTOR 1.00	0.	0.	0.

AMY ALLEN PO BOX 22 SKANEATELES, NY 13152	DIRECTOR 1.00	0.	0.	0.
RICHARD NEWMAN PO BOX 22 SKANEATELES, NY 13152	DIRECTOR 1.00	0.	0.	0.
MARGARET OGDEN PO BOX 22 SKANEATELES, NY 13152	DIRECTOR 1.00	0.	0.	0.
ELSA A. SODERBERG PO BOX 22 SKANEATELES, NY 13152	VICE PRESIDENT 4.00	0.	0.	0.
PEER SODERBERG PO BOX 22 SKANEATELES, NY 13152	DIRECTOR 1.00	0.	0.	0.
MAUREEN SODERBERG PO BOX 22 SKANEATELES, NY 13152	PRESIDENT 4.00	0.	0.	0.
MARGARET O'CONNELL PO BOX 22 SKANEATELES, NY 13152	EXECUTIVE DIRECTOR 40.00	120,000.	0.	0.
TOM WOOD PO BOX 22 SKANEATELES, NY 13152	DIRECTOR 1.00	0.	0.	0.
PETER SODERBERG PO BOX 22 SKANEATELES, NY 13152	DIRECTOR 1.00	0.	0.	0.
JOE HENNIGAN PO BOX 22 SKANEATELES, NY 13152	ADVISOR 4.00	0.	0.	0.

Totals included on 990-PF, Page 6, Part VIII

120,000.	0.	0.
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## Grant Application for the Allyn Foundation

Name of Organization: \_\_\_\_\_

Address: \_\_\_\_\_

Contact person: \_\_\_\_\_ Position: \_\_\_\_\_

Phone: \_\_\_\_\_ email address: \_\_\_\_\_

Amount requested: \_\_\_\_\_ Total cost of project: \_\_\_\_\_

Briefly explain the mission of your agency:

Please describe the geographic area in which you serve:

Describe the need or problem that your proposal seeks to address.

Describe the project or program and its objectives.

Outline your plan for evaluating the proposed project and its expected outcomes.

Allyn Foundation, Inc.  
Federal ID #: 15-6017723  
December 31, 2011

Attachment to Form 990-PF  
Part XV, Supplementary Information  
Form in which application should be submitted  
Lines 2b & 2c:

Founded in 1954, the Allyn Foundation is a private, family foundation that provides grants to charitable organizations primarily in Central New York. The Foundation's funding priorities are a reflection of the generous legacy of William Noah Allyn, founder of Welch Allyn, and his son, William G. Allyn. The Foundation serves as a vehicle for the family to foster collectively the practice of philanthropy among succeeding generations. Through funding, engagement and influence, the Foundation seeks to reflect its family value, *Be Always Kind and True*.

The mission of the Allyn Foundation is to improve the quality of life in Central New York. The vision of the Allyn Foundation is to engage in collaborative philanthropy with leadership, investments and strategic grants through charitable organizations that build responsibility and vibrancy into the community, reflecting the compassion of our founders. In service of this vision, the Foundation focuses its grant making in the following areas:

**Health and Human Services**

Facilitate and support the delivery of quality health care in our communities. Work to ensure that all people have basic daily needs of food, clothing, and shelter and enable the means to provide for themselves. Promote education in family planning.

**Education**

Expand access and success in education, particularly for students of underrepresented backgrounds.

**Quality of Life for Youth and Families**

Promote and support long-term sustainable solutions that target improved quality of life in our community.

Grants are made only to organizations given tax exempt status by the Internal Revenue Service. Grants are not made to endowment funds, to individuals, for loan purposes, for religious groups or to political groups. Grants are not made as sponsorships for fund raising events. The Foundation will consider long-term pledges for capital improvement projects.

Please use a grant application when applying for funds. A grant application can be downloaded from the website: [www.allynfoundation.org](http://www.allynfoundation.org).

Applications are due April 1, July 1, September 1 and November 1 of 2011. The Board of Directors does not allow presentations during their scheduled meetings.



Describe the sustainability of this project, if it is not a one-time grant. How will you sustain the project after Allyn Foundation funding has ended?

Last year, how much did you raise in private funds (excluding United Way money): \_\_\_\_\_

Number of donors to your agency: \_\_\_\_\_

Describe other sources of funding you may have to secure financing for this project:

Please include with this grant statement the following:

- A one page line item budget reflecting all expenses and income for the project
- List of Board of Directors
- A copy of your 501(c)(3) IRS Determination Letter
- A copy of your most recent audited financial statement

You may include with this grant application any relevant materials including annual reports, campaign brochures, etc. In an effort to conserve paper, please do not submit a customized grant proposal.

Submit your grant application to:      The Allyn Foundation  
P. O. Box 22  
Skaneateles, New York 13152

Questions? Call 685-5059 or email us at [anye@allynfoundation.org](mailto:anye@allynfoundation.org)

Attachment to Form 990-PF  
Part XV, Supplementary Information  
Grants Contributions Paid During the Year  
Line 3a:

Recipient	Status	Purpose	Amount
AIDS Community Resources 627 West Genesee Street Syracuse, NY 13204	Exempt	Dev. Coord. for Q Center (1st matching pmt. )	15,000.00
American Red Cross - Onondaga 220 Herald Place Suite 1 Syracuse, NY 13202	Exempt	Regional COO position - Auburn (final pmt)	20,000.00
Auburn Education Foundation 78 Thornton Ave Auburn, NY 13021	Exempt	Inspiring Speaker Series	5,000.00
Auburn Sports Boosters, Inc. PO Box 123 Auburn, NY 13021	Exempt	Improve facilities in Auburn for Girls' Softball	10,000.00
Baltimore Woods Nature Center 4007 Bishop Hill Road Marcellus, NY 13108	Exempt	Construction of new pavilion	20,000.00
Camp AmeriKids, Inc. 88 Hamilton Ave Stamford, CT 06902	Exempt	Family member donation	3,000.00
Cayuga Counseling Services 17 E Genesee Street Auburn, NY 13021	Exempt	Outfit exam rm w/ necessary equip. & supplies	3,500.00
Cayuga County Council of Senior Citizens 160 Genesee Street Auburn, NY 13021	Exempt	Senior Citizen Emergency Fund	2,000.00

Attachment to Form 990-PF  
Part XV, Supplementary Information  
Grants Contributions Paid During the Year  
Line 3a:

Recipient	Status	Purpose	Amount
Cayuga Museum of History and Art 203 Genesee Street Auburn, NY 13021	Exempt	Rehab. of Carriage House Theatre (final pmt)	15,000.00
Cayuga/Onondaga BOCES 1879 W Genesee St Auburn, NY 13021	Exempt	Jump Start 10 (youth leadership forum)	2,000.00
Central New York Community Foundation 431 E Fayette Street Syracuse, NY 13202	Exempt	Syracuse Say Yes to Educ., IDEAS Fund, Cayuga Comm. Fund, Women's Fund of CNY	164,000.00
Crouse Health Foundation 736 Irving Avenue Syracuse, NY 13210	Exempt	Construction & equip. for Witting Surgical Ctr.	10,000.00
Displaced Homemakers Ctr of Tompkins Co. Inc. Ithaca, NY 14850	Exempt	Program support during reorganization	30,000.00
E. John Gavras Center 182 North Street Auburn, NY 13021	Exempt	Director's donation for Cornerstone Program, Success By Six	1,800.00
Eldercare Foundation 723 James St Syracuse, NY 13203	Exempt	Director's donation	1,000.00
English Speaking Union 7600 Merle Rdg Baldwinsville, NY 13207	Exempt	Support for Shakespeare competition	500.00

Attachment to Form 990-PF  
Part XV, Supplementary Information  
Grants Contributions Paid During the Year  
Line 3a:

Recipient	Status	Purpose	Amount
Faatz-Crofut Home For The Elderly 46 Grant Ave Auburn, NY 13021	Exempt	Deconstruct & reconstruct front porch (final pmt) + Director's donation	28,000.00
Finger Lakes Land Trust 202 E Court Street Ithaca, NY 14850	Exempt	Family member donation	1,000.00
First English Lutheran Church 501 James St Syracuse, NY 13204	Exempt	Neighborhood Computer Project	4,500.00
Focus on the Family 8655 Explorer Dr Colorado Springs, CO 80920	Exempt	Director's donation	1,000.00
Food Bank of CNY 7066 Interstate Island Ro Syracuse, NY 13209	Exempt	New, larger facility (final pmt) + Dir.'s donation	51,000.00
Fremont Public School Foundation 130 E 9th Street Fremont, NE 68025	Exempt	Family member donation	1,000.00
Friends of The Burnett Park Zoo One Conservation Place Syracuse, NY 13204	Exempt	Director's donation	1,000.00
Friends of the Central Library, Inc. Syracuse, NY 13202	Exempt	Director's donations	2,500.00

Attachment to Form 990-PF  
Part XV, Supplementary Information  
Grants Contributions Paid During the Year  
Line 3a:

Recipient	Status	Purpose	Amount
Goucher College 1021 Dulaney Valley Road Baltimore, MD 21204	Exempt	Family member donation	1,500.00
Grantmakers Forum of New York 75 College Avenue, STE 311 Rochester, NY 14607	Exempt	Membership	4,000.00
Home Headquarters, Inc. 120 E Jefferson Street Syracuse, NY 13202	Exempt	Orchard Street Revitalization Plan (final pmt)	130,000.00
Hospice of the Finger Lakes 1130 Corporate Drive Auburn, NY 13021	Exempt	Assist w/ Strategic Planning + Dir.'s donation	12,000.00
Imagine Syracuse 7000 Old Quarry Road Fayetteville, NY 13066	Exempt	Young Musicians Project	10,000.00
Interfaith Works 500 N Salina St Syracuse, NY 13208	Exempt	Interfaith Leadership Award Dinner	1,000.00
Le Moyne College 1419 Salt Springs Road Syracuse, NY 13214	Exempt	W.G. Allyn Scholarships	30,000.00
Marcellus Ambulance Vol. Emergency Svcs., Inc. 3707 Lee Mulroy Rd Marcellus, NY 13108	Exempt	Office furniture and equip. for new facility	10,000.00

Attachment to Form 990-PF  
Part XV, Supplementary Information  
Grants Contributions Paid During the Year  
Line 3a:

Recipient	Status	Purpose	Amount
Mars Hill Broadcasting Co., Inc. 4044 Makyes Road Syracuse, NY 13215	Exempt	Director's donation	1,000.00
Matthew House 43 Metcalf Dr Auburn, NY 13021	Exempt	Annual operations fund + Director's donations	8,500.00
McMahon/Ryan Child Advocacy Site, Inc. 601 E Genesee St Syracuse, NY 13202	Exempt	Child Advocacy Center	60,000.00
National Center For Family Philanthropy 1101 Connecticut Ave, NW Washington, DC 20036	Exempt	Membership renewal	1,000 00
New Hope Family Services, Inc. 3519 James Street Syracuse, NY 13206	Exempt	Director's donation	1,000.00
New York Agricultural Land Trust, Inc. PO Box 121 Preble, NY 13141	Exempt	Build organizational/ professional capacity	10,000.00
On Point For College, Inc. 1654 W Onondaga Street Syracuse, NY 13204	Exempt	Program operations	50,000.00
Onondaga Community College Foundation 4585 West Seneca Turnpike Syracuse, NY 13219	Exempt	Allyn Scholarships, Presidential Scholars Program + Director's donation	83,000.00

Attachment to Form 990-PF  
Part XV, Supplementary Information  
Grants Contributions Paid During the Year  
Line 3a:

Recipient	Status	Purpose	Amount
Onondaga County Public Library, Mundy Branch 1204 South Geddes Street Syracuse, NY 13204	Exempt	Mundy InfoTech Center	40,000.00
Onondaga Environmental Institute, Inc. 102 West Division St Syracuse, NY 13204	Exempt	Infrastructure costs assoc. w/ capacity bldg.	10,000 00
Onondaga Historical Association 321 Montgomery St Syracuse, NY 13202	Exempt	Fire suppression system in historic 1906 bldg.	5,000.00
Orenda Springs Experiential Learning Center 4939 Lawless Rd Marcellus, NY 13108	Exempt	Ropes course equip., insulation & ramp for yurt, sleeping bags, & "Floating Class Ship"	5,000 00
Planned Parenthood of Rochester/Syracuse 114 University Avenue Rochester, NY 14605	Exempt	Director's donations	4,000.00
Planned Parenthood of the Heartland PO Box 4557 Des Moines, IA 50305	Exempt	Family member donation	1,000.00
ProLiteracy Worldwide 1320 Jamesville Ave Syracuse, NY 13210	Exempt	Life Links program	50,000.00

Attachment to Form 990-PF  
Part XV, Supplementary Information  
Grants Contributions Paid During the Year  
Line 3a:

Recipient	Status	Purpose	Amount
Redhouse Arts Center, Inc. 201 S West Street Syracuse, NY 13202	Exempt	Director's donations	6,000.00
Rescue Mission Alliance of Syracuse, NY 120 Gifford Street Syracuse, NY 13202	Exempt	Homeless mobile case management services in Cayuga Co. + Director's donations	48,255.00
Sarah House 100 Roberts Ave Syracuse, NY 13207	Exempt	To add to parking lot for additional parking	10,000.00
SAVES, Inc. 77 Fennell Street Skaneateles, NY 13152	Exempt	In honor of Dan Labeille	1,000.00
Skaneateles Central Schools 49 E Elizabeth Street Skaneateles, NY 13152	Exempt	W.G. Allyn Hockey Awards	2,200.00
Skaneateles Ctrl Schools - Girls Varsity Hockey 49 E Elizabeth Street Skaneateles, NY 13152	Exempt	Director's donation	500.00
Skaneateles Early Childhood Center 2685 US RTE 20 Skaneateles, NY 13152	Exempt	Director's donations	6,000.00
Skaneateles Education Foundation PO Box 16 Skaneateles, NY 13152	Exempt	Exec. Dir. salary + In honor of Dan Labeille	24,500.00



Attachment to Form 990-PF  
Part XV, Supplementary Information  
Grants Contributions Paid During the Year  
Line 3a:

Recipient	Status	Purpose	Amount
Skaneateles Festival 97 E Genesee Street Skaneateles, NY 13152	Exempt	Furnishings for new office space, Director's donation, In honor of Dan Labeille	6,845.00
Skaneateles Library Association 49 E Genesee Street Skaneateles, NY 13152	Exempt	Oper. fund & lg. print books & books on CD	8,000.00
Skaneateles Recreational Charitable Trust 44 South Street Auburn, NY 13021	Exempt	Director's donations	6,000.00
Spanish Action League of Onondaga Co., Inc. 700 Oswego Street Syracuse, NY 13204	Exempt	Interpreters & training for Latino mental health services	15,000.00
SUNY Oswego ASC 7060 Route 104 Oswego, NY 13126	Exempt	Director's donation	1,000.00
Syracuse Chamber of Commerce Fnd., Inc. 572 S Salina Street Syracuse, NY 13202	Exempt	Metropolitan Development Plan	10,000.00
Syracuse Housing Development Foundation 301 Columbus Ave Syracuse, NY 13210	Exempt	Getting Ahead Learning Center on Near Westside of Syracuse	10,000.00
Syracuse Parks Conservancy, Inc. 212 Melrose Ave Syracuse, NY 13206	Exempt	Community-build playground	5,000.00

Attachment to Form 990-PF  
Part XV, Supplementary Information  
Grants Contributions Paid During the Year  
Line 3a:

Recipient	Status	Purpose	Amount
Syracuse Symphony Orchestra 411 Montgomery Street Syracuse, NY 13202	Exempt	Bridge campaign (last pmt.)	30,000.00
Tau Beta Pi Association PO Box 2697 Knoxville, TN 37901	Exempt	Director's donation	3,000.00
The Family Tree, Inc. 2108 North Charles Street Baltimore, MD 21218	Exempt	Family member donation	3,000.00
The Nature Conservancy of Colorado 3350 Turkey Canyon Ranch Boulder, CO 80302	Exempt	Family member donation	3,000.00
Trout Unlimited 1300 North 17th Street Arlington, VA 22209	Exempt	Family member donation	3,000.00
United Way of Cayuga County, Inc. 17 E Genesee Street, Suite 2 Auburn, NY 13021	Exempt	Community Indicators Proj.(Cayuga/Seneca)	10,000.00
Vera House, Inc. 6181 Thompson Road Syracuse, NY 13206	Exempt	Renovation of kitchen in Emergency Shelter	25,000.00
Washington & Lee Univ. School of Law 1 Denny Circle Lexington, VA 24450	Exempt	Family member donation	1,500.00

Attachment to Form 990-PF  
Part XV, Supplementary Information  
Grants Contributions Paid During the Year  
Line 3a:

Recipient	Status	Purpose	Amount
Westminister Manor 81 South St Auburn, NY 13021	Exempt	New, state-of-the-art kitchen	25,000.00
Whole Me, Inc. 1015 State Fair Blvd Syracuse, NY 13209	Exempt	Bridge funding + support for consulting & leadership dev. svcs for Board & staff	16,525.00
World Wildlife Fund 1250 24th Street N.W. Washington, DC 20037	Exempt	Family member donation	3,000.00
YMCA Of Greater Syracuse 340 Montgomery St Syracuse, NY 13202	Exempt	Create new space for the Downtown Writer's Center in the YMCA	5,000 00
YMCA-WEIU 27 William Street Auburn, NY 13021	Exempt	Gen. oper. support of Skaneateles Comm. Ctr.	20,000.00
Total			<u>1,229,125.00</u>

Allyn Foundation, Inc.  
Federal ID#: 15-6017723  
December 31, 2011

Statement 10

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments-State and Municiple Obligations  
Line 10a:

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
FANNIE MAE 5 3/8% JUL 15 2016 DTD 6/15/2006	95,000.00	111,580.21	113,097.50
FANNIE MAE PARTIC CTF ARMS 5.596% FEB 01 2037 DTD 01/01/2007 POOL NO 888148	13,248.56	14,026.92	13,988.23
FEDERAL HOME LOAN BANK 3 5/8% OCT 18 2013 DTD 09/15/2008	75,000.00	78,876.00	79,266.00
FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2002- 55 CL-QE 5.50% DUE 09/25/2017	61,235.64	65,215.96	65,634.89
FHLMC GOLD PARTIC CTF 4% OCT 01 2021 DTD 11/01/2006 POOL NO G12456	55,962.21	58,156.98	59,239.92
FHLMC GOLD PARTIC CTF 4.5% APR 01 2020 DTD 04/01/2005 POOL NO B18276	58,584.14	61,870.33	62,400.31
FHLMC GOLD PARTIC CTF 4.5% MAR 01 2020 DTD 03/01/2005 POOL NO G18044	62,538.16	66,251.36	66,611.89
FHLMC GOLD PARTIC CTF 5.5% FEB 01 2020 DTD 06/01/2005 POOL NO G11728	42,892.63	45,425.98	47,011.61
FHLMC GOLD PARTIC ETF 5% OCT 01 2023 DTD 10/01/2003 POOL NO C90719	19,157.53	20,399.77	20,894.35
FHLMC REMIC SER 2977 CL JT 5% MAY 15 2020 DTD 05/01/2005	50,000.00	55,750.00	56,288.48
FHLMC SER 2843 CL BC 5% AUG 15 2019 DTD 08/01/2004	75,000.00	81,890.63	82,403.82
FNMA 0 3/4% DEC 18 2013 DTD 11/01/2010	40,000.00	39,982.80	40,152.80
FNMA 1 1/4% FEB 27 2014 DTD 02/01/2011	35,000.00	34,984.25	35,506.10
FNMA 4% MAY 01 2019 DTD 05/01/2004 POOL NO 764262	43,635.51	45,721.82	46,415.96
FNMA 4.5% JAN 01 2021 DTD 01/01/2006 POOL NO 845159	54,755.39	57,869.60	58,560.89

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments-State and Municiple Obligations  
Line 10a:

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
FREDDIE MAC GOLD PARTIC CTF 4% JUL 01 2018 DTD 07/01/2003 POOL NO F97484	66,072.91	69,108.12	70,025.40
FREDDIE MAC GOLD PARTIC CTF 5% OCT 01 2020 DTD 09/01/2005 POOL NO G11769	22,309.36	23,564.26	24,047.26
FREDDIE MAC GOLD PARTIC CTF SEP 01 2023 DTD 09/01/2003 POOL NO C90706	31,862.51	34,142.67	34,751.17
FREDDIE MAC NOTES 5% JUL 15 2014 DTD 7/16/2004	60,000.00	67,161.60	66,635.40
FREDDIE MAC SER 2924 CL EH 5.25% MAR 15 2024 DTD 01/01/2005	41,476.08	43,044.39	43,495.77
GREATER ORLANDO AVIATION AUTHORITY FLORIDA REV SPL PURP FACS 3.66% OCT 01 2013 DTD 10/07/2009 FED TAXABLE HELD BY DTC BOOK ENTRY ONLY	25,000.00	25,000.00	25,438.50
MUNICIPAL ELECTRIC AUTHORITY GEORGIA TAXABLE PROJ 1 5% A JAN 01 2012 DTD 05/05/2009 FED TAXABLE HELD BY DTC BOOK ENTRY ONLY	20,000.00	19,993.60	20,000.00
STATE OF NEW YORK URBAN DEVELOPMENT CORP REV-ST PERS INCOME TAX 2.032% D DEC 15 2012 DTD 12/01/2009 FED TAXABLE HELD BY DTC BOOK ENTRY ONLY	20,000.00	20,000.00	20,208.60
U S A NOTES 1 1/4% AUG 31 2015 DTD 08/31/2010	30,000.00	29,627.45	30,796.80
U S A NOTES 1 1/4% MAR 15 2014 DTD 3/15/2011	45,000.00	45,119.53	45,952.65
U S A NOTES 1 1/4% OCT 31 2015 DTD 11/01/2010	105,000.00	104,111.09	107,691.15
U S A NOTES 2 1/8% MAY 31 2015 DTD 06/01/2010	75,000.00	74,753.90	79,177.50
U S A NOTES 2 3/8% OCT 31 2014 DTD 11/02/2009	135,000.00	139,463.34	142,604.55
U S A NOTES 2 5/8% DEC 31 2014 DTD 12/31/2009	40,000.00	41,431.38	42,662.40

**Attachment to Form 990-PF**  
**Part II, Balance Sheet**  
**Investments-State and Municipal Obligations**  
**Line 10a:**

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
U S A NOTES 2 5/8% JUL 31 2014 DTD 07/31/2009	395,000.00	400,639.75	418,174.65
U S A NOTES 2% JAN 31 2016 DTD 01/31/2011	85,000.00	83,615.52	89,675.00
U S A NOTES 3 1/8% OCT 31 2016 DTD 11/02/2009	150,000.00	165,123.05	166,324.50
U S A NOTES 4 1/2% MAY 15 2017 DTD 5/15/2007	120,000.00	142,321.87	142,322.40
U S A TREASURY NOTES 2 3/8% AUG 31 2014 DTD 08/31/2009	30,000.00	30,959.47	31,603.20
USA T BILL 2 1/8% FEB 29 2016 DTD 02/28/2011	35,000.00	34,874.12	37,132.90
	TOTAL	\$ 2,432,057.72	\$ 2,486,192.55

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments-Corporate Stocks  
Line 10b:

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
ALERE INC	1,372.00	47,416.55	31,679.48
AMDOCS LTD	1,478.00	37,573.19	42,167.34
AMERCO	165.00	7,856.82	14,586.00
APACHE CORP	420.00	36,340.79	38,043.60
APPLE INC.	115.00	45,956.47	46,575.00
ASSISTED LIVING CONCEPTS INC	1,304.00	18,993.69	19,416.56
ATLAS AIR WORLDWIDE HOLDINGS INC	545.00	22,962.88	20,944.35
AVNET INC	840.00	12,841.05	26,115.60
BANK OF AMERICA CORP	5,357.00	70,152.28	29,784.92
BEST BUY INC	1,337.00	43,618.09	31,245.69
BLACKROCK U.S. OPPORTUNITIES PORTFOLIO	15,649.81	690,000.00	524,112.04
CABOT CORP	510.00	16,262.50	16,391.40
CABOT OIL & GAS CORP CL A	350.00	10,089.09	26,565.00
CASEYS GENERAL STORES INC	430.00	11,330.42	22,149.30
CIT GROUP INC	790.00	30,313.09	27,547.30
COMMONWEALTH REIT	650.00	17,212.36	10,816.00
COMMUNITY HEALTH SYSTEMS INC	1,180.00	27,218.27	20,591.00
CORNING INC	1,841.00	33,458.07	23,896.18
DELL INC	2,051.00	26,512.85	30,006.13
DENBURY RES INC	1,644.00	13,382.13	24,824.40

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments-Corporate Stocks  
Line 10b:

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
DISCOVER FINANCIAL SERVICES	1,140.00	17,708.08	27,360.00
ENCORE WIRE CORP	680.00	10,929.98	17,612.00
EXXON MOBIL CORP	822.00	63,170.50	69,672.72
FAMILY DOLLAR STORES INC	500.00	18,625.33	28,830.00
FIFTH THIRD BANCORP	1,055.00	10,937.34	13,419.60
FOOT LOCKER INC	1,360.00	14,526.17	32,422.40
GAP INC	2,670.00	55,083.80	49,528.50
GENERAL ELECTRIC CO	1,997.00	29,125.25	35,766.27
GENWORTH FINANCIAL INC CL A	4,764.00	56,012.22	31,204.20
GILEAD SCIENCES INC	1,862.00	77,888.98	76,211.66
GOOGLE INC CL A	114.00	60,433.78	73,632.60
GS CONT BUFF EQ SPX 3/21/12 80% CONTIN BARRIER - 1.65%CPN- 20%CAP INITIAL LEVEL-	300,000.00	300,000.00	294,630.00
HARTFORD FINANCIAL SERVICES GROUP INC	2,107.00	48,729.93	34,238.75
HEWLETT-PACKARD CO	2,373.00	75,081.47	61,128.48
HSBC BREN SPX 10/17/12 10%BUFFER-2 XLEV- 9.5%CAP 19%MAXRTRN INITIAL LEVEL-	240,000.00	240,000.00	255,744.00
HYATT HOTELS CORP - CL A	720.00	25,720.93	27,100.80
INPEX CORP ADR	4,451.00	55,947.45	70,143.31
INVESTORS BANCORP INC	1,185.00	15,892.69	15,973.80
ISHARES RUSSELL MIDCAP INDEX FUND	7,359.00	562,861.21	724,272.78



Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments-Corporate Stocks  
Line 10b:

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
J C PENNEY INC	827.00	24,646.83	29,069.05
JP MORGAN CHASE & CO	1,037.00	38,643.28	34,480.25
JPM TR I GROWTH ADVANTAGE FD - SEL FUND :	58,078.14	550,000.00	504,699.05
JPM US LRGE CAP CORE PLUS FD - SEL FUND 10I	98,588.34	1,692,946.24	1,946,133.83
JUNIPER NETWORKS INC	736.00	15,254.34	15,021.76
KAISER ALUMINUM CORP (NEW)	520.00	16,963.10	23,857.60
KDDI CORPORATION ADR	2,656.00	40,405.88	42,719.10
KEYCORP	1,790.00	15,054.34	13,765.10
LEUCADIA NATIONAL CORP	985.00	26,142.78	22,398.90
LEVEL 3 COMMUNICATIONS INC NEW	1,534.00	29,094.50	26,062.66
LIFE TIME FITNESS INC	761.00	11,247.46	35,576.75
MANNING & NAPIER FUND INC EQUITY SERIES	74,700.67	1,049,787.13	1,299,044.58
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND	70,175.92	587,918.82	465,266.36
MATTHEWS PACIFIC TIGER INSTL FUND	24,271.53	452,551.30	493,197.41
MEMC ELECTRONIC MATERIALS INC	5,802.00	54,407.04	22,859.88
MENS WEARHOUSE INC	710.00	16,408.19	23,011.10
METLIFE INC	1,970.00	59,568.91	61,424.60
MICROSOFT CORP	1,179.00	24,642.47	30,606.84
MOLEX INC CL A NON-VOTING	1,100.00	15,390.69	21,758.00

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments-Corporate Stocks  
Line 10b:

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
ON SEMICONDUCTOR CORP	1,677.00	13,793.33	12,946.44
ONEOK INC	255.00	8,965.47	22,105.95
OSHKOSH TRUCK CORP B	746.00	18,191.96	15,949.48
PLAINS ALL AMERICAN PIPELINE L P UNIT OF LIMITED PARTNERSHIP INT	260.00	13,092.41	19,097.00
PLUM CREEK TIMBER COMPANY INC	880.00	34,081.15	32,172.80
PULTE GROUP INC.	4,127.00	29,369.77	26,041.37
RANGE RESOURCES CORP	320.00	16,189.08	19,820.80
RAYMOND JAMES FINANCIAL INC	690.00	15,331.30	21,362.40
S L GREEN REALTY CORP	330.00	10,854.24	21,991.20
SANDRIDGE ENERGY INC	4,772.00	31,328.78	38,939.52
SCHNITZER STEEL INDUSTRIES INC	410.00	12,161.79	17,334.80
SCHWAB CHARLES CORP	6,087.00	74,747.87	68,539.62
SG CONT BUFF EQ SPX 05/25/12 75% CONTIN BARRIER - 6.2%CPN- 30%CAP INITIAL LEVEL-	150,000.00	150,000.00	158,880.00
SG REN SPX REN 2/8/12 2XLEV-9.6%CAP- 19.2%MAXPYMT INITIAL LEVEL-1/20/11 SPX:	300,000.00	300,000.00	297,840.00
SPIRIT AEROSYSTEMS HOLD-CL A	1,440.00	26,406.43	29,923.20
STAPLES INC	5,316.00	82,343.79	73,839.24
STRYKER CORP	13,497.00	92,989.52	670,935.87
T ROWE PRICE INTERNATIONAL FUNDS INC NEV	25,904.49	380,629.30	360,331.50

Allyn Foundation, Inc.  
Federal ID#: 15-6017723  
December 31, 2011

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
T. ROWE PRICE OVERSEAS STOCK FUND	73,334.74	588,663.25	536,810.26
TECH DATA CORP	505.00	19,142.44	24,952.05
THERMO FISHER SCIENTIFIC INC	1,530.00	64,570.70	68,804.10
TRINITY INDUSTRIES INC	1,010.00	24,173.23	30,360.60
ULTRA PETROLEUM CORP	410.00	20,329.22	12,148.30
UNITED STATES STEEL CORP	1,852.00	75,276.41	49,003.92
VAIL RESORTS INC	590.00	24,790.80	24,992.40
VARIAN MEDICAL SYSTEMS INC	506.00	21,437.40	33,967.78
W R BERKLEY CORP	515.00	12,093.55	17,710.85
WHITE MOUNTAINS INSURANCE GROUP LTD	65.00	14,669.93	29,474.90
YAHOO INC	2,756.00	43,609.11	44,454.28
TOTAL		\$ 9,898,471.23	\$ 10,858,032.61

Allyn Foundation, Inc.  
Federal ID#: 15-6017723  
December 31, 2011

Statement 12

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments-Corporate Bonds  
Line 10c:

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
ABBEY NATL TREASURY SERV FLOATING RATE APR 25 2014 DTD 04/27/2011	10,000.00	9,837.83	9,103.80
ACE INA HOLDING 2.6% NOV 23 2015 DTD 11/23/2010	10,000.00	9,990.70	10,178.80
AFLAC INC 3.45% AUG 15 2015 DTD 08/09/2010	10,000.00	10,336.20	10,319.80
ALLSTATE CORP SR NOTES 6.2% MAY 16 2014 DTD 05/13/2009	15,000.00	14,978.85	16,728.90
AMERICA MOVIL SA DE CV 5 1/2% MAR 1 2014 DTD 9/1/2004	15,000.00	16,604.25	16,148.85
AMERPRISE FINANCIAL INC 5.65% NOV 15 2015 DTD 11/23/2005	10,000.00	11,331.80	11,295.50
AMGEN INC 2.3% JUN 15 2016 DTD 06/30/2011	3,000.00	2,993.04	3,020.49
ANHEUSER-BUSCH INBEV WOR 4 1/8% JAN 15 2015 DTD 10/16/2009	10,000.00	10,329.10	10,781.60
AT&T CORP 6.7% NOV 15 2013 DTD 11/17/2008	20,000.00	22,804.20	22,048.20
BANK OF AMERICA CORP MTN 3 5/8% MAR 17 2016 DTD 03/17/2011	10,000.00	9,967.40	9,217.80
BANK OF NOVA SCOTIA 3.4% JAN 22 2015 DTD 01/22/2010	20,000.00	19,974.40	21,007.60
BB&T CORPORATION MTN 3.2% MAR 15 2016 DTD 03/07/2011	10,000.00	10,348.30	10,424.30
BLACKROCK INC 6 1/4% SEP 15 2017 DTD 09/17/2007	10,000.00	11,708.70	11,634.10
BP CAPITAL MARKETS PLC 3.2% MAR 11 2016 DTD 03/11/2011	10,000.00	10,494.20	10,480.20
CANADIAN IMP BK COMM NY SR NOTES 1.45% SEP 13 2013 DTD 09/14/2010	15,000.00	14,982.90	14,999.70
CAPITAL ONE FINANCIAL NOTES 4.80% FEB 21 2012 DTD 2/18/2005	15,000.00	13,950.00	15,052.35
CISCO SYSTEMS INC SR NOTES 1 5/8% MAR 14 2014 DTD 03/16/2011	20,000.00	19,976.20	20,374.80
CITIGROUP INC NOTES 6% DEC 13 2013 DTD 06/15/2010	10,000.00	10,178.95	10,347.60
CREDIT SUISSE FB USA INC NOTES 4 7/8% JAN 15 2015 DTD 12/15/2004	20,000.00	21,420.20	20,896.40

Allyn Foundation, Inc.  
Federal ID#: 15-6017723  
December 31, 2011

Statement 12

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments-Corporate Bonds  
Line 10c:

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
DEUTSCHE BANK AG LONDON 3 7/8% AUG 18 2014 DTD 08/18/2009	10,000.00	10,558.20	10,172.70
DIAGEO CAPITAL PLC 5 1/2% SEP 30 2016 DTD 09/28/2006	15,000.00	17,492.85	17,246.10
DIRECTV HLDG FIN INC 3 1/2% MAR 01 2016 DTD 03/10/2011	15,000.00	14,971.65	15,463.80
DOMINION RESOURCES INC 2 1/4% SEP 01 2015 DTD 09/02/2010	10,000.00	9,985.40	10,234.30
DREYFUS/LAUREL FDS TR PRM EMRGN MK I	29,629.86	405,000.00	389,928.96
EUROPEAN INVESTMENT BANK NOTES 3% APR 08 2014 DTD 04/08/2009	25,000.00	25,166.25	25,908.50
GENERAL ELEC CAP CORP NOTES 2.1% JAN 07 2014 DTD 01/07/2011	10,000.00	9,995.10	10,149.70
GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTES 5% JAN 8 2016 DTD 1/9/2006	35,000.00	37,780.40	38,294.55
GOLDMAN SACHS GP GS 3 5/8% FEB 07 2016 DTD 02/07/2011	10,000.00	9,980.50	9,662.20
GOLDMAN SACHS GROUP INC MEDIUM TERM NOTES 6% MAY 01 2014 DTD 05/06/2009	10,000.00	10,267.80	10,380.10
HEWLETT PACKARD CO SR NOTES 3% SEP 15 2016 DTD 09/19/2011	5,000.00	4,989.20	5,035.25
HOUSEHOLD FINANCE CORP NOTES 6 3/8% NOV 27 2012 DTD 11/27/2002	15,000.00	16,039.50	15,428.10
HSBC FINANCE CORP 5% JUN 30 2015 DTD 6/27/2005	15,000.00	16,321.05	15,230.85
FEB 01 2013 DTD 04/01/2009 FED TAXABLE HELD BY DTC BOOK ENTRY	45,000.00	45,000.00	46,466.10
J.P. MORGAN - BLACKROCK OPPORTUNISTIC RMBS LTD INCOME DISTRIBUTION LEAD SERIES 01-11	278.33	250,000.00	263,843.34

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments-Corporate Bonds  
Line 10c:

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
JOHNSON CONTROLS INC 1 3/4% MAR 01 2014 DTD 02/04/2011	10,000.00	9,996.70	10,086.50
JP MORGAN LEVERAGED LOANS LTD LEAD SERIES (1-11)	303.04	250,000.00	298,663.16
JPM HIGH YIELD FD - SEL FUND 3580 7.26%	163,019.63	1,260,798.37	1,242,209.60
JPM INTL CURRENCY INCOME FD 1.36%	22,999.08	248,308.76	249,080.04
JPM STR INC OPP FD FUND 3844 3.05%	84,362.93	950,000.00	955,831.97
KRAFT FOODS INC 6% FEB 11 2013 DTD 08/13/2007	10,000.00	9,970.10	10,535.40
LANDWIRTSCH RENTENBANK 1 7/8% SEP 24 2012 DTD 09/24/2009	25,000.00	24,947.75	25,208.00
MERRILL LYNCH & CO NOTES 6.15% APR 25 2013 DTD 04/25/2008	40,000.00	43,199.80	40,374.80
METLIFE INC NOTES 5% NOV 24 2013 DTD 11/24/2003	15,000.00	15,665.40	15,979.35
MORGAN STANLEY 2 7/8% JUL 28 2014 DTD 07/28/2011	20,000.00	20,160.00	18,835.20
NATIONAL CITY CORP 4.9% JAN 15 2015 DTD 01/12/2005	10,000.00	11,061.20	10,806.30
NEBRASKA PUBLIC POWER DISTRICT REV GEN SER 4.85% B JAN 01 2014 DTD 06/24/2009 FED TAXABLE HELD BY DTC BOOK ENTRY ONLY	30,000.00	30,000.00	32,115.00
NUCOR CORPORATION NOTES 5 3/4% DEC 01 2017 DTD 12/03/2007	10,000.00	11,801.80	11,781.80
RABOBANK NEDERLAND 2 1/8% OCT 13 2015 DTD 10/13/2010	15,000.00	14,963.25	14,698.50
RIO TINTO FINANCE PLC 8.95% MAY 01 2014 DTD 04/17/2009 US767201AF38	5,000.00	6,030.20	5,847.55
SIMON PROPERTY GROUP LP 6 3/4% MAY 15 2014 DTD 05/15/2009	10,000.00	11,290.90	11,012.40

Allyn Foundation, Inc.  
Federal ID#: 15-6017723  
December 31, 2011

Statement 12

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments-Corporate Bonds  
Line 10c:

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
ST PAUL TRAVELERS COS INC SR NT DTD 06/20/2006 6.25% DUE 06/20/2016	10,000.00	11,881.80	11,652.60
TELEFONICA EMISIONES SAU 4.949% JAN 15 2015 DTD 07/06/2009	15,000.00	16,615.65	14,921.10
TEVA PHARMACEUT FIN BV 2.4% NOV 10 2016 DTD 11/10/2011	5,000.00	5,006.30	5,085.45
TYCO INTERNATIONAL GROUP SA 6% NOV 15 2013 DTD 11/12/2003	15,000.00	16,678.65	16,249.95
VERIZON COMMUNICATIONS 5 1/2% APR 01 2017 DTD 04/03/2007	15,000.00	17,405.10	17,366.55
WELLS FARGO & COMPANY 3.676% JUN 15 2016 DTD 09/15/2010 STEP CPN	10,000.00	10,067.41	10,450.00
WELLS FARGO COMPANY 5 5/8% DEC 11 2017 DTD 12/10/2007	30,000.00	34,427.10	34,185.90
WELLS FARGO MORTGAGE BANK SEC TR SER 2006-AR4 CL 2A3 5.775276% APR 25 2036 DTD 3/1/2006	14,178.30	14,127.35	13,862.63
WESTPAC BANKING CORP 4.2% FEB 27 2015 DTD 08/27/2009	15,000.00	14,984.70	15,633.45
WILLIAMS PARTNERS LP 3.8% FEB 15 2015 DTD 02/09/2010	10,000.00	10,401.70	10,497.90
TOTAL		<u>\$ 4,205,545.11</u>	<u>\$ 4,240,476.44</u>

Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments-Other  
Line 13:

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
BARC BREN DJUBSF3 1/24/12 LEVERAGE 1.47 CAP 13.5%, BUFFER 15%, STRIKE 281.6538, DD 01/15/10	125,000.00	125,000.00	138,100.00
BARC CALLABLE PALLDIUM CP NT 05/14/12 LNKD TO PLDMLNPM 7.4% CPN, 20% MAX, 80% BARRIER 05/03/2011	135,000.00	135,000.00	118,017.00
BARC GOLD CPN NOTE 10/31/12 10%CPN, 80% BARRIER, 23% MAX RET STRIKE (LIVE) 1329.50 OZ DD	132,000.00	132,000.00	145,992.00
BLACKSTONE REAL ESTATE CMBS OFFSHORE FUND LTC	250.00	250,000.00	330,686.19
Cayuga Venture		69,923.00	69,923.00
DB BREN BRENT CRUDE 10/17/12 LNKD TO CO1 2.78%LEV, 15%BUFFER, 27.8%MAXRTN 10/06/11	200,000.00	200,000.00	203,900.00
GALLEON OFFSHORE LIQUIDATING TRUST - GALLEON DIVERSIFIED SUB-TRUST	0.55	1,535.58	1,586.02
GLOBAL ACCESS MACRO LTD CLASS A LEAD SERIES 201	505.08	500,000.00	533,653.60
GOLDENTREE OFFSHORE LTD (NEW ISSUES INELIGIBLE) CLASS SP 1-1 SIDE POCKET	34.24	55,348.97	38,738.43
GOLDENTREE OFFSHORE LTD CLASS G-R SERIES 13	233.29	410,352.96	544,019.74
GOLDENTREE OFFSHORE LTD SP CLASS SP 2-1 SIDE POCK	0.67	651.12	1,216.36
GOLDENTREE OFFSHORE LTD. CLASS SP 1-4 SIDE POCKI	0.42	407.06	1,156.36
GOLDENTREE OFFSHORE LTD. CLASS SP 1-5 SIDE POCKI	6.39	5,330.48	7,875.21
GOLDENTREE OFFSHORE LTD. CLASS SP 3-1 SIDE POCKI	3.82	3,204.86	3,194.88
GOLDENTREE OFFSHORE LTD. CLASS SP 4-1 SIDE POCKI	13.01	10,709.58	13,444.48
GOLDENTREE OFFSHORE LTD. SP 6-1 SIDE POCKET	12.72	9,120.43	10,604.66
GOLDENTREE OFFSHORE LTD. SP 7-1 SIDE POCKET	3.90	2,768.67	6,083.25



Attachment to Form 990-PF  
Part II, Balance Sheet  
Investments-Other  
Line 13:

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Market Value</u>
GOLDENTREE OFFSHORE LTD. SP SERIES 1-3 SIDE POCK	2.12	2,105.88	2,983.43
GRE II PRIVATE INVESTORS, LLC LEAD SERIES	899,204.11	1,000,000.00	681,718.11
HIGHBRIDGE CAPITAL CORP - CLASS C (NEW ISSUE INEL	1,149.26	1,500,000.00	1,641,874.46
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL	6,502.89	135,000.00	111,394.51
J.P. MORGAN SECONDARY PRIVATE EQUITY INVESTORS OFFSHORE SPECIAL, L.P	500,000.00	226,091.35	310,254.50
JPM CMS FLOATER NOTE 05/24/14 3.52% CPN DD 05/08/09	50,000.00	50,000.00	49,775.00
JPM MARKET PLUS GOLD NOTE 10/22/12 LNKE TO GOLDLNPM 20% BUFFER, 35.25% MAXRTN 10/7/11	75,000.00	75,000.00	72,007.50
JPM SHORT DURATION BOND FD - SEL FUND 3133 1.07%	132,445.40	1,444,949.20	1,448,290.50
JPMORGAN CHASE FRN CPI 4/18/13	250,000.00	250,000.00	254,550.00
PSAM WORLDARB FUND LTD CLASS D BENCHMARK (NEW ISSUES INELIGIBLE)	1,989.46	499,993.08	563,881.46
RIVERSTONE GLOBAL ENERGY AND POWER OFFSHORE IV, LP	500,000.00	374,911.03	420,980.00
STANDARD PACIFIC CAPITAL OFFSHORE FUND, LTD. CLASS A SERIES D (NEW ISSUES INELIGIBLE)	4,981.26	500,000.00	510,200.68
TOTAL		<u>\$ 7,969,403.25</u>	<u>\$ 8,236,101.33</u>

# 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 ☒ **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](http://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 or other filer, see instructions. <b>ALLYN FOUNDATION, INC.</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>15-6017723</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>PO BOX 22</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>SKANEATELES, NY 13152</b>	

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

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

**MARGARET O'CONNELL**

- The books are in the care of ► **PO BOX 22 - SKANEATELES, NY 13152**

Telephone No. ► **(315) 685-5059**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
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	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

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

Form 8868 (Rev. 1-2012)