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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending

BARBARA ALLEN CHARITABLE FOUNDATION
PO BOX 973
EDWARDS, CO 81632

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method Cash Accrual
 Other (specify)
 ► \$ 102,248. (Part I, column (d) must be on cash basis.)

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) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch)	1,594.			
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	12.	12.	N/A	
	4 Dividends and interest from securities	2,031.	2,031.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-12,200.			
	b Gross sales price for all assets on line 6a	152,217.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
A D M I N I S T R A T I O N A L E X P E N S E S	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	-8,563.	2,043.		
	13 Compensation of officers, directors trustees etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	SEE ST 1	1,627.	1,627.	
	c Other prof fees (attach sch)	SEE ST 2	49.	49.	
O P E R A T I O N A L A C T I V I T I E S	17 Interest				
	18 Taxes (attach schedule)(see instructions)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	SEE STATEMENT 3	7,565.	250.		
	24 Total operating and administrative expenses. Add lines 13 through 23	9,241.	1,926.		
	25 Contributions, gifts, grants paid PART XV	21,785.		21,785.	
O C C U P A T I O N A L E X P E N S E S	26 Total expenses and disbursements. Add lines 24 and 25	31,026.	1,926.		21,785.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-39,589.			
	b Net investment income (if negative, enter 0)		117.		
B A A	c Adjusted net income (if negative, enter 0)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing		2.	
	2 Savings and temporary cash investments	21,725.	14,296.	2,432.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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 (attach schedule)			
	b Investments – corporate stock (attach schedule)	133,247.	20,601.	19,968.
	c Investments – corporate bonds (attach schedule)		80,617.	79,848.
	11 Investments – land, buildings, and equipment basis ►			
Less accumulated depreciation (attach schedule) ►				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►				
15 Other assets (describe ►))				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I))	154,972.	115,516.	102,248.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► SEE STATEMENT 4))		133.	
	23 Total liabilities (add lines 17 through 22))	0.	133.	
NET FUNDS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	154,972.	115,383.	
	30 Total net assets or fund balances (see instructions)	154,972.	115,383.	
	31 Total liabilities and net assets/fund balances (see instructions)	154,972.	115,516.	

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	154,972.
2 Enter amount from Part I, line 27a	2	-39,589.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	115,383.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	115,383.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month day, year)
1a SEE STATEMENT ATTACHED			P	VARIOUS	VARIOUS
b SEE STATEMENT ATTACHED			P	VARIOUS	VARIOUS
c CAPITAL GAIN DISTRIBUTIONS			P	VARIOUS	VARIOUS
d SEE STATEMENT ATTACHED			P	VARIOUS	VARIOUS
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 30,000.		30,457.	-457.		
b 2,064.		2,116.	-52.		
c 1,370.			1,370		
d 118,783.		131,844.	-13,061.		
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69			(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a					-457.
b					-52.
c					1,370.
d					-13,061.
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-12,200.	
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	-12,200.	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	11,002.	141,253.	0.077889
2009	17,972.	133,074.	0.135053
2008	33,990.	182,283.	0.186468
2007	28,371.	220,449.	0.128696
2006	27,592.	175,821.	0.156932

- 2 Total of line 1, column (d) 2 0.685038
- 3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.137008
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 113,999.
- 5 Multiply line 4 by line 3 5 15,619.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1.
- 7 Add lines 5 and 6 7 15,620.
- 8 Enter qualifying distributions from Part XII, line 4 8 22,115.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1	1 .
Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 2 .	
3 Add lines 1 and 2 3 .	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 4 .	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- 5 .	
6 Credits/Payments	693 .
a 2011 estimated tax pmts and 2010 overpayment credited to 2011 6a .	
b Exempt foreign organizations – tax withheld at source 6b .	
c Tax paid with application for extension of time to file (Form 8868) 6c .	
d Backup withholding erroneously withheld 6d .	
7 Total credits and payments Add lines 6a through 6d 7 .	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached 8 .	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed 9 .	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 .	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ► 2,192 . Refunded 11 .	

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a . X	
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? 1b . X	
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	
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? 2 . X	
If 'Yes,' attach a detailed description of the activities	
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	
4 a 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 . N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 5 . X	
If 'Yes,' attach the statement required by General Instruction T	
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, column (c), and Part XV 7 . X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CO	
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 2011 or the taxable year beginning in 2011 (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)

11		X
12		X
13	X	
14	Telephone no ► 970-926-5253	ZIP + 4 ► 81632
15	N/A	N/A ► <input type="checkbox"/>
16	Yes X	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►		

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

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

1a	During the year did the foundation (either directly or indirectly)	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
(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 <input type="checkbox"/> No <input checked="" type="checkbox"/>
(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 <input type="checkbox"/> No <input checked="" type="checkbox"/>
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)?	1b N/A ► <input type="checkbox"/>
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?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	
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)	2b N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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)	3b N/A
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)? (see instructions)

 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)?

5b N/A

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BARBARA ALLEN PO BOX 973 EDWARDS, CO 81632	PRESID, TREA 1.00	0.	0.	0.
JAMES C ALLEN PO BOX 1619 EDWARDS, CO 81632	VP, SECRETAR 1.00	0.	0.	0.
MATTHEW ALLEN PO BOX 973 EDWARDS, CO 81632	VP, SECRETAR 1.00	0.	0.	0.
-----	-----	-----	-----	-----

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

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

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

►

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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.

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1	N/A	
2		

All other program-related investments See instructions

3 _____

Total. Add lines 1 through 3 ► 0.

BAA

Form 990-PF (2011)

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	119,683.
b Average of monthly cash balances	1b	-3,948.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	115,735.
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	115,735.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,736.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	113,999.
6 Minimum investment return. Enter 5% of line 5	6	5,700.

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	5,700.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	5,699.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	5,699.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	5,699.

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	22,115.
b Program-related investments — total from Part IX-B	1b	
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	22,115.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,114.

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				5,699.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only		0.		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006	19,247.			
b From 2007	17,626.			
c From 2008	24,968.			
d From 2009	11,346.			
e From 2010	3,952.			
f Total of lines 3a through e	77,139.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 22,115.			0.	
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				5,699.
e Remaining amount distributed out of corpus	16,416.			
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:	93,555.			
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 2010 Subtract line 4a from line 2a Taxable amount – see instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	19,247.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	74,308.			
10 Analysis of line 9				
a Excess from 2007	17,626.			
b Excess from 2008	24,968.			
c Excess from 2009	11,346.			
d Excess from 2010	3,952.			
e Excess from 2011	16,416.			

Part XV **Supplementary Information (continued)****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)				
<i>a Paid during the year</i>				
SEE STATEMENT	N/A	PUBLIC	VARIOUS	21,785.
Total			► 3a	21,785.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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			14	12.	
4 Dividends and interest from securities			14	2,031.	
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					
8 Gain or (loss) from sales of assets other than inventory					-12,200.
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)				2,043.	-12,200.
13 Total Add line 12, columns (b), (d), and (e)					13 -10,157.

(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) (See instructions)
N/A	

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	1 a (1)	X
(2)	Other assets	1 a (2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3)	Rental of facilities, equipment, or other assets	1 b (3)	X
(4)	Reimbursement arrangements	1 b (4)	X
(5)	Loans or loan guarantees	1 b (5)	X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(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		

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

Sign
Here

► Barbara A. Allen | 7/1/12 ► PRESIDENT

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

Signature of officer or trustee		Date	Date	▲ Yes	No	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self employed	PTIN
	LINDA MCDONOUGH, CPA		LINDA MCDONOUGH, CPA	6/26/12	P00185280	
	Firm's name	► MC DONOUGH & ASSOCIATES CPA			Firm's EIN ► 20-5446266	
Firm's address	► 737 N VULCAN AVE			Phone no (760) 632-5800		
	ENCINITAS, CA 92024-2137					

BAA

Form 990-PF (2011)

2011

FEDERAL SUPPLEMENTAL INFORMATION

PAGE 1

CLIENT B-ALLEN

BARBARA ALLEN CHARITABLE FOUNDATION

84-1435014

6/26/12

09 44AM

CONTRIBUTION SCHEDULE

CONTRIBUTIONS TO THE FOUNDATION WERE MADE SOLELY BY BARBARA ALLEN DURING THIS YEAR.

2011

FEDERAL STATEMENTS

PAGE 1

CLIENT B-ALLEN

BARBARA ALLEN CHARITABLE FOUNDATION

84-1435014

6/26/12

09 44AM

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX FEES	\$ 1,627.	\$ 1,627.		
TOTAL	<u>\$ 1,627.</u>	<u>\$ 1,627.</u>		<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	\$ 49.	\$ 49.		
TOTAL	<u>\$ 49.</u>	<u>\$ 49.</u>		<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSE, SUPPLIES, BANK CHGS NONDEDUCTIBLE CONTRIBUTION	\$ 250. 7,315.	\$ 250.		
TOTAL	<u>\$ 7,565.</u>	<u>\$ 250.</u>		<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

EXPENSE ADVANCED	\$ 133.
TOTAL	<u>\$ 133.</u>

Barbara Allen Charitable Foundation
 Average Value Calculations
 2011

TO TAX RETURN:

Total Average	128,648	15,745	144,393
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	Wells Fargo	W14386869	
	Securities	Cash	Total
January	128,953	21,727	150,681
February	132,424	20,628	153,052
March	133,030	19,029	152,059
April	137,050	18,930	155,981
May	135,276	18,832	154,107
June	133,447	18,833	152,280
July	131,765	18,634	150,399
August	124,851	18,335	143,186
September	116,085	18,235	134,320
October			- closed October 2011
November			-
December			-

Totals	1,172,881	173,185	1,346,065
Number of months	9	9	9
Average	130,320	19,243	149,563

	Alpine Bank Checking	3380007323	
**Opened September 2011			
January	-	-	
February	-	-	
March	-	-	
April	-	-	
May	-	-	
June	-	-	
July	-	-	
August	-	-	
September	9,845	9,845	
October	6,129	6,129	
November	5,929	5,929	
December	5,696	5,696	

Totals	-	27,599	27,599
Number of months	4	4	4
Average	-	6,900	6,900

Bernstein	039-59772
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	Securities	Cash	Total	
January				
February				-
March				-
April				-
May				-
June				-
July				-
August				-
September				-
October	129,882	21	129,903	opened October 2011
November	129,392	-	129,392	
December	111,620	(11,865)	99,755	
 Totals	 370,894	 (11,844)	 359,050	
Number of months	3	3	3	
Average	123,631	(3,948)	119,683	

Barbara Allen Charitable Foundation
Transaction Detail By Account
January through December 2011

Type	Date	Num	Name	Purpose	Amount	Type
Charitable Donation						
Check	10/06/2011	102	Bravo! Vail Valley Music Festival 2271 N Frontage Rd W Suite C Vail, CO 81657	In memory of Eleanor Stolzer	100 00	Arts
Check	07/03/2011	1602	Calvary	General	100 00	Religious
Check	07/10/2011	1603	Calvary	General	100 00	Religious
Check	07/30/2011	1605	Calvary	General	100 00	Religious
Check	09/18/2011	1001	Calvary	General	100 00	Religious
Check	10/02/2011	101	Calvary	General	100 00	Religious
Check	10/22/2011	105	Calvary	General	100 00	Religious
Check	10/22/2011	106	Calvary	Missions	1,000 00	Religious
Check	10/22/2011	107	Calvary	Fall Fun Night	500 00	2,100 00 Religious
			PO Box 979 Avon, CO 81620			
Check	03/15/2011	1467	Desert Springs Church	General	100 00	Religious
Check	04/12/2011	1600	Desert Springs Church	General	100 00	Religious
Check	05/01/2011	1601	Desert Springs Church	General	100 00	Religious
Check	11/13/2011	108	Desert Springs Church	General	100 00	Religious
Check	12/08/2011	110	Desert Springs Church 43435 Monterey Palm Desert, CA 92260	General	100.00	500 00 Religious
Check	10/10/2011	104	Focus on the Family 8665 Explorer Drive Colorado Springs, CO 80920	General	100 00	Religious
Check	12/28/2011	115	In Touch Ministries PO Box 7900 Atlanta, GA 30357-9979	General	100 00	Religious

**Barbara Allen Charitable Foundation
Transaction Detail By Account**
January through December 2011

Type	Date	Num	Name	Purpose	Amount	Type
				General	100 00	Public
Check	12/28/2011	113	International Peace Initiative PO Box 17415 Boulder, CO 80308	General	100.00	Medical
Check	10/06/2011	visa	Junior Diabetes Research Foundation 3525 Piedmont Rd NE Bldg 6-300 Atlanta, GA 30305	General	100.00	Medical
Check	09/29/2011	1002	Kingdom Building Ministries 14485 E Evans Avenue Aurora, CO 80014	Staff Support	1,000.00	Religious
Check	12/17/2011	112	New Sprng Church 12200 E 21st Street Wichita, KS 67206	General	100.00	Religious
Check	02/23/2011	1465	Royal African Foundation www.tffra.com	General	1,000.00	Public
Check	03/15/2011	1466	Save all Animals Coachella Valley, CA	General	500.00	Animals
Check	02/04/2011	1459	Second Chance	General	100.00	Medical
Check	07/21/2011	1604	Second Chance PO Box 673 Eagle, CO 81631	General	100.00	200 00 Medical
Check	09/29/2011	1005	Susan G Komen Breast Cancer Foundation 5005 LBJ Freeway, Suite 250 Dallas, TX 75244	General	100.00	Medical

10:30 AM
05/17/12
Accrual Basis

Barbara Allen Charitable Foundation
Transaction Detail By Account
January through December 2011

Type	Date	Num	Name	Purpose	Amount	Type
Check	08/21/2011	1606	Vail Bible Church	General	100 00	Religious
Check	11/20/2011	109	Vail Bible Church PO Box 955 Avon, CO 81620	General	100 00	200 00 Religious
Check	09/29/2011	1004	Vail Christian High School 31621 Highway 6 Edwards, CO 81632	General	500 00	Education
Check	12/30/2011	116	Vail Valley Foundation PO Box 309 Vail, CO 81658	General	12,685 00	Arts
Check	12/28/2011	114	Vail Valley Medical Center PO Box 2559 Edwards, CO 81632	In honor of Jack Eck	1,200 00	Medical
Check	03/24/2011	1468	World Vision PO Box 9716 Federal Way, WA 98063-9716	General	1,000 00	Public
Check	09/29/2011	1003	Young Life PO Box 2920 Colorado Springs, CO 80901-2920	General	100 00	Religious
Check	09/15/2011	1607	Youth Foundation PO Box 2761 Edwards, CO 81632	General	100 00	Public
Total Charitable Donation						21,785 00

10:30 AM
05/17/12
Accrual Basis

Barbara Allen Charitable Foundation
Transaction Detail By Account
January through December 2011

Type	Date	Num	Name	Purpose	Amount	Type
TOTAL					<u>21,785 00</u>	



BERNSTEIN
Global Wealth Management

Holdings By Lot

Account: BARBARA A ALLEN CHARITABLE FOUNDATION (039-59772)
As of December 30, 2011

Managed Assets

Cash Balances

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
0 01	CASH	N/A	\$1.00	\$1.00	\$0	\$0	\$0	0.1%	N/A	Intermediate Duration Fund
TOTAL	Cash Balances				\$0	\$0	\$0	0.1%		

Fixed Income

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
1,849 255	AB BOND INFLATION STRATEGY CLASS 1(ABNOX)	10/25/2011	\$0.72	\$0.79	\$19,824	\$19,953	\$129	1.7%	039-59772	Bond Inflation Strategy
124 614	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	12/14/2011	\$13.86	\$13.86	\$1,727	\$1,727	N/A	2.0%	039-59772	Intermediate Duration Fund
3 047	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	11/16/2011	\$14.14	\$13.86	\$43	\$42	(\$1)	2.0%	039-59772	Intermediate Duration Fund
1 467	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	11/02/2011	\$14.19	\$13.86	\$21	\$20	(\$0)	2.0%	039-59772	Intermediate Duration Fund
4,187 526	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(SNIDX)	10/25/2011	\$14.09	\$13.86	\$59,002	\$58,039	(\$63)	2.0%	039-59772	Intermediate Duration Fund
Total 4,316 654					\$60,793	\$59,829	(\$964)	2.0%		
TOTAL	Fixed Income				\$80,617	\$79,848	(\$835)	1.9%		

Equities

Quantity	Holding(Ticker)	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Yield	Account Number	Portfolio
64 362	ALLIANCEBERNSTEIN WLT APP-AD(AWAYX)	12/22/2011	\$0.78	\$0.79	\$694	\$694	\$1	2.1%	039-59772	Wealth Appreciation Strategy
12 898	ALLIANCEBERNSTEIN WLT APP-AD(AWAYX)	11/22/2011	\$0.60	\$0.79	\$137	\$139	\$2	2.1%	039-59772	Wealth Appreciation Strategy
0 514	ALLIANCEBERNSTEIN WLT APP-AD(AWAYX)	11/03/2011	\$11.44	\$10.79	\$6	\$6	(\$0)	2.1%	039-59772	Wealth Appreciation Strategy
1,767 248	ALLIANCEBERNSTEIN WLT APP-AD(AWAYX)	10/25/2011	\$11.15	\$10.79	\$19,705	\$19,069	(\$636)	2.1%	039-59772	Wealth Appreciation Strategy
Total 1,845 022					\$20,541	\$19,908	(\$633)	2.1%		
TOTAL Equities					\$20,541	\$19,908	(\$633)	2.1%		



BERNSTEIN

Global Wealth Management

Holdings By Lot

Account: BARBARA A ALLEN CHARITABLE FOUNDATION (039-59772)
As of December 30, 2011

As of December 30, 2011

NET PORTFOLIO VALUE

Notes

- $AI = \text{Accrued Income (interest and dividends)}$
- Dynamic Asset Allocation Overlay Portfolio yields are estimates based on stock dividends and income securities in the fund, net of estimated fund expenses
- Actual dividends, which are distributed annually, can vary significantly due to tax treatment of foreign currency and various instruments in addition to these dividends the funds may also make annual distributions of short and long-term capital gains
- Fixed income fund yields are calculated using the 30 day S E C yield. Municipal yields may include a portion of taxable income. Estimated annual income for the fixed income portfolios is based on the monthly income dividends and does not include capital gains distributions. Therefore yield will differ from estimated annual income
- Total portfolio cost includes the reinvestment of interest, dividends and capital gains distributions as well as sale proceeds and therefore is not equivalent to the capital you have invested in this account